

**BYLAWS
OF
NORTHWEST HYDROELECTRIC ASSOCIATION**

**ARTICLE I
NAME**

The name of the Association is the Northwest Hydroelectric Association, commonly referred to as NWHHA.

**ARTICLE II
PURPOSES**

The purpose of the Association shall be as described in the Articles of Incorporation filed with the Corporation Commissioner of Oregon.

**ARTICLE III
DEFINITIONS**

The following terms used in the Bylaws shall have the meanings set forth below:

- (a) "Association" means the Northwest Hydroelectric Association, commonly referred to as NWHHA.
- (b) "Board" means the Board of Directors of the Association.
- (c) "Director" means an individual serving on the Board.
- (d) "Executive Committee" means the voting Officers: President, Immediate Past President, Vice President, Secretary and Treasurer; the non-voting members of the Executive Committee are the General Counsel and Executive Director.
- (e) "Members" means any individual, organization, firm, corporation, , or division of government belonging to the Association, as described in Article IV of the Bylaws.
- (f) "Northwest" means the states of Idaho, Oregon, Washington, Alaska, Montana and the areas of Northern California and Western Canada.
- (g) "Officers" means the President, Immediate Past President, Vice President, Secretary, Treasurer, and General Counsel.

**ARTICLE IV
MEMBERSHIP**

Section 1. Membership in the Association shall be open to individuals, organizations, firms, corporations, associations or divisions of government that reside or are located in the Northwest or have an interest in the development, utilization of the Northwest's hydroelectric potential.

Section 2. Voting rights in the Association shall be granted to any Member in good standing. In all votes of record, each Member shall be entitled to one vote. Proxy voting is permitted at membership meetings if the proxy authority is in writing and signed by the member authorizing the proxy vote. The records of the Association shall finally determine the voting rights of

members. NWAHA shall maintain a current record of all members on its web site for member inspection.

Section 3. An annual meeting of Members shall be held each year in conjunction with the Annual Conference. At all membership meetings, a quorum shall be a majority of those Members.

Section 4. The annual membership dues and operational budget shall be fixed from time-to-time by the Board of Directors.

Section 5. The fiscal year of the Association shall be March 1 through the last day of February.

ARTICLE V BOARD OF DIRECTORS

Section 1. The control of the Association shall be vested in a Board of not less than seven (7), nor more than twenty-one (21), individuals, each of whom shall be a Member, or an employee of a Member of the Association.

Section 2. The Directors shall be elected by the Members. An election committee appointed by the President shall call for nominations from the membership for any open Board positions and shall recommend candidates to the Board for inclusion on the ballot. The call for nominations shall include any list of recommended attributes for Directors that has been approved by the Board. The election may be conducted by mail, electronic voting, or other such method as determined by the Board.

- (a) The Association shall attempt to provide representation to all geographic and economic areas of interest within the membership.
- (b) Candidates for the Board shall have served as a Member in good standing for at least one year's time prior to election. If the Member is a partnership, corporation, association, or division of government pursuant to Article III (e), an individual who is an employee of the Member organization is eligible to serve on the Board as long as they remain employed by any active Member organization and located in the state or province in which they are elected to serve.
- (c) The elected Directors shall begin service on the day of the board meeting which coincides with the annual membership meeting (i.e., the Annual Conference generally held in February) and shall serve a term of three (3) years.
- (d) No Director may serve more than two (2) consecutive three (3)-year terms. A partial term shall not be counted as a term for these purposes. A Member who has served two consecutive terms shall be eligible to serve as a Director again following one year off of the Board. Officers will not be subject to term limits so long as they are re-elected to any officer position; however, an Officer who is not re-elected to an officer position will immediately become a Director and will be subject to the term limit above beginning one year after leaving office, with all consecutive terms in service as a Director or Officer counting against the term limit calculation.
- (e) Notwithstanding the term limits provided in (d) above, in the event no person is elected to fill a Board opening created when a term-limited Director vacates a position, or if a Board opening occurs as a result of a Director or Officer vacating the Board, the

Board may appoint a person to the Board who would otherwise be term-limited pursuant to this paragraph. In such cases, the appointed Board member shall serve one year and will then be subject to the term limits provided above.

Section 3. The Board shall have the power to determine policies of the Association, approve contracts and enter into agreements, acquire, use or dispose of property, employ such technical and administrative personnel as may be necessary, fix compensation, and do all such other lawful acts and things necessary to advance the purpose of the Association.

Section 4. The incoming Board shall hold a meeting coincident with the annual membership meeting (i.e., the Annual Conference generally held in February) to elect a President, Vice President, Secretary and, upon expiration of the 2-year term, a Treasurer.

Section 5. In addition to the meeting provided in Section 4 of this article, the Board shall meet upon call of the President or the majority of the Executive Committee.

Section 6. Meetings of the Board may be held at any place specifically approved by a majority of the Board. Meetings may be in person or telephonic. Notice of any meeting must be sent by electronic mail to members at their latest address of record on file with the Association at least ten (10) days prior to the date of the meeting if in person and at least five (5) days prior to the date of the meeting if telephonic. The notice shall specify the time, place and agenda of the meeting.

Section 7. A minimum of seven (7) members of the Board at any regularly called meeting as provided in Section 6 shall constitute a quorum and their actions shall be binding on the Association. For purposes of establishing a quorum, the General Counsel may be counted in that quorum. If less than a quorum is present at a meeting, the Board present may adjourn the meeting from time to time without further notice. A Director may participate in a meeting of the Board by a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting. In the event of a tie vote, the action shall be tabled and the matter submitted to the entire Board pursuant to Article IV, Section 8.

Section 8. Action of the Board may be taken by the majority approval at a properly noticed meeting at which there is a quorum. In addition, action may be taken by the majority voting to approve in writing by electronic mail so long as the equivalent of a quorum responds in writing with a yes or no vote. For actions taken by electronic mail, a written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve the action; and specify a reasonable time by which a ballot must be received in order to be counted.

Section 9. The Board may remove any Director by a two-thirds (2/3) vote at a regular or special meeting for which notice was provided and at which there is a quorum. The Board may fill any vacancies in the Board caused by resignation, removal or death by appointing a new Director. The term of such position shall expire at the next annual election.

Section 10. The current Immediate Past President shall serve as a voting member of the Board of Directors, as an Officer and as a member of the Executive Committee.

ARTICLE VI
OFFICERS

Section 1. All Officers of the Association except the Immediate Past President and General Counsel, shall be elected by the Board as provided in Article V, Section 4. The elected Officers of the Association shall be elected to one (1) year terms and shall serve until their successors are elected and qualified, except the Treasurer, who shall be elected to a 2-year term. Upon the election of a new President of the Board, the person who had served as President immediately prior to the election of the new President shall assume the office of Immediate Past President. The Immediate Past President is an Officer and shall have all rights and privileges of other Directors, including the right to vote at Board meetings. The General Counsel shall not have the right to vote at Board meetings. All Officers of the Association shall serve at the pleasure of the Board.

Section 2. Officers shall be subject to removal from office by majority vote of the Board, and the Board may fill any vacancy in an office, whether caused by removal, resignation or death, by appointing an existing Director to serve until the next annual election.

ARTICLE VII
THE EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of voting Officers: President, Immediate Past President, Vice President, Secretary and Treasurer. Non-voting members of the Executive Committee include the General Counsel and the Executive Director.

Section 2. The Executive Committee shall exercise the authority of the Board between Board meetings, except that it may not amend the Bylaws or create new permanent positions.

Section 3. The Executive Committee shall meet upon call of the President, the Vice President, or upon a joint call signed by three members of the Executive Committee. Meetings may be in person or telephonic.

Section 4. A majority of the voting members of the Executive Committee shall constitute a quorum for transaction of business.

Section 5. The Executive Committee shall keep regular minutes of its meetings and actions and these minutes shall be disseminated to the Board by electronic mail within five (5) business days after each meeting.

Section 6. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if a written approval, including by electronic mail, is received from the voting members of the Executive Committee. Voting by email will be conducted in the same manner provided in Section V.8, above.

ARTICLE VIII
PRESIDENT

Section 1. The President shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the membership, the Board and the Executive Committee. The President shall have general and active management of the business of the Association and shall see that all orders, resolutions and other acts of the Board are carried into effect.

Section 2. An Officer shall, in the name of the Association, execute all bonds, mortgages, contracts and other documents, as authorized by the Board or the Executive Committee.

Section 3. The President may be an ex officio member of all committees and have the general powers and duties of supervision and management usually vested in the office of President of an Association.

ARTICLE IX VICE PRESIDENT

The Vice President shall serve as President of the Association in the absence of the President. The Vice President shall provide oversight for all elections of the Association or delegate those functions to any another Officer.

ARTICLE X SECRETARY

The Secretary shall be responsible for oversight of the Association's records, and shall oversee the recording of the Minutes of the Board.

ARTICLE XI TREASURER

Section 1. The Treasurer shall be responsible for oversight of the funds of the Association.

Section 2. The Treasurer shall cause an annual financial statement of the Association funds to be reviewed by a qualified individual and annually present such financial statement to the Board. The Treasurer shall present audits to the Board and the Executive Committee as they may order.

Section 3. The Treasurer shall be Chair of the Finance and Budget Committees of the Association. The Treasurer shall make available for inspection a report of financial status, estimated income and budget for the ensuing year to the membership at the annual meeting.

ARTICLE XII THE GENERAL COUNSEL

The General Counsel shall be the chief legal officer of the Association. General Counsel shall be responsible for the articulation of the Association's policy. Candidates for General Counsel shall be a Member in good standing. The General Counsel is appointed by the Board at a meeting coinciding with the annual membership meeting (i.e., the Annual Conference generally held in February) for three (3) year terms.

ARTICLE XIII EXECUTIVE DIRECTOR

The Board may hire, retain, or appoint an individual or entity to serve as the Executive Director. The Executive Director shall serve at the pleasure of the Board. The Executive Director shall perform those services and fulfill those responsibilities as, from time to time, the Board shall establish. The Board shall have authority to fix the Executive Director's compensation.

ARTICLE XIV AMENDMENT TO BYLAWS

These Bylaws may be amended from time to time by action of the Board or a majority vote of the members present at any annual or special meeting.

ARTICLE XV
INDEMNIFICATION

Section 1. Non-Derivative Actions. Subject to the provisions of Sections 3, 5 and 6, below, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of or arising from the fact that the person is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a Director, Officer, partner or trustee of any other Association, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if (i) he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association and with respect to any criminal action or proceeding, did not know the conduct was unlawful, or (ii) an act or omission giving rise to such action, suit or proceeding is ratified, adopted or confirmed by the Association or the benefit thereof received by the Association. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, did not know that his conduct was unlawful, and settlement shall not constitute any evidence of any of the foregoing.

Section 2. Derivative Actions. Subject to the provisions of Sections 3, 5 and 6, below, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of or arising from the fact that the person is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director, Officer, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if the person (i) acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association, or (ii) act or omission giving rise to such action or suit is ratified, adopted or confirmed by the Association or the benefit thereof received by the Association; provided, however, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or deliberate misconduct in the performance of his duty to the corporation unless, and only to the extent that the court in which the action or suit was brought, shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Determination of Right to Indemnification in Certain Cases. Subject to the provisions of Sections 5 and 6, below, indemnification under Sections 1 and 2 of this Article automatically shall be made by the Association unless it is expressly determined by a majority vote of a quorum of the Board of Directors consisting of Directors who were not parties to such action, suit or proceeding, or by a majority vote of the Members of the Association that indemnification of the person who is or was an Officer or Director, or is or was serving at the request of the Association, as an Officer, Director, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise, is not proper in the circumstances because he has not met the applicable standard of conduct set forth in Sections 1 and 2.

Section 4. Indemnification of Persons Other than Officers or Directors. In the event any person not included within the group of persons referred to in Sections 1 and 2 of this Article was or is a

party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of a type referred to in Sections 1 or 2 of this Article by reason of or arising from the fact that the person is or was an employee or agent of the Association, or is or was serving at the request of the Association as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, the Board by a majority vote of a quorum (whether or not such quorum consists in whole or in part of Directors who were the parties to such action, suit or proceeding) or the Members of the Association by a majority vote of the outstanding shares may, but shall not be required to, grant to such person a right of indemnification to the extent described in Sections 1 or 2 of this Article as if he were an Officer or Director referred to therein, provided that such person meets the applicable standard of conduct set forth in such Sections.

Section 5. Conditions Precedent to Indemnification Under Sections 1, 2 or 5. Any person who desires to receive the benefits otherwise conferred by Sections 1, 2, or 5 of this Article shall notify the Association reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in Sections 1 or 2 and that he intends to rely upon the right of indemnification described in Sections 1, 2 or 5 of this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the Executive Director of the Association at the executive offices of the Association or, in the event the notice is from the President, to the registered agent of the Association. Failure to give the notice required hereby shall entitle the Board of the Association by a majority vote of a quorum (consisting of Directors who, insofar as indemnity of Officers or Directors is concerned, were not parties to such action, suit or proceeding, but who, insofar as indemnity of employees or agents is concerned, may or may not have been parties) to make a determination, in their sole discretion, that such failure was prejudicial to the corporation in the circumstances and that, therefore, the right to indemnification referred to in Sections 1, 2 and 5 of this Article shall be denied in its entirety or reduced in amount.

Section 7. Insurance. At the discretion of the Board, the Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify that person against such liability under the provisions of this Section.

Section 8. Former Officers and Directors. At the discretion of the Board of Directors, the indemnification provisions of this Article XI or each of any of said provisions individually may be extended to a person who has ceased to be a Director, Officer, employee or agent and may insure to the benefit of the heirs, executors and administrators of such a person.

Section 9. Purpose and Exclusivity. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Shareholders or Board of Directors or otherwise. The purpose of this Article is to augment, pursuant to ORS 61.215(3), the other provisions of ORS 61.205 and 61.215.

Approved as Amended February 3, 1995 Article I, Name Change

Approved as Amended January 29, 1996 Article XIV, Liability under Oregon Law

Approved as Amended January 13, 2006 Article IV, Section 2(b) added

Approved as Amended October 30, 2012 Article III, Section (5), Fiscal Year changed from Calendar Year

Approved as Amended October 30, 2012 Article IV, Section (2), Electronic Voting

Approved as Amended January 9, 2013 Article II, Section (9), Director Appointment
Approved as Amended October 13, 2015 Article III(f), Definitions; Article VII, Section 4, Quorum;
Article XI, Section 2, Treasurer.
Approved as Amended, October 14, 2016, Article II, Section 2, Nominations and Term Limits,
Section 9, Director Removal; Article VI, Section 2, Officer Removal
Approved as Amended, May 16, 2019, Article V, Section 2, Board Terms, Article XII, General
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