

**BYLAWS
of the
NATIONAL ALLIANCE FOR ADVANCED TECHNOLOGY BATTERIES**

ARTICLE I - NAME, PURPOSE, AND OFFICES

Section 1. Name. As set forth in the Articles of Incorporation, the name of the corporation shall be the National Alliance for Advanced Technology Batteries (“NAATBatt”).

Section 2. Purpose.

a. Corporate Purpose. Consistent with its Articles of Incorporation, NAATBatt’s corporate purpose shall be: “Professional, commercial, industrial or trade association.”

b. Specific Purpose. NAATBatt’s specific purpose shall be “To accelerate the development and domestic manufacture of large format advanced technology batteries in the United States for transportation and large scale energy storage applications consistent with the national goals of enhancing energy security and increasing carbon-free electricity generation.”

Section 3. Offices. NAATBatt shall maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office as required by statute. The Board of Directors in its discretion may from time to time change both the registered office and the agent. NAATBatt may maintain other offices, including a principal office and branch offices in any jurisdiction of the United States as the Board of Directors may from time to time determine.

ARTICLE II - MEMBERSHIP

Section 1. Definition. The Members of NAATBatt shall be those individuals, partnerships, or other entities which join NAATBatt and are in good standing. A member who pays the current annual membership dues is a member in good standing. NAATBatt's Board of Directors in its discretion will from time to time set the qualifications for each category of membership and the amount of dues for each category of membership.

Section 2. Categories. NAATBatt's membership categories shall be:

- a. Corporate Member.
- b. OEM Member.
- c. Utility Member.

- d. Associate Member.
- e. Individual Member.
- f. Academic/Public Service Member.

Corporate Members, OEM Members and Utility Members are hereafter referred to collectively as “Primary Members”.

Section 3. Rights and Privileges.

- a. Eligibility for Office.
 - i. Employees and directors of Primary Members are eligible to serve as:
 - (a) Regular Directors of NAATBatt;
 - (b) Elected at-large Directors of NAATBatt;
 - (c) Appointed at-large Directors of NAATBatt; and
 - (d) Executive and Non-Executive Officers.
 - ii. Associate Members (or where the Associate Member is not a natural person, the Member's employees and directors), Individual Members and Academic/Public Service Members are eligible to serve as at-large Directors, whether elected or appointed, and as Non-Executive Officers of NAATBatt.
- b. Voting Rights for Election of Directors and Officers.
 - i. Primary Members are entitled to vote for the nine regular Directors of NAATBatt, the three elected at-large Directors of NAATBatt, and NAATBatt Executive Officers.
 - ii. Associate, Individual, and Academic/Public Service Members are entitled to vote for the three elected at-large Directors of NAATBatt.
- c. Voting Rights at Annual and Special Membership Meetings. Primary Members are entitled to vote on matters brought before any Annual or Special Meeting of NAATBatt.
- d. Right to Petition for Special Meeting of NAATBatt. Twenty-five percent (25%) of the aggregate number of Primary Members in good standing may petition the Board of Directors to convene a Special Meeting of NAATBatt for the purpose stated in the petition, pursuant to Article III, Section 2.

- e. Voting Rights on Amendments to Bylaws. As provided in Article XVII, Primary Members shall approve amendments to the Bylaws. Where, however, any amendment affects the rights of or the number of Directors to be elected by Associate Members, Individual Members, or Academic/Public Service Members, such amendment shall be submitted for approval by the affected members.
- f. Privileges. Except for the rights established above concerning the eligibility for office, voting in the election of Directors and Officers, voting at NAATBatt's Annual and Special Meetings, petitioning for Special Meetings, and voting on amendments to the Bylaws, the Board of Directors in its discretion may establish and modify the conditions and privileges of membership.

ARTICLE III - MEMBERSHIP MEETINGS

Section 1. Annual Meeting.

- a. Regular Annual Meeting to Coincide with NAATBatt's Annual Conference. The Annual Meeting of the members of NAATBatt, for the transaction of any business, shall be held in conjunction with NAATBatt's national conference.
- b. Annual Meeting Not Coinciding with NAATBatt's Annual Conference. For good cause the Board of Directors may schedule the Annual Meeting at any other date which they may deem expedient. In this event, the Board within ten (10) days of this decision shall notify Members as provided in Section 3 below.

Section 2. Special Meetings. Special Meetings of the Members of NAATBatt may be called at any time and place by the Board of Directors. The Board of Directors shall also call a Special Meeting upon written request of twenty-five percent (25%) of the aggregate number of the Primary Members in good standing, which request shall briefly state the purpose of the meeting. Such Special Meeting shall be held within a reasonable time from the date of receipt of such request at a time and place reasonably set by the Board of Directors.

Section 3. Notice. Notice of any Annual or Special Meeting shall be mailed to all Corporate, OEM, Utility, Associate, Individual, and Academic/Public Service Members who are in good standing, at least thirty (30) days before such meeting, either in NAATBatt's newsletter or in a separate mailing to each Member at the last known address. The notice shall state the time, place, and purpose of the meeting.

Section 4. Quorum.

- a. Ordinary Quorum. Ten percent (10%) of the aggregate number of the Primary Members in good standing, present by personal representative or by proxy, shall constitute a quorum at any Annual Meeting of NAATBatt, provided that:

- i. Notice of the meeting has been given as required in Section 3 above, and
 - ii. Proxy forms have been made available as required in Section 6 below. A quorum shall be necessary for the transaction of business at all NAATBatt member meetings.
- b. Waiver of Quorum. The Board of Directors, for good cause, may authorize transaction of business at an Annual or Special Meeting without a quorum, provided that:
- i. Due notice and proxy forms have been mailed in advance, and
 - ii. All Primary Members in good standing who are not present at such meeting by personal representative or by proxy shall have the opportunity to vote by written ballot on any decisions made at the meeting. Such ballots shall be mailed by first-class mail within thirty (30) days after such meeting. All questions will be decided by a simple majority of the aggregate number of Primary Members in good standing either voting at the meeting through a personal representative or through proxy or voting through a written ballot returned to NAATBatt's principal office within thirty (30) days after mailing.

Section 5. Voting. At any Annual or Special Meeting, each Primary Member who has paid the current annual membership dues shall be deemed to be a member in good standing and be entitled to one (1) vote on any matter brought before the meeting.

Section 6. Proxies. Proxy forms shall be provided to each Primary Member by mail at least thirty (30) days prior to the scheduled date for any Annual or Special Meeting. Proxies shall state with reasonable specificity the major questions to be decided at the meeting, and shall provide a space for each Primary Member to indicate how its proxy vote should be recorded on each specific question, or alternatively, the name of the Primary Member authorized to cast a proxy vote. To be counted, all proxy forms must be properly completed and received at NAATBatt's principal office ten (10) days before the opening of business at such meeting, provided that the Secretary of NAATBatt may, in his complete discretion, extend such deadline to any other time prior to the opening of business at such meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Responsibility and Powers. The Board of Directors shall direct the management of NAATBatt's property and business. In addition to the powers conferred by these Bylaws, the Board of Directors may exercise all powers of NAATBatt and do all such lawful acts and things as are consistent with NAATBatt's purpose and with the laws of the State of Illinois and the United States of America.

Section 2. Categories and Number of Directors. NAATBatt's Board of Directors shall consist of the following:

- a. Regular Directors. Nine (9) regular members of the Board of Directors who shall be elected by the Primary Members;
- b. At-Large Directors.
 - i. Three (3) at-large members of the Board of Directors who shall be elected by all Members, and
 - ii. One to eight (1-8) at-large members of the Board of Directors who shall be appointed at the discretion of the elected Board members, by a two-thirds (2/3) majority vote of elected members at any Regular or Special Directors' Meeting; and
- c. Executive Officers. NAATBatt's (i) President, (ii) President-Elect, (iii) Chairman, and (iv) Chief Technology Officer shall serve ex officio as full members of the Board of Directors as provided in Article V, Section 1.
- d. Representation of Primary Members. The Board of Directors shall use reasonable efforts (which reasonable efforts will not require the Board to seek an amendment of these Bylaws) to ensure that during each year employees or directors of at least six (6) Corporate Members, at least three (3) OEM Members, and at least three (3) Utility Members serve on the Board of Directors.

Section 3. Term. Regular Directors shall serve for three-year terms. The terms will be staggered so that three Directors will be elected each year. Any elected Director who may be removed by the Board of Directors pursuant to Article V, Section 7, shall nevertheless continue to serve as a Director until the new Board of Directors is convened following the next election of Directors. At-large Directors, whether elected or appointed, shall serve one year terms. All elected Directors shall take office upon the Board of Directors' receipt of the election results at the first meeting following the election. All appointed Directors shall take office upon their appointment by the Board of Directors.

Section 4. Eligibility to Serve as a Director.

- a. Regular Director. Any employee or director of a Primary Member shall be eligible to serve as a regular Director.
- b. Elected At-Large Director. Any employee or director of a Primary Member, any Associate Member (or if the Associate Member is not a natural person, then its employee or director), any Individual Member, and any Academic/Public Service Member, shall be eligible to serve as an elected at-large Director.
- c. Appointed At-Large Director. Any individual shall be eligible to serve as an appointed at-large Director.

- d. **Limitation on Directors from Single Control Group.** No individual shall be eligible for nomination as a Director or Executive Officer or shall be eligible for appointment as an at-large Director if, as a result of electing or appointing such individual, more than one person from the same Control Group would serve as a Director at any one time. If two or more individuals serving as Directors become members of the same Control Group during the term of their office, each such individual may continue to serve in such capacity for the duration of their terms. “Control Group” means a Member, all corporations and other entities that are controlled by a Member, and all corporations and other entities that control a Member, directly or indirectly. “Control” or “controlled by” means the power to direct or cause the direction of the management or policies of a corporation or other entity.

Section 5. Nomination Procedure.

- a. **Nomination Committee.** Annually the Board of Directors shall appoint a Nomination Committee comprised of Board members. This committee shall propose at least three (3) eligible individuals for the three regular directorships and at least three (3) eligible individuals for the three elected at-large directorships to be filled. If any regular directorship is vacant with an unexpired term, the committee may, in its discretion, propose an individual or individuals to fill the vacancy. Furthermore, the committee may, in its discretion, propose an individual or individuals for any of the three appointed at-large directorships which are authorized. The applicable nomination list shall be mailed at least sixty (60) days before the election to the respective categories of members in good standing (that is, who have paid the current annual membership dues) who are entitled to vote for the nominees.
- b. **Nomination from Membership.** Any group of three Members may nominate additional candidates for a directorship position for which all the Members of the group may vote. The Nomination Committee's mailing shall inform Members of this right. Such nominations from the membership must be made by mail to NAATBatt's principal office within twenty-five (25) days of the Nomination Committee's mailing.

Section 6. Election Procedure.

- a. **No Cumulative Voting for Directors.** In the election of regular Directors, each Primary Member shall have as many votes as there are regular directorship positions to be elected. In the election of at-large Directors, each Primary Member, Associate Member, Individual Member, and Academic/Public Service Member shall have as many votes as there are at-large directorship positions to be elected. No member may cast more than one vote for any one nominee.
- b. **Balloting.** Thirty (30) days after the Nomination Committee's initial mailing of the nomination list notification, the committee shall mail ballots to the respective

categories of members in good standing who are entitled to vote for regular Directors and at-large Directors. To be counted, ballots must be completed properly and received at NAATBatt's principal office within thirty (30) days of their mailing. The Nomination Committee shall then tabulate the votes and announce the results at the Board of Directors' meeting which immediately follows. The nominees who receive the highest numbers of votes shall win election to the respective directorships.

Section 7. Removal. The Board at its discretion may remove any Director who fails to participate, either in person (including participation by telephone) or by proxy, at any two of four consecutive board meetings or any three of four consecutive committee meetings.

Section 8. Vacancies. Any vacancy due to resignation or other event may be filled by the remaining Directors with an interim appointment until the next annual election.

Section 9. Board of Directors' Meetings.

- a. Regular and Special Meetings. Regular and special meetings of the Board of Directors may be held at such times and places as the Board of Directors determines. Regular and special meetings of the Board of Directors may be held in person or by telephone conference call. Written notice of any meeting shall be given to all elected, appointed, and ex officio Directors, at least ten (10) days before such meeting, but the right to such written notice may be waived as provided in Article XII.
- b. Board of Directors' Action By Written or Telephone Poll. The Board of Directors may, by letter or telephone poll, act on any matter without a formal meeting of the Board. Any such action by a majority of Directors (whether elected, appointed, or ex officio) shall have the same effect as an action by the Board of Directors at a regular or special meeting. A written record of the result and vote of each member in such a poll is to be a part of the minutes of the next Board of Directors' meeting.

Section 10. Quorum and Voting. The greater of (i) twenty percent (20%) of the total number of elected, appointed, and ex officio Directors, or (ii) any three (3) elected, appointed or ex officio Directors, shall constitute a quorum at any regular or special meeting of the Board of Directors. Any Director may give a written proxy or be polled by telephone to achieve quorum. The Board of Directors shall take no action without a majority vote of the directors present at the meeting, represented by proxy, or polled by telephone. Each Director shall have one vote.

Section 11. Compensation. Directors and Executive Officers will receive no compensation for their services as NAATBatt Directors. But by resolution of the Board of Directors, Directors and Executive Officers may be reimbursed for expenses in attending any regular or special meeting of the Board.

Section 12. Committee Assignments. Each Director shall serve on not less than two committees of the Board. Committee assignments shall be recommended by the President and approved by a vote of the Board of Directors.

ARTICLE V - OFFICERS

Section 1. Executive Officers. NAATBatt shall have the following Executive Officers:

- a. **President.** The President shall be the chief executive officer of NAATBatt responsible to the Board of Directors. The President shall serve ex officio as a full voting member of the Board of Directors, shall chair the meetings of the Board, shall preside over Annual and Special Meetings of NAATBatt, shall serve ex officio as a member of all Board committees except the Nomination Committee, shall have all the usual powers and duties vested in such office, and shall perform such other duties as may be authorized by the Board of Directors.
- b. **President-Elect.** The President-Elect shall serve ex officio as a full voting member of the Board of Directors, shall assist the President in the management of NAATBatt, and perform such other duties as may be delegated by the President or the Board of Directors. The President-Elect will assume the duties of the President in the absence of the President.
- c. **Chairman.** The Chairman shall serve ex officio as a full voting member of the Board of Directors, shall assist the President in the management of NAATBatt, and perform such other duties as may be delegated by the President or the Board of Directors. The Chairman will assume the duties of the President in the absence of the President and the President-Elect.
- d. **Chief Technology Officer.** The Chief Technology Officer shall serve ex officio as a full voting member of the Board of Directors. The Chief Technology Officer shall identify and evaluate trends in battery, materials, and manufacturing technologies, coordinate NAATBatt technology initiatives, assist the President in developing strategic goals and objectives for NAATBatt, act as chief spokesperson for NAATBatt with respect to technology issues, and perform such other duties as may be delegated by the President or the Board of Directors. The Chief Technology Officer will assume the duties of the President in the absence of the President, the President-Elect and the Chairman.

Section 2. Non-Executive Officers. NAATBatt shall have the following Non-Executive Officers:

- a. **Executive Director.** The Board of Directors shall employ a salaried staff head who shall have the title of Executive Director and whose term and conditions of employment shall be specified by the Board of Directors in a written agreement.

The Executive Director shall be the chief operating officer of NAATBatt responsible for all management functions and shall manage and direct all activities of NAATBatt as prescribed by the Board of Directors and shall be responsible to the Board of Directors to carry out the policies of NAATBatt as set by the Members and the Board of Directors. The Executive Director may also serve as the Secretary and/or Treasurer of NAATBatt and shall employ and may terminate the employment of the staff necessary to carry on the work of NAATBatt and shall fix their compensation within the budget process. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles and delegate their responsibilities of management as shall, in the Executive Director's judgment, be in the best interests of NAATBatt and its Members. The Executive Director shall serve ex officio as a non-voting member of the Board of Directors and all committees thereof.

- b. Secretary. The Secretary shall serve ex officio as a non-voting member of the Board of Directors, shall keep minutes of all Members' and Directors' meetings, shall have custody of NAATBatt's records, and shall perform such other duties as may be delegated by the President or the Board of Directors. The Secretary may also act as the general counsel of NAATBatt.
- c. Treasurer. The Treasurer shall serve ex officio as a non-voting member of the Board of Directors, shall be responsible for NAATBatt's funds, shall ensure that the funds are deposited in the name and to the credit of NAATBatt in such bank or other depository as the Board of Directors may have approved, shall ensure that NAATBatt's books and accounts are properly kept, and shall perform such other duties as may be delegated by the President or the Board of Directors.
- d. Vice Presidents, Assistant Secretaries and Assistant Treasurers. The Board of Directors may, in its discretion, appoint such additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board deems advisable and assign such officers duties and obligations, and invest in them such authority, as the Board deems prudent and in the best interests of NAATBatt.

Section 3. Eligibility to Serve as an Officer. Any employee or director of a Primary Member is eligible to serve as an Executive Officer of NAATBatt. Any individual is eligible to serve as a Non-Executive Officer of NAATBatt.

Section 4. Nomination Procedure for Executive Officers.

- a. Nomination Committee. Annually, the Nomination Committee of the Board of Directors shall propose eligible nominees for all Executive Officer positions except the office of President, which office shall be filled each year by the President-Elect from the previous year and the office of the Chairman, which office shall be filled each year by the President from the previous year. The list of nominees shall be mailed to Primary Members who are in good standing (that is, who have paid the current annual membership dues) and are thus entitled to vote.

- b. Nomination from Membership. Any group of three Primary Members, each of which is entitled to vote in the election of Executive Officers, may nominate additional eligible candidates for office. The nominations from membership must be made by mail to NAATBatt's principal office within twenty-five (25) days of the Nomination Committee's mailing.

Section 5. Election Procedure for Executive Officers. Thirty (30) days after the Nomination Committee's initial mailing of the nomination list notification, the committee shall mail ballots to the Primary Members in good standing who are entitled to vote for NAATBatt's President-Elect and Chief Technology Officer. To be counted, ballots must be completed properly and received at NAATBatt's principal office within thirty (30) days of their mailing. The Nomination Committee shall then tabulate the votes and announce the results at the Board of Directors' meeting which immediately follows. The nominee who receives the highest number of votes shall win election to the respective office.

Section 6. Term of Office of Executive Officers. All Executive Officers shall take office upon the Board of Directors' receipt of the election results at the first meeting following the election. Officers shall serve in office until the Board of Directors receives the results of the next election.

Section 7. Vacancies. Any vacancy in the office of an Executive Officer shall be filled by the Board of Directors with an interim appointment of a person eligible to hold that office. In the event of such a vacancy, the Board of Directors, in its discretion, may modify Officers' duties. The interim appointee shall serve until a regularly elected individual takes up that office.

Section 8. Appointment of Non-Executive Officers. The Non-Executive Officers shall be appointed by the Board of Directors acting by majority vote at any Regular or Special Directors' Meeting.

Section 9. Removal. Any Executive or Non-Executive Officer of NAATBatt may be removed from office for cause by a majority of the elected and appointed Directors on the Board. Any Non-Executive Officer of NAATBatt may be removed from office without cause at any time by a majority of the elected and appointed Directors on the Board subject to any contract rights of such Non-Executive Officer. The Board of Directors shall fill any vacancy as provided in Section 7 or 8 above.

Section 10. Employees. The Executive Director, acting under the authority of the Board of Directors, may employ such agents and employees, including employees, consultants, accountants, and legal counsel, as the Board of Directors may from time to time authorize directly or by budgetary allocation. Such persons shall perform any duties and functions authorized by the Board of Directors and assigned by the Executive Director or other officers.

ARTICLE VI - COMMITTEES

The Board of Directors is authorized to appoint such committees with such responsibilities and functions as it deems necessary or proper. In addition, the Board will have the following standing committees:

- a. Executive Committee. The Executive Officers, the Executive Director, the Secretary and the Treasurer of NAATBatt shall serve as an Executive Committee to consider financial issues and other matters of immediate concern when, in the opinion of at least one officer, such action is necessary. The Executive Committee shall have the full power of the Board of Directors and any action taken by the Executive Committee shall be reported promptly to the full Board of Directors.
- b. Nomination Committee. This committee shall be comprised only of current members of the Board of Directors excluding the President. It will be responsible for nominating candidates for election or appointment to the Board and for election as an Executive Officer.
- c. Membership Committee. This committee will make recommendations to the Board of Directors as to the qualifications for each category of membership of NAATBatt and as to the dues assessable to each category of member. This committee shall recommend procedures for the admission of new members to NAATBatt and for the removal of members that become delinquent in their obligations to NAATBatt.
- d. Standards Coordinating Committee. This committee shall lead NAATBatt's efforts to promote uniform standards and best practices in advanced battery technology, design and manufacture. The committee will coordinate with NAATBatt members, government agencies, national laboratories and other standards setting bodies in the process of setting such standards. The committee will make recommendations to the Board of Directors as to NAATBatt's positions on proposed standards and best practices.
- e. Market Development Committee. This committee will advise the Board of Directors on the collection and publication of market data, the timing, structure, location and contents of NAATBatt's annual convention and workshops, the establishment of an electronic marketplace for advanced batteries and their components, and the development of testing protocols and other commercial relationships with national laboratories and other research centers.
- f. Policy Committee. This committee will study and make recommendations to the Board of Directors concerning public policy initiatives to be undertaken by NAATBatt at the federal, state, regional and local levels. The committee will coordinate any lobbying efforts by NAATBatt.

ARTICLE VII – ELECTRONIC COMMUNICATIONS

Any notice, mailing, letter, proxy, ballot, consent or other written communication permitted or required by these Bylaws may, in the discretion of the Secretary, be given by electronic communication, including by e-mail.

ARTICLE VIII – MEETING PROCEDURE

Except as specifically provided in these Bylaws, all proceedings of the Members, Board of Directors and Committees shall be governed and controlled in accordance with the most recent edition of Robert's Rules of Order. Such rules may be suspended by a two-thirds majority of the Members, members of the Board of Directors, or Committee members, as the case may be, present and voting.

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Directors by recorded resolution may authorize any Officer, agent, or employee of NAATBatt to enter into any contract or execute and deliver any instrument in the name of and on behalf of NAATBatt. Such authority may be general or specific, but in the case of an agent, employee, or any Officer other than the Executive Director or an Officer to whom general authority has been delegated by recorded resolution of the Board of Directors, such authority must be in writing and signed by an Officer with general authority delegated by the Board of Directors.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAATBatt shall be signed by an Officer or Officers, employee or employees, designated by recorded resolution of the Board of Directors. If the Board of Directors determines that a check, draft, etc., may be signed by a person singly or by any of several persons jointly, such individual or individuals may be required to give bond in an amount determined to be appropriate by the Board of Directors.

Section 3. Deposits. The Treasurer shall be responsible for seeing that all funds of NAATBatt shall be deposited in the name of and to the credit of NAATBatt in such bank or other depository as the Board of Directors may have approved.

Section 4. Gifts. The Board of Directors may accept on behalf of NAATBatt any contributions, gifts, grants, bequest, or devise for the general purpose or any special purpose of NAATBatt.

ARTICLE X - BOOKS AND RECORDS

Section 1. Items to Be Maintained and Location. The following shall be maintained at NAATBatt's principal office:

- a. NAATBatt's books of accounts;
- b. Records of the proceedings of Members', Directors', and Committees' meetings; and
- c. Complete and current lists of the Members in each category of membership.

The Board of Directors may, in its discretion, authorize these books and records to be maintained in an alternative place; it may also authorize copies to be maintained at additional locations.

Section 2. Inspection. NAATBatt's books and records shall be open to inspection by current Directors at any time during business hours. Members in good standing may inspect NAATBatt's books and records at such time and to such extent as the Board of Directors in its discretion determines.

ARTICLE XI - SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and have inscribed therein the name of NAATBatt, its date of incorporation, and words "Corporate Seal."

ARTICLE XII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986 or under the provisions of the Articles of Incorporation or Bylaws of NAATBatt, 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 – NOT-FOR-PROFIT CORPORATION

NAATBatt is a nonstock, not-for-profit corporation organized under the Illinois General Not For Profit Corporation Act of 1986. It is intended that NAATBatt shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(6) of that code. These Bylaws shall be construed accordingly, and all powers and activities of NAATBatt shall be limited accordingly. No part of the income or assets of NAATBatt will be distributed to or for the benefit of its Members, Directors, or Officers, except to the extent permissible under law. No part of its net earnings shall inure to the benefit of any Member or individual. No Member of NAATBatt shall have any vested right, interest, or privilege in or to NAATBatt's assets, income, or property. NAATBatt may contract in due course with its Members, Directors, Officers, and other parties without violating this provision. On dissolution of NAATBatt, any funds and property remaining shall be distributed for one or more tax exempt or public purpose to one or more tax-exempt

organization or governmental agency (whether federal, state, or local) as the Board of Directors designates to best accomplish NAATBatt's general purpose.

ARTICLE XIV - FISCAL YEAR

The fiscal year of NAATBatt shall be the year beginning on January 1 and ending on December 31.

ARTICLE XV - INDEMNIFICATION

Section 1. Definitions. For purposes of this Article XV, the following terms shall have the meanings indicated:

“Corporate Status” describes the status of a person who is or was a Director, Officer, committee member, employee or agent of NAATBatt or of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which such person is or was serving at the express written request of NAATBatt, and any Member of NAATBatt that has designated a Director or committee member of NAATBatt.

“Court” means any court in which a Proceeding in respect of indemnification may properly be brought.

“Covered Person” means any person who has a Corporate Status and such person’s legal representatives, heirs, executors and administrators.

“Disinterested” describes any individual, whether or not that individual is a Director, Officer, employee or agent of NAATBatt who is not and was not and is not threatened to be made a party to the Proceeding in respect of which indemnification, advancement of expenses or other action, is sought by a Covered Person.

“Expenses” shall include, without limitation, all reasonable attorneys’ fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating or being or preparing to be a witness in a Proceeding.

“Good Faith” shall mean a Covered Person having acted in good faith and in a manner such Covered Person reasonably believed to be in or not opposed to the best interests of NAATBatt and, with respect to any Proceeding which is criminal in nature, having had no reasonable cause to believe such Covered Person’s conduct was unlawful.

“Independent Counsel” means a law firm, or a member of a law firm, that is experienced in matters of corporation law and may include law firms or members thereof that are regularly retained by NAATBatt but not by any other party to the Proceeding giving rise to a claim for indemnification hereunder. Notwithstanding the foregoing, the term “Independent Counsel” shall not include any person who, under the standards of professional conduct then prevailing and applicable to such counsel, would have a conflict of interest in representing either NAATBatt or the Covered Person in an action to determine the Covered Person’s rights under this Section.

“Proceeding” includes any actual, threatened or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation (including any internal corporate investigation), administrative hearing or any other proceeding, whether civil, criminal, administrative or investigative, other than one initiated by the Covered Person, but including one initiated by a Covered Person for the purpose of enforcing such Covered Person’s rights under this Section to the extent provided in Section 14. “Proceeding” shall not include any counterclaim brought by any Covered Person other than one arising out of the same transaction or occurrence that is the subject matter of the underlying claim.

Section 2. Right to Indemnification in General. NAATBatt shall indemnify, and advance Expenses to, each Covered Person who is, was or is threatened to be made a party or is otherwise involved in any Proceeding, as provided in these Indemnification provisions and to the fullest extent permitted by applicable law in effect on the date hereof and to such greater extent as applicable law may hereafter from time to time permit. Notwithstanding the foregoing, NAATBatt shall not indemnify any Officer, Director, committee member, employee, or agent of NAATBatt, or any Member of NAATBatt that has designated a Director or committee member of NAATBatt, for acts adjudicated in a final, non-appealable order of a court of competent jurisdiction to constitute gross negligence or willful misconduct.

Section 3. Proceedings Other Than Proceedings in the Right of NAATBatt. Each Covered Person may be indemnified if, by reason of such Covered Person’s Corporate Status, such Covered Person is or is threatened to be made a party to or is otherwise involved in any Proceeding, other than a Proceeding by or in the right of NAATBatt. Such Covered Person may be indemnified against Expenses, judgments, penalties, fines and amounts paid in settlements, actually and reasonably incurred by such Covered Person or on such Covered Person’s behalf in connection with such Proceeding or any claim, issue or matter therein, if such Covered Person acted in Good Faith.

Section 4. Proceedings by or in the Right of NAATBatt. Each Covered Person shall be indemnified if, by reason of such Covered Person’s Corporate Status, such Covered Person is, or is threatened to be made, a party to or is otherwise involved in any Proceeding brought by or in the right of NAATBatt to procure a judgment in its favor. Such Covered Person shall be indemnified against Expenses, judgments, penalties, and amounts paid in settlement, actually and

reasonably incurred by such Covered Person or on such Covered Person's behalf in connection with such Proceeding if such Covered Person acted in Good Faith. Notwithstanding the foregoing, no such indemnification shall be made in respect of any claim, issue or matter in such Proceeding as to which such Covered Person shall have been adjudged to be liable to NAATBatt if applicable law prohibits such indemnification; provided, however, that, if applicable law so permits, indemnification shall nevertheless be made by NAATBatt in such event if and only to the extent that the Court which is considering the matter shall so determine.

Section 5. Indemnification of a Party Who is Wholly or Partly Successful. Subject to the second sentence of Section 3, to the extent that a present or former Director or Officer or any other person who has a Corporate Status is, by reason of such Corporate Status, a party to or is otherwise involved in and is successful, in whole or in part, on the merits or otherwise, in any Proceeding, such person shall be indemnified to the maximum extent permitted by law, against all Expenses, judgments, penalties, fines, and amounts paid in settlement, actually and reasonably incurred by such person or on such person's behalf in connection therewith. The termination of any claim, issue or matter in such a Proceeding by dismissal, with or without prejudice, shall be deemed to be a successful result as to such claim, issue or matter.

Section 6. Indemnification for Expenses of a Witness. Notwithstanding any other provision of these Indemnification provisions, to the extent that a Covered Person is, by reason of such Covered Person's Corporate Status, a witness in any Proceeding, such Covered Person shall be indemnified against all Expenses actually and reasonably incurred by such Covered Person or on such Covered Person's behalf in connection therewith.

Section 7. Advancement of Expenses. Notwithstanding anything to the contrary in these Indemnification provisions, NAATBatt shall advance all reasonable Expenses which were incurred by or on behalf of a Covered Person by reason of such person's Corporate Status, in connection with any Proceeding, within twenty (20) days after the receipt by NAATBatt of a statement or statements from such person requesting such advance or advances, whether prior to or after final disposition of such Proceeding. Such statement or statements shall reasonably evidence the Expenses incurred by the person and shall include or be preceded or accompanied by an undertaking reasonably acceptable to NAATBatt agreeing to refund to NAATBatt for any advanced expenses if such indemnified party is finally determined to not have been entitled to such indemnification pursuant because such persons conduct constituted gross negligence or willful misconduct. Any advance and undertakings to repay made pursuant to this paragraph shall be unsecured and interest-free. Advancement of Expenses pursuant to this paragraph shall not require approval of the Board of Directors or the members of NAATBatt, or of any other person or body. The Secretary of NAATBatt shall promptly advise the Board in writing of the request for advancement of Expenses, of the amount and other details of the advance and of the undertaking to make repayment provided pursuant to this paragraph.

Section 8. Notification and Defense of Claim.

- a. Promptly after receipt by any person who has a Corporate Status of a notice of the commencement of any Proceeding, such person shall, if a claim is to be made against NAATBatt under these Indemnification provisions, notify NAATBatt of the commencement of the Proceeding. The omission of such notice will not relieve NAATBatt from any liability which it may have to such person otherwise than under these Indemnification provisions. With respect to any such Proceedings:
 - i. NAATBatt will be entitled to participate in the defense at its own expense.
 - ii. Except as otherwise provided below, NAATBatt (jointly with any other indemnifying party similarly notified) will be entitled to assume the defense with counsel reasonably satisfactory to the Covered Person. After notice from NAATBatt to the Covered Person of its election to assume the defense of a suit, NAATBatt will not be liable to the Covered Person under this Article for any legal or other expenses subsequently incurred by the Covered Person in connection with the defense of the Proceeding other than reasonable costs of investigation or as otherwise provided below.
- b. The Covered Person shall have the right to employ his own counsel in such Proceeding but the fees and expenses of such counsel incurred after notice from NAATBatt of its assumption of the defense shall be at the expense of the Covered Person except as follows. The fees and expenses of counsel shall be at the expense of NAATBatt if (i) the employment of counsel by the Covered Person has been authorized by NAATBatt, (ii) the Covered Person shall have concluded reasonably that there may be a conflict of interest between NAATBatt and the Covered Person in the conduct of the defense of such action and such conclusion is confirmed in writing by NAATBatt's outside counsel regularly employed by it in connection with corporate matters, or (iii) NAATBatt shall not in fact have employed counsel to assume the defense of such Proceeding. NAATBatt shall be entitled to participate in, but shall not be entitled to assume the defense of, any Proceeding brought by or in the right of NAATBatt or as to which the Covered Person shall have made the conclusion provided for in (ii) above and such conclusion shall have been so confirmed by NAATBatt's said outside counsel.
- c. Notwithstanding any provision herein to the contrary, NAATBatt shall not be liable to indemnify the Covered Person under these Indemnification provisions for any amounts paid in settlement of any Proceeding effected without its written consent. NAATBatt shall not settle any Proceeding or claim in any manner which would impose any penalty, limitation or disqualification of the Covered Person for

any purpose without such Covered Person's written consent. Neither NAATBatt nor the Covered Person will unreasonably withhold their consent to any proposed settlement.

Section 9. Procedures.

- a. **Initiating Request.** A person who seeks indemnification hereunder shall submit a request for indemnification, including such documentation and information as is reasonably available to such person and is reasonably necessary to determine whether and to what extent such person is entitled to indemnification.
- b. **Effect of Other Proceedings.** The termination of any Proceeding or of any claim, issue or matter therein, by judgment, order, settlement or conviction, or upon a plea of guilty or of *nolo contendere* or its equivalent, shall not (except as otherwise expressly provided herein) of itself adversely affect the right of a Covered Person to indemnification or create a presumption that a Covered Person did not act in Good Faith.

Section 10. Action by NAATBatt. Any action, payment, advance determination, authorization, requirement, grant of indemnification or other action taken by NAATBatt pursuant to this Article shall be effected exclusively through any Disinterested person so authorized by the Board of Directors of NAATBatt, including the President or any Officer of NAATBatt.

Section 11. Non-Exclusivity. The rights to indemnification and to receive advancement of Expenses as provided hereby shall not be deemed exclusive of any other rights to which a person may at any time be entitled under applicable law, the Articles of Incorporation, these Bylaws, any agreement, a vote of members, a resolution of the Board of Directors, or otherwise.

Section 12. Insurance. NAATBatt may purchase and maintain insurance to indemnify:
(a) itself for any obligation which it incurs as a result of the indemnification specified above; and
(b) its Officers, Directors, committee members, employees, and agents.

Section 13. Duplicative Payment. NAATBatt shall not be liable under these Indemnification provisions to make any payment of amounts otherwise indemnifiable hereunder if and to the extent that a Covered Person has otherwise actually received such payment under any insurance policy, contract, agreement or otherwise.

Section 14. Expenses of Adjudication. In the event that any Covered Person seeks a judicial adjudication, or an award in arbitration, to enforce such Covered Person's rights under, or to recover damages for breach of, these Indemnification provisions, the Covered Person shall be entitled to recover from NAATBatt, and shall be indemnified by NAATBatt against, any and all expenses actually and reasonably incurred by such Covered Person in seeking such adjudication or arbitration, but only if such Covered Person prevails therein. If it shall be

determined in such adjudication or arbitration that the Covered Person is entitled to receive part but not all of the indemnification of expenses sought, the expenses incurred by such Covered Person in connection with such adjudication or arbitration shall be appropriately prorated.

Section 15. Severability. If any of these Indemnification provisions shall be held to be invalid, illegal or unenforceable for any reason whatsoever:

- a. the validity, legality and enforceability of the remaining Indemnification provisions (including without limitation, each portion of any Section of these Indemnification provisions containing any such provision held to be invalid, illegal or unenforceable, that is not itself invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and
- b. to the fullest extent possible, these Indemnification provisions (including, without limitation, each portion of any Section of these Indemnification provisions containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

Section 16. Contract Rights. The rights provided to Covered Persons pursuant to these Indemnification provisions in Article XV shall be contract rights and such rights shall continue as to a Covered Person who has ceased to be a Director, Officer, agent or employee and shall inure to the benefit of the Covered Person's heirs, executors and administrators.

Section 17. No Retroactive Amendment. No amendment or repeal of these Indemnification Provisions shall affect any right of any person to be indemnified hereunder with respect to any actions, omissions or state of facts existing prior to the date of such amendment or repeal.

ARTICLE XVI – OPERATIONS PRIOR TO FIRST MEMBERS' MEETING

Prior to the first Members' meeting, the initial membership and management of NAATBatt will consist of the following:

Section 1. Initial Members. Each member in good standing of the National Alliance for Advanced Transportation Batteries, a not-for-profit corporation organized under the laws of the District of Columbia, shall be admitted as a Corporate Member of NAATBatt and the dues of each such Member shall be deemed to have been paid in full through December 31, 2009. NAATBatt's initial Board of Directors shall establish procedures and qualifications, and set dues obligations, for the admission of new members of all categories to NAATBatt through December 31, 2009, and for the admission and qualification of new Members after that time. The admission of any initial

Member as a Corporate Member pursuant to this Section shall not create a presumption as to the proper category of membership to which such Member may be admitted after December 31, 2009.

Section 2. Initial Board of Directors. The initial Board of Directors of NAATBatt shall consist of Sanjay Deshpande (EnerSys), Randy Moore (EaglePicher), Terry Copeland (Altair Nanotechnologies), Paul Cheeseman (Exide), Alan ElShafei (MicroSun), Michael Sinkula (Envia Systems), Bill Ott (Actacell), Leonard Peters (at-large), Carlos Helou (at-large), and Ralph Brodd (at-large). The initial Board of Directors may appoint additional at-large members of the Board of Directors by a two-thirds (2/3) majority vote of the then serving members of the Board present and voting at any Regular or Special Directors' Meeting, provided that the total number of members of the initial Board of Directors, including Executive Officers, shall not exceed 24. Each initial member of the Board of Directors shall serve until the first meeting of the Members of NAATBatt and until his or her successor has been elected or appointed and shall qualify.

Section 3. Initial Officers. The initial Executive Officers of NAATBatt shall be elected by a two-thirds (2/3) majority vote of the then serving members of the Board present and voting at any Regular or Special Directors' Meeting. The initial Non-Executive Officers of NAATBatt shall be elected by a majority vote of the then serving members of the Board present and voting at any Regular or Special Directors' Meeting. Each initial Officer shall serve until the first meeting of the Members of NAATBatt and until his or her successor has been elected or appointed and shall qualify.

Section 4. Special Rule for First Election of Directors. All nine regular directors and all three elected at-large directors shall be elected at the first annual meeting of the Members of NAATBatt in accordance with the procedures described in Article IV. The three individuals receiving the most votes for the office of regular director shall be elected to serve a term of three years; the three individuals receiving the fourth, fifth and sixth most votes for regular director shall be elected to terms of two years; and the three individuals receiving the seventh, eighth and ninth most votes for regular director shall be elected to terms of one year. Any ties shall be broken by lot administered by the Secretary.

ARTICLE XVII - AMENDMENTS

Section 1. In General. These Bylaws shall be altered, amended, or repealed and new Bylaws adopted, either:

- a. At NAATBatt's Annual or Special Meeting. By a two-thirds (2/3) majority of the aggregate number of Primary Members in good standing who are present by proxy or personal representative and who are entitled to vote at NAATBatt's Annual or Special Meeting, provided reasonable notice of the intent to change the Bylaws is given; or

- b. By Mailing. By a two-thirds (2/3) majority of the aggregate number of Primary Members in good standing who would be entitled to vote in NAATBatt's Annual or Special Meeting at that time.

Section 2. Change Affecting Voting Rights or Board Representation. If any amendment affects the voting rights of or the number of Directors to be elected by the Associate Members, Individual Members, or Academic/Public Service Members, such amendment shall be adopted only by a two-thirds (2/3) majority of the members in good standing comprising the affected category or categories. The affected members shall be given reasonable notice of the amendment and shall be polled by mail.

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Effective as of
November 10, 2009