

AMENDED AND RESTATED
BYLAWS
OF
WIND ENERGY FOUNDATION

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OF
WIND ENERGY FOUNDATION**

**ARTICLE 1
OFFICES**

Section 1.1 Location. The principal office of the Wind Energy Foundation, a non-profit corporation organized under the laws of the District of Columbia (the "Corporation") shall be located within or without the District of Columbia, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Directors.

**ARTICLE 2
MEMBERS**

The Corporation shall have no members.

**ARTICLE 3
BOARD OF DIRECTORS**

Section 3.1 Power of Board. The affairs of the Corporation shall be managed by the Board of Directors. Directors need not be residents of the District of Columbia.

Section 3.2 Number of Directors. The minimum number of directors of the Corporation shall be three (3), and the maximum number shall be twenty (20). The number of directors may be increased or decreased from time to time as determined by the Board of Directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3.3 Election and Term of Directors. The Board of Directors shall elect directors, each director to hold office for a term of three years until his successor has been elected and qualified. A director may be elected to serve a maximum of three successive full terms followed by a minimum of one year's absence from the Board of Directors, except that: a two-year term may be added to the three consecutive three-year terms if a director is newly elected as an officer at the time of reaching the normal term limit; a one-year term may be added for a director to complete his or her term as an officer; and there is no limit on serving successive terms for the American Wind Energy Association CEO or those directors elected in 2010. Any directors standing for reelection to the Board of Directors shall be recused from participating in the vote on their own reelection.

Section 3.4 Vacancies. Vacancies on the Board shall occur upon (a) the death or resignation of a director; (b) the removal of a director pursuant to Section 3.5 of these Bylaws; or (c) the increase of the authorized number of Directors. Any vacancy occurring in the Board of Directors for the foregoing reasons may be filled by the affirmative vote of a majority of the directors then in office, even if there exists less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is elected and qualified.

Section 3.5 Removal of Directors. A director may also be removed (a) by a simple majority vote of the Board upon a finding by the Board of felony, incompetency, or breach of a duty, or (c) without cause by a vote of seventy percent (70%) of the Board.

Section 3.6 Resignations. Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board or to the Executive Director, the Chairperson or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 3.7 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3.8 Meetings of the Board. Meetings of the Board of Directors, regular or special, may be held at such place within or without the District of Columbia, and upon such notice as may be prescribed by resolution of the Board of Directors. Special meetings of the Board for specified purposes may be called at any time by the Chairperson, the Vice Chairperson, the Secretary, or any two directors; and notice of any such special meetings shall be given as set forth in Section 3.12.

A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 3.9 Informal Action by Directors; Meetings by Conference Telephone. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 3.10 Director Performance of Duties. A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by: (i) one or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented; (ii) counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or (iii) a committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any

such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 3.11 Compensation of Directors. The Corporation may pay compensation in reasonable amounts to directors for services rendered, such amounts to be fixed by the affirmative vote of a majority of the entire Board.

Section 3.12 Notice of Director Meetings. Notice of the time and place of meetings of the Board of Directors, shall be given to each director by (i) personal delivery of written notice, (ii) first-class mail, postage prepaid, (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director, (iv) facsimile, (v) electronic mail, or (vi) other electronic means. All such notices shall be given or sent to the director's address, email address, or telephone number as shown on the Corporation's records. Notices sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or electronic mail shall be delivered, telephoned, or sent, at least forty-eight hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting, unless specification of purpose is otherwise required by these Bylaws or by law.

ARTICLE 4 COMMITTEES

Section 4.1 Committees; Authority. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him by law.

Section 4.2 Executive Committee. There shall be an Executive Committee of the Board, consisting of the Chairperson, Vice Chairperson, Secretary, and Treasurer. The Executive Committee shall have and exercise the authority of the Board to the extent delegated such authority by resolution of the Board.

Section 4.3 Committee meetings. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set by Board resolution, by committee resolution, or by the committee chair. Minutes of each meeting shall be kept and shall be filed with the Corporation's records. The Board may adopt rules for the governance of any committee, as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

ARTICLE 5
OFFICERS, AGENTS AND EMPLOYEES

Section 5.1 Officers. The Board of Directors shall elect or appoint a Chairperson, a Vice Chairperson, an Executive Director, and a Treasurer, and it may, if it so determines, elect or appoint one or more such other officers and assistant officers as may be deemed necessary. The American Wind Energy Association CEO shall serve as Secretary. If the Board of Directors so determines, the officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws. Any two or more offices may be held by the same person except the offices of Executive Director and Secretary, unless the Board of Directors determines that it is in the best interest of the Corporation for the office of Executive Director and Secretary to be held by the same person on an temporary basis until a suitable replacement for either office can be found.

Section 5.2 Term of Office and Removal. The Chairperson, Vice Chairperson, and Treasurer shall be elected or appointed for a term of two years and until his successor has been elected or appointed and qualified. The Chairperson, Vice Chairperson, and Treasurer may not serve successive terms. These term limits do not apply to the Executive Director or the Secretary. All officers shall be elected or appointed at a meeting of the Board. Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby; provided, however, that removal of an officer shall be without prejudice to his contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

Section 5.3 Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board and, to the ex-tent not so provided, as generally pertain to their respective offices.

A. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office, as may from time to time be assigned by the Board of Directors.

B. Vice Chairperson. If the Chairperson is absent or disabled, the Vice Chair shall perform all duties of the Chairperson. When so acting, the Vice Chairperson shall have all powers of and be subject to all restrictions on the Chairperson. The Vice Chairperson shall have such powers and perform such duties as the Board of Directors my specify from time to time.

C. Executive Director. The Executive Director shall serve as the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the Executive Director shall in general supervise and control all of the business and affairs of the Corporation, and shall perform all duties customary to that office, as may from time to time be assigned by the Board of Directors.

D. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

E. Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his duties as the Board may require, for which he shall be reimbursed.

Section 5.4 Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.5 Compensation of Officers, Agents and Employees. The Corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the entire Board of Directors.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE 6 MISCELLANEOUS

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 6.2 Corporate Seal. The corporate seal shall be circular in form, shall have the name of the Corporation in-scribed thereon and shall contain the words "Corporate Seal" and "District of Columbia" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 6.3 Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 6.4 Books and Records to be Kept. The Corporation shall keep at its principal office in the District of Columbia, (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board. All books and records of the Corporation may be inspected by any person having voting rights, or his agent or attorney, for any proper purpose at any reasonable time.

Section 6.5 Amendment of Articles and Bylaws. The Articles of Incorporation may be amended by a majority vote of the directors then in office.

Bylaws of the Corporation may be adopted, amended or repealed by the Board of Directors.

Section 6.6 Indemnification and Insurance. Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with § 4958 of the Code or any other provision of the Code applicable to corporations described in § 501(c)(3) of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 6.7 Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers.

Adopted Effective July 20, 2016