

**BYLAWS
OF
NATIONAL ETHANOL VEHICLE COALITION, INC.**

Article I. Purposes

The purposes of the Corporation include but are not limited to:

- a. Ensure that as the decisions regarding the future of America's use of alternative forms of transportation fuels are being made, ethanol has a role in the nation's alternative transportation fuel market and support the expanded use of ethanol.
- b. Promote the use of E85 fueled motor vehicles in the nation's alternative fuel programs.
- c. Provide technical information and professional support to both the public and private sectors to assist in the establishment of public E85 refueling facilities.
- d. Where appropriate, provide financial incentives to existing fuel retailers to assist in the establishment of public E85 refueling facilities.
- e. Provide information to key decision-makers regarding the benefits of E85 as an alternative fuel encouraging them to adopt E85 as a primary form of alternative transportation fuel.
- f. Develop and establish partnerships with the public and private sectors to leverage financial resources used to further development of: fueling infrastructure, educational and promotional information, and E85 technology development.
- g. Advance legislative proposals to federal and state governments promoting and encouraging the use of E85 as a form of alternative transportation fuel.
- h. Serve as the primary national clearinghouse for technical information relating to the proper use of E85 such as handling and fuel characteristics, volatility requirements, detergent additive issues, and others.

- i. Serve as the primary national conduit promoting E85 via the issuance of press releases, newsletters, brochures, and other information materials which are developed and designed within a consistent framework.
- j. Support the development of appropriate new technology such as the use of ethanol powered fuel cells.
- k. Support the development and establishment of a cellulosic fuel ethanol industry while continuing to promote ethanol based on current production technologies.
- l. Support the development of a national E85 fueling infrastructure by providing information, technical assistance, educational materials, and other appropriate information to transportation fuel companies, key decision makers, and elected officials.

Article II. Offices

The principal office of the Corporation in the State of Nebraska will be located at Suite 1900, 233 South 13th Street, in the City of Lincoln, County of Lancaster, State of Nebraska. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

Article III. Members

Section 1. Membership. The Corporation shall have multiple classes of membership as may be determine by the Board of Directors.

Section 2. Membership Obligation and Liability. Membership dues shall be as follows: Dues shall be payable annually and due in full on the date a member first joins the Corporation and on the anniversary date of the member in each subsequent year. Any member in default in payment of dues shall be ipso facto suspended from all privileges of membership, and if, after notice, such default be

not cured within a period of 90 days, the membership of such member shall automatically cease and terminate. The members of the Corporation shall not be financially obligated for any of the Corporation's debts, liabilities, or other obligations.

Section 3. Membership Voting Rights. The members of the Corporation shall have the absolute and unconditional right to elect the members of the Board of Directors, subject to the qualification requirements for such Directors provided in these Bylaws. Unless otherwise provided by a properly adopted resolution of the Board of Directors, the members shall have no right to vote on any proposed amendments to the Articles of Incorporation, plans of merger, liquidation or dissolution or any other matter on which the members would have the right to vote as provided by the Nebraska Nonprofit Corporation Act.

Section 4. Meetings of Members. An annual meeting of the members shall be held on a date and at a location designated by the Board of Directors and beginning with the year 2001, at the hour of 10:00 a.m. for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Nebraska, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 5. Special Meetings. Special meetings of the members may be called by the Chair, the President, the Board of Directors, or by a majority of the members having voting rights.

Section 6. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Nebraska, as the place of meeting for any annual meeting or for any special meeting of the members. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Nebraska.

Section 7. Notice of Meeting. The date and location of the annual meeting shall be set pursuant to Section 4 of Article III. Written or printed notice stating the place, day, and hour of the Annual Meeting and any special meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting. The purpose or purposes for which the special meeting is called shall be stated in the notice. If mailed, the notice of a

special meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at said member's address as it appears on the records of the Corporation, with postage thereon prepaid.

Notice of annual meetings shall be deemed to be delivered if transmitted via electronic mediums.

Section 8. Informal Action by Members. Any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a simple majority of the members entitled to vote with respect to the subject matter thereof and filed with the Secretary of this Corporation.

Section 9. Voting. Subject to Section 3 above, each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members.

Section 10. Quorum. The presence of members entitled to cast 50 percent of the votes of the members shall constitute a quorum for the transaction of business at any meeting of members.

Section 11. Telephone Conference. Members of the Corporation may participate in a meeting through the use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this section shall constitute presence in person at a meeting.

Article IV. Board of Directors

Section 1. General Powers. The affairs of the Corporation will be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of Directors shall be no less than 9 (nine) nor more than 15 (fifteen) and the initial Board of Directors shall consist of the members from the categories as set forth in the Articles of Incorporation. Those initial Directors shall be as follows:

a) Board Members (voting)

	<u>Name</u>	<u>Term</u>	<u>Organization</u>
1. Chair	Harold Smedley	1	General Ethanol Interests
2. Vice Chair	James Snider	2	DaimlerChrysler Corporation
3. Treasurer	Larry Bean	3	Governors' Ethanol Coalition

	<u>Name</u>	<u>Term</u>	<u>Organization</u>
4. Secretary	Carolyn Gray	1	Ford Motor Company
5. Member	Gary Marshall	2	State Corn Growers Assn.
6. Member	Stephen Gatto	3	Biomass Ethanol Production
7. Member	Steve Core	1	Farmer Owned Ethanol Production
8. Member	Gary Herwick	2	General Motors Corporation
9. Member	Jim Czub	3	National Corn Growers Assn.

b) Associate Board Members (non-voting).

<u>Name</u>	<u>Term</u>
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c) Government Liaison Members (non-voting).

<u>Name</u>	<u>Term</u>
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After initial terms, the directors shall serve three-year terms. The Directors listed in Section 2.a., numbers 2, 3, 4, 8, and 9 above will be appointed from time to time by the organization listed as being represented. The other Directors shall be elected by the members as set forth in Article III, Section 3 of these Bylaws. In the event that the members fail to elect or re-elect the directors, the existing directors shall continue to hold office until they resign and/or members duly elect new directors.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, the President or a majority of the Directors.

Section 4. Notice. Notice of any special meeting of the Board of Directors will be given at least two days prior thereto by written notice delivered personally or sent by mail to each Director at his/her address as shown by the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any 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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5. Quorum. A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his/her predecessor in office.

Section 8. Compensation. Directors as such will not receive any stated salaries for their services, but nothing herein will be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 9. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors.

Section 10. Board Members. Board membership shall be available to organizations which are willing to provide substantial support to further the purposes of the National Ethanol Vehicle Coalition. The Board of Directors shall establish the range of dues for Board members from time to time. Each Board member shall be entitled to vote on all matters coming before the Board.

Section 11. Associate Members of the Board. Associate board membership shall be available to organizations which will provide substantial support to further the purposes of the National Ethanol Vehicle Coalition. The Board of Directors shall establish the dues for Associate Board members from time to time. Associate Board members may participate in all standing committees. Associate Board members are not entitled to vote, but shall otherwise exercise all the rights, benefits, and privileges of membership in the corporation.

Article V. Officers

Section 1. Officers. The officers of the Corporation will be a Chair, President (Chief Executive Officer), one or more Vice Presidents (the number to be determined by the Board), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it deems desirable, such officers to have the authority, and to perform the duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary and except the offices of President and Vice President.

Section 2. Election and Term of Office. The officers of the Corporation will be elected annually by the Board at the annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. Each officer will hold office until his/her successor is qualified and has been duly elected.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term, except in the case of those Directors set forth in Article IV, Section 2.a, paragraphs 2, 3, 4, 8, and 9, who shall be appointed by the organization listed as being represented.

Section 5. Chair. The Chair or his or her designee shall preside over the meetings of the Board of Directors.

Section 6. President. The President will be the Chief Executive Officer of the Corporation and will in general supervise and control all of the business and affairs of the Corporation. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he/she will perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 7. Vice Chair. In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) will perform the duties of the Chair, and when so acting, will have all the powers of and be subject to all the restrictions upon the Chair. Any Vice President will perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board.

Section 8. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer will have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as are selected in accordance with the provisions of Article IX of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board.

Section 9. Secretary. The Secretary will keep the minutes of the meetings of the members, the Board, and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board.

Article VI. Committees

Section 1. Committees of Directors. The Board, by resolution adopted by a majority of the Board 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 said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or

adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board or Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law. The standing committees shall be membership, policy and finance.

Section 2. Board or Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Board present at a meeting at which a quorum is present.

Section 3. Term of Office. Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

Article VII. Indemnification

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 Corporation, by reason of the fact that he/she is or was a Board member, Director, officer, employee, or agent of the Corporation, or is or was serving at the Corporation's request as Board members, Director, officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise, shall be and hereby is indemnified, without need of affirmative act on his/her part or on the part of the Corporation's Board of Directors, against all expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith, and in a manner he/she reasonably believed to be in, or not opposed to, the Corporation's best interests, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful. The Corporation shall have the power to make other additional indemnifications that may be authorized by the Articles of Incorporation, Board or Directors' resolutions, or duly enacted Bylaws. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or 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/she reasonably believed to be in, or not opposed to, the Corporation's best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful.

However, no indemnification shall be made in respect to any claim, issue, or matter wherein such person shall have been adjudged to have been liable for neglect or misconduct in the performance of his/her corporate duty, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court deems proper.

To the extent that a Board member, officer, employee or agent of the Corporation has been successful on the merits, or otherwise, in defense of any action, suit, or proceeding referred to in the first two paragraphs of this Article, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against all expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith.

The indemnifications provided in these Bylaws for Board of Directors, officers, employees, and agents are directly created and accorded without the need of any affirmative act on the part of the Board of Directors, officers, employees, or agents, and, subject to the conditions and limitations of the first two paragraphs of this Article, such indemnification rights may be asserted and proceeded upon by any Board of Director, officer, employee, or agent whenever the need arises.

The Corporation may pay expenses incurred in defending a civil or criminal action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or in behalf of the Board of Directors, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as provided in these Bylaws.

Indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested Board of Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Board of Director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article VIII. Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Orders for the Payment of Money. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Article IX. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board. All books and records of the Corporation may be inspected by any Board member, or his/her agent or attorney, for any proper purpose at any reasonable time.

Article X. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Article XI. Seal

The Board may, but need not, provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal."

Article XII. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII. Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

These Bylaws adopted the 22nd day of September, 2000, by the Board of the Corporation.

Secretary