

BYLAWS OF THE INTERNATIONAL ENERGY ADVISORY COUNCIL

EIN: 47-1953985

FINAL – 11 November 2014

ARTICLE I – NAME AND PURPOSE

Section 1: The name of the Organization shall be the International Energy Advisory Council (IEAC).

Section 2: The Organization is established for scientific and educational purposes to provide advisory, technical and capacity building services to international donor organizations, national and local governments, foundations, International Financial Institutions, corporations, and other stakeholders to advance the development, financing and implementation of energy efficiency and decentralized energy worldwide and thereby contribute to sustainable development and climate change mitigation and adaptation.

ARTICLE II – MEMBERS

Membership shall consist of the Founding Members responsible for establishing the Organization plus any new (Non-Founding) members. A list of the Founding Members is included in Annex A. The Founding Members may elect new members to join the Organization. The size of the total membership shall be limited to 20.

ARTICLE III - MEMBERSHIP FEE

Founding Members and any new (Non-Founding) members shall pay an initial (one-time) membership fee to join the Organization. The initial (one-time) membership fee shall be determined by the Founding Members based on advice from the Treasurer of the funds required to establish and administer the Organization in accordance with Article I of the Bylaws of the IEAC (the Organization). Any future membership fees will be determined by the Organization based on advice from the Treasurer of the funds required for the ongoing administration of the Organization in the future. Membership fees must be paid within 30 days of the written request from the Treasurer.

ARTICLE IV - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting of the members shall be set by the Board of Directors who shall also set the time and place. These meetings may also be conducted via teleconference.

Section 2: Special Meetings. Special meetings may be called by the President.

Section 3: Notice. Notice of each meeting shall be given to each member, by mail or e-mail, not less than 21 days before the meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Organization, and delegates' responsibility for day-to-day operations to

the Officers. The Board shall have up to 5 and not fewer than 3 members. The Board may receive a reasonable compensation if so determined by the Members of the Organization.

Section 2: Meetings. The Board shall meet at least every six months, at an agreed upon time and place. These meetings may be conducted via teleconference.

Section 3: Board Elections. Election of current directors or new directors will occur as the first item of business at the annual meeting of the Organization. Directors will be elected by a majority vote of the current Members of the Organization.

Section 4: Terms. All Board members shall serve 2 year terms, but are eligible for re-election.

Section 5: Quorum. A meeting must be attended by a majority of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice at least 21 days in advance. Such notice period may be reduced under special circumstances by the unanimous consent of the three Board Members.

Section 7. Officers and Duties. There shall be three officers of the Board consisting of a President, Secretary and Treasurer. The Secretary and Treasurer shall also be designated as Vice Presidents and either shall chair meetings or act on behalf of the Board in the absence of the President. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members to preside at each meeting. The President shall also be available to the media.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained. The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board, organization members and the public.

Section 8: Vacancies. When a vacancy on the Board occurs, nominations for new members may be received from present members by the Secretary 21 days in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon by the membership prior to the next Board meeting. Board vacancies will be filled only to the end of the particular vacant Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be removed from the Board for excess absences from the Board if s/he has three unexcused absences from Board meetings within the 2 year period of the Board. A Board member may also be removed for other reasons by a three-fourths vote of the Organization's members.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member dated 21 days in advance.

ARTICLE VI - COMMITTEES

Section 1: The Board may establish committees as required.

Section 2: The three Board officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

ARTICLE VII – SPOKESPERSON

The Board of Directors shall appoint a designated spokesperson for any communication with the media.

ARTICLE VIII – ELECTION OF NEW MEMBERS

New members may be proposed by at least two existing Founding Members. The election of new members will require a two-thirds majority of existing members. Any Founding Member will have the right to veto the election of a new member.

ARTICLE IX – CONFLICTS OF INTEREST

Any conflict or potential conflict of interest must be declared by Board members for Board meetings and by all members for Organization meetings. The remaining Board or Organization members shall decide whether the member with a conflict or potential conflict of interest can participate or not participate in the discussion or vote on the agenda item that the conflict or potential conflict of interest relates to.

ARTICLE X – REMOVAL OF MEMBERS FROM THE ORGANIZATION

A member may be removed from membership of the Board and/or Organization for any undeclared conflict of interest or for excess absences from Organization meetings if s/he has more than one out of two unexcused absences from Organization meetings, failure to pay the membership fee, or for other reasons as determined by the Organization. Members shall only be removed from the Organization by a three-fourths vote of the Organization's members. Members removed from the Organization will not be entitled to any refund of their membership fee.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the members of the Organization. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE XII – ADOPTION

These bylaws were approved and adopted at a meeting of the IEAC on 11 November 2014.

ANNEX A

LIST OF FOUNDING MEMBERS

Byrne, John

Dreessen, Tom

Fischedick, Manfred

Jones, Allan

Limaye, Dilip

Lovins, Amory

Meier, Alan

Nilsson, Lars

Ohno, Teruyuki

Patterson, Walter

Schneider, Mycle

Stryi-Hipp, Gerhard