BYLAWS

of

BONNEVILLE ENVIRONMENTAL FOUNDATION
(As Amended Through April 1, 2007)

ARTICLE I. Name and Office

Section 1.01. Name. The name of this corporation is Bonneville Environmental Foundation (the Foundation). The Foundation is a charitable and nonprofit public benefit corporation and is not an agency or establishment of the United States.

Section 1.02. Principal Executive Office. The principal executive office of the Foundation shall be located in Portland, Oregon.

ARTICLE II. Purposes and Objectives

The Foundation has been established pursuant to the Articles of Incorporation, as may be amended (the Articles), filed with the State of Oregon under the Oregon Nonprofit Corporation Law, to complement the Bonneville Power Administration's (Bonneville) obligations under the Pacific Northwest Electric Power Planning and Conservation Act, Public Law 96-501 (Northwest Power Act) by:

(1) accepting and administering private gifts of property to:

(A) develop or apply new nonhydro renewable energy resources within the Pacific Northwest and throughout North America ; and/or

(B) acquire, maintain, preserve, restore, protect, or manage fish and wildlife habitat within the Pacific Northwest and throughout North America ;

(2) participating with, making distributions to, or otherwise assisting entities and individuals to:

(A) undertake and conduct activities that will further the development or application of new nonhydro renewable energy resources within the Pacific Northwest and throughout North America ; and/or

(B) acquire, maintain, preserve, restore, protect, or manage fish and wildlife habitat within the Pacific Northwest and throughout North America; and

Section 4.02. Number of Directors. The governing Board shall consist of at least nine and no more than thirteen voting Directors.

Section 4.03. Bonneville Power Administration Liaison. The Administrator of Bonneville (the Administrator) shall designate an employee of Bonneville (the Bonneville Representative) to be the Bonneville liaison to the voting Directors. The Bonneville Representative shall represent Bonneville's interests and will have no vote and no fiduciary duty to the Foundation.

Section 4.04. Qualifications of Directors. Each Director shall be a United States citizen. It is the intent of the Board that at least three Directors be committed to, knowledgeable of, and experienced in nonhydro renewable energy technologies or resources, at least three Directors be committed to, knowledgeable of, and experienced in the principles of fish or wildlife habitat, and at least one Director represent Native American interests. The membership of the Board, to the extent practicable, shall represent diverse geographical areas. The Board shall have the exclusive power and authority to determine whether the qualifications of Directors have been met.

Section 4.05. Appointment and Term of Office. Except for shorter terms for some initial directors specified in the Articles for the purpose of creating staggered terms, Directors shall serve for terms of 4 years or until their successors are selected. Terms shall end at the Annual Meeting closest to the anniversary of each Director's appointment.

Section 4.06. Vacancies and Removal. The Board shall use its best efforts to fill a vacancy on the Board within 60 days of said vacancy. A person appointed to fill a vacancy occurring prior to the expiration of a member's full term shall be appointed only for the remainder of that specific term. A vacancy in the Board shall be deemed to exist on the occurrence of the following:

(1) the death, resignation, or removal of any Director;

(2) the declaration by the Board of a vacancy in the office of a Director who has missed three consecutive regularly scheduled meetings; or

(3) an increase in the authorized number of Directors.

Any member may resign at any time effective upon giving written notice to the Board, unless the notice specifies a later time of the effectiveness of the resignation.
The term of office of any Board member may be terminated at any time upon the affirmative vote in favor of termination by at least a two-thirds majority of the entire Board. The Chief Executive Officer shall notify the affected Board member of the termination by making appropriate record of the termination in the minutes of the meeting at the end of which such termination becomes effective.

additional duties as the Board shall from time to time assign.

Section 5.02. Duties of the Chairman. The Chairman shall, when present, preside at all meetings of the Board and the Executive Committee. The Chairman shall have authority to execute in the name of the Foundation all contracts, deeds, leases, and other written instruments authorized either generally or specifically by the Board to be executed by the Foundation, except when by law the signature of the Chief Executive Officer is required.

Section 5.03. Duties of the Vice Chairman. The Vice Chairman shall serve in the absence or incapacity of the Chairman.

Section 5.04. Duties of the Chief Executive Officer. The Chief Executive Officer shall be knowledgeable and experienced in matters relating to nonhydro renewable energy technologies and/or resources or fish and wildlife habitat.

The Chief Executive Officer shall manage the day-to-day operation and administration of the business of the Foundation. Where appropriate, the Board shall place the Chief Executive Officer under a contract of employment. The Chief Executive Officer shall be responsible to and governed by the Board, shall report to and advise the Board on all significant matters of the Foundation's business, and shall see that all orders and resolutions of the Board are carried into effect. The Chief Executive Officer shall be the officer responsible for administering policies established in these Bylaws and subsequent resolutions of the Board. The Chief Executive Officer shall be empowered to act, speak for or otherwise represent the Foundation between meetings of the Board within the boundaries of policies and purposes established by the Board and set forth in the Articles and these Bylaws. The Chief Executive Officer is authorized to contract, receive, deposit, disburse, and account for funds of the Foundation in fulfillment of the Foundation's objectives; to execute in the name of the Foundation all contracts, deeds, leases, and other written instruments authorized either generally or specifically by the Board to be executed by the Foundation; and to negotiate all material business transactions of the Foundation.

Section 5.05. Duties of the Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, a book of minutes of actions taken at all meetings of Directors and committees, with the time and place of holding, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

Section 5.06. Duties of the Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily included in financial statements.

The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Foundation with such depositories as may be designated by

present at a meeting at which a quorum is present. The Board may remove any member of such committee at any time, with or without cause. The Board may fill any vacancy in a committee occurring from any cause whatsoever.

Any committee, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws, may have all or a portion of the authority of the Board, **except that no committee may**, regardless of Board resolution:

(1) Approve any action that by law or the Articles requires the consideration and approval by the full Board.

(2) Fill vacancies on the Board or in any committee that has the authority of the Board.

(3) Fix compensation for the Directors for serving on the Board or on any committee.

(4) Amend or repeal the Articles or these Bylaws or adopt new Articles or Bylaws.

(5) Change the fundamental purposes of the Foundation.

(6) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.

(7) Appoint any other committees of the Board or the members of such committees.

(8) Approve or revoke a plan of voluntary dissolution, bankruptcy or reorganization or the sale, lease, or exchange of all or substantially all of the property and assets of the Foundation otherwise than in the usual and regular course of its business.

(9) Borrow money or other property on behalf of the Foundation.

(10) Approve any self-dealing transaction.

(11) Approve or engage in any actions prohibited by law.

No committee shall bind the Foundation in a contract or agreement or expend Foundation funds, unless authorized to do so by these Bylaws or by the Board.

Section 7.02. Meetings and Actions of Committees. Each committee shall conduct its business in the same manner as these Bylaws provide for the Directors. The Board may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee. Minutes shall be kept of each committee meeting and shall be filed with the Foundation records. The Chief Executive Officer shall send or cause to be sent to each Director a summary report of the business conducted at any meeting of any committee of the Board.

(2) Oversee all Foundation investments maintained by financial and investment institutions.

(3) Monitor and oversee the travel and subsistence expenses for Board members and officers.

(4) Review the annual, independently prepared audit.

The Finance Committee shall have and exercise such other duties and responsibilities as are delegated to it by the Board from time to time.

Section 7.06. Audit Committee. In order to fully meet its statutory and fiduciary duties and responsibilities, the Board shall appoint three or more Directors to serve as the Audit Committee of the Board. In making such appointments, the Board shall consider a member's business experience; knowledge of the organization's operations, finances and accounting practices; practical knowledge of the management of nonprofit institutions; facility in obtaining information by inquiry; commitment to the organization; and commitment to give Audit Committee responsibilities sufficient time and attention. At the Board's discretion, the Audit Committee members may also serve as Finance Committee members.

The Audit Committee shall meet not less often than twice annually, and more often as necessary to fulfill their duties and responsibilities. The Audit Committee shall have unrestricted access to all organization personnel and documents, and will be provided with the resources and authority necessary to discharge its responsibilities. The Audit Committee shall have and exercise the following duties and responsibilities:

(1) Oversee the organization's internal financial control structure and mechanisms.

(2) Review the organization's accounting policies and policy decisions.

(3) Review management and staff expenses, expense policies and controls.

(4) Review compliance with IRS and other governmental regulations.

(5) Review policies established to avoid conflicts of interest.

(6) Annually nominate the independent auditors, confirm the auditors' independence, review the annual audit plan, and review all audit findings and conclusions.

(7) Review auditor's recommendations to the organizations contained in any auditor's management letters, and review the organizational response to such recommendations.

(8) At least annually, provide the Board with a report summarizing the activities, conclusions and recommendations of the committee with respect to the organization's

fiscal year, a report of its proceedings and activities during such year, including a full and complete statement of its receipts, expenditures, and investments, and a description of all acquisitions and disposals of donated real property. The Foundation shall as soon as practicable after the end of each fiscal year, transmit a copy of this report to the Bonneville Representative and to the Council and make such report available to interested members of the public.

ARTICLE X. Standard of Care

Section 10.01. General. A Director shall perform the duties of a director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Foundation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

Section 10.02. Loans. The Foundation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer.

Section 10.03. Insurance. The Foundation shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and agents, against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such.

ARTICLE XI. Nondiscrimination

The Foundation shall not discriminate in providing services, hiring employees, or otherwise upon the basis of sex, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

ARTICLE XII. Amendments

These Bylaws may be altered or amended by a two-thirds vote of the Directors at any meeting of the Board where there is a quorum present, provided that notice of the proposed amendment be given in writing to all Board members at least 10 days before the Board meeting.

Certification

The foregoing are the Bylaws of Bonneville Environmental Foundation as duly adopted and amended by the Board of Directors through April 1, 2007.

J. Rachel Shimshak
Secretary