

RESOLUTION 9877

**A RESOLUTION APPROVING AMENDMENTS TO THE BYLAWS OF ELECTRIC CITY
POWER, INC.,**

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WHEREAS, the City Commission adopted Ordinance 2925 which authorized the organization of Electric City Power, Inc. (the “*Corporation*”) pursuant to the provisions of the Montana Nonprofit Corporation Act; and

WHEREAS, Ordinance 2925 provides that the Bylaws and any amendments to the Bylaws of the Corporation shall be approved by resolution of the City Commission; and

WHEREAS, the City Commission approved Resolution 9530 which established the Bylaws for Electric City Power, Inc.; and

WHEREAS, the City Commission desires to amend the Bylaws attached hereto as Exhibit A and made a part hereof; and

WHEREAS, amendments to the Bylaws require the approval of the City Commission and the affirmative vote of two-thirds of the Directors of Electric City Power.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF GREAT FALLS, MONTANA:

The Amended Bylaws of the Corporation are hereby approved and authorized by the Great Falls City Commission.

PASSED by the Commission of the City of Great Falls, Montana, on this 20th day of April, 2010.

Michael J. Winters, Mayor

ATTEST:

Lisa Kunz, City Clerk

(SEAL OF CITY)

APPROVED FOR LEGAL CONTENT:

James W. Santoro, City Attorney

ELECTRIC CITY POWER, INC.

BYLAWS

(As Amended April 20, 2010)

ARTICLE I

PRINCIPAL OFFICE

The principal office for the transaction of business of Electric City Power, Inc., (the “*Corporation*”, is located at 2 Park Drive South, P.O. Box 5021, Great Falls, Montana 59403 (the “*Office*”).

ARTICLE II

MEETINGS

Section 2.01. Open Meeting Requirements. All meetings of the Board of Directors of the Corporation (the “*Board*”) shall be open to the public in accordance with the provisions of Title 2, Chapter 3, Montana Code Annotated, as amended (the “*Public Participation Act*”), except for such closed sessions as are permitted thereunder.

Section 2.02. Regular Meetings. The Board shall hold regular meetings on the first Monday of each month in the manner provided by the Public Participation Act and the Montana Nonprofit Corporation Act, Title 35, Chapter 2, Montana Code Annotated, as amended (the “*Nonprofit Corporation Act*”). These meetings shall be held in the Office. Whenever a regular meeting date falls on a legal holiday, said meeting date shall be rescheduled by the Board at its regular meeting immediately prior to said meeting. If, for any other reason, the Board decides to change the date, time or place of a regular meeting, said meeting shall be designated by the Board at its regular meeting immediately prior to the said meeting. Absent such designation, any meeting other than the next regularly scheduled meeting, shall be called and noticed as a special meeting. The Secretary may cancel any regular meeting that is not necessary due to a lack of business or the unavailability of a quorum.

Section 2.03. Special Meetings. A special meeting may be called at any time in the manner provided by the Nonprofit Corporation Act and in accordance with the provisions of the Public Participation Act.

Section 2.04. Executive Sessions. Executive (or closed) sessions shall be held only on those matters that the Public Participation Act and court decisions recognize as proper matters to be held in executive session. An executive session shall be held only during a regular or special meeting. After any executive session, the Board shall reconvene in open session prior to adjournment. The Chair shall make any disclosures of action taken during the executive session that the Public Participation Act requires to be disclosed at that time, including the vote or abstention thereon of every member present. Disclosure of

other actions taken during the executive session shall be made as required by the Public Participation Act.

Section 2.05. Electronic Equipment. Any regular meeting or special meeting of the Board may be conducted by means of electronic equipment in accordance with the requirements of the Public Participation Act.

ARTICLE III

CONDUCT OF BOARD BUSINESS

Section 3.01. Agendas. The Secretary shall prepare, distribute and post, or caused to be prepared, distributed and posted, an agenda for each regular and special meeting in accordance with the provisions of the Public Participation Act and the Nonprofit Corporation Act.

Section 3.02. Recessed Meetings. When deemed appropriate by the Chair of the Board and allowed under the provisions of the Public Participation Act, a meeting may be recessed. For the purpose of these Bylaws, “recess” means a short intermission in a regular or a special meeting which does not close the meeting, and after which business is immediately resumed at the point where it was interrupted.

Section 3.03. Adjournment. The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned meeting, the Secretary may declare the meeting adjourned to a stated time and place. Written notification of such adjournment shall be made in accordance with the Public Participation Act.

Section 3.04. Quorum. A majority of the directors of the Board (the “*Directors*”) shall constitute a quorum for the transaction of business.

Section 3.05. Voting. All Directors shall have equal voting and other rights. Each Director shall be entitled to one vote. All official acts of the Board require the affirmative vote of a majority of the Directors.

Section 3.06. Absent or Disqualified Director. If a Director determines that he or she is disqualified in relation to any pending matter because a conflict of interest, as soon as practical after the matter is called, the Director shall advise the Board of the Director’s inability to participate and the reasons therefor. The Director shall thereupon refrain from any participation or discussion with any Director until the Board has completed its consideration of, and action on, the matter.

Section 3.07. Addressing the Board. Any person desiring to address the Board shall first be recognized by the Chair. The Board may by a majority vote, in the interest of facilitating the business of the Board, establish a uniform time limit for each person in addressing the Board in relation to any matter.

Section 3.08. Matters Not on the Agenda. The Board may not consider any matter that has not been placed on the agenda except as authorized by the provisions of the Public Participation Act.

Section 3.09. Postponement.

(a) The Board may postpone or continue any pending matter at any time, either on its own motion or at the request of any person interested in the matter.

(b) In ruling on a request for postponement, the Board may consider any relevant circumstances including, but not limited to, the reasons for the request, whether the request was made as much in advance as feasible, and any inconvenience to other persons interested in the matter which will be caused by postponement.

Section 3.10. Minutes. The minutes of every meeting shall be distributed prior to the next meeting to each Director and to such other persons, agencies or firms as may request them. A complete set of minutes as approved by the Board and attested by the Secretary shall remain on file at the principal office of the Board, and shall be open to inspection by any person at all reasonable times during office hours.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS

Section 4.01. Board of Directors. The governance of the Corporation is vested in a Board of Directors. The Board shall consist of five (5) Directors appointed by the City Commission of the Member. Promptly after the incorporation of the Corporation, the Member (acting in its capacity as incorporator of the Corporation) shall hold an organizational meeting of the Corporation to appoint the initial Directors and complete the organization of the Corporation.

Section 4.02. Term of Office of Directors. Each Director shall serve on the Board for a term of one year or until he or she resigns or is removed by the governing body of the Member or is no longer able to serve as Director because of death, illness, or any other reason. Each director may serve for multiple one (1) year terms as appointed by the Member.

Section 4.03. Vacancy.

(a) In the event that a vacancy should occur on the Board because of death, resignation, illness, removal or for any other reason, the Secretary of the Board, shall, within 10 days after such vacancy, notify the Member, requesting that a replacement be appointed within 30 days of the notification.

(b) In the event that vacancies occur simultaneously in the office of the Chair and the Vice-Chair because of death, resignation, illness, removal or for any other reason, the Board shall elect a Chair and Vice-Chair at the regular meeting held subsequent to Member appointments to the vacated Board

seats. The newly elected Chair and Vice Chair shall serve out the remainder of the terms through the first meeting in January.

Section 4.04. Chair. The Board shall elect a Chair at its first regular meeting annually beginning in 2011. The Chair shall take office at the next meeting. In the event that a vacancy occurs during the year in the office of the Chair because of death, illness, or any other reason, the Vice-Chair shall take over the office of the Chair to serve out the remaining term through the first meeting in January. The Chair shall be chosen from among the Directors. He or she shall hold this office for a term of one (1) year, and no more than two full consecutive years or until he or she shall resign, be removed, or otherwise disqualified to serve. The Chair shall be entitled to vote on all matters before the Board, may participate in discussion relating to any matter, and may make or second any motion without having to relinquish the Chair. It shall be the duty of the Chair to preside at meetings of the Board; to consult with the Secretary as necessary in the preparation of the agendas for meetings of the Board; to execute contracts and other instruments on behalf of the Board as authorized by the Board; and to represent the Board and the Corporation as occasion demands.

Section 4.05. Vice-Chair. The Board shall elect a Vice-Chair at its first regular meeting annually beginning in 2011. The Vice-Chair shall take office at the next meeting. In the event that a vacancy occurs during the year in the office of the Vice-Chair because of death, illness, or any other reason, the Board shall elect a Vice-Chair from the members at the next regular meeting to serve out the remaining term through the first meeting in January. The Vice-Chair shall be chosen from among the Directors. He or she shall hold this office for a term of one (1) year and for no more than two full consecutive years or until he or she shall resign, be removed, or otherwise disqualified to serve. The Vice-Chair shall, in the absence or disability of the Chair, or when a vacancy exists in the office of the Chair, perform all the duties of the Chair, and when so acting shall have the powers of, and be subject to the restrictions upon, the Chair. In the absence or inability to act of both the Chair and Vice-Chair, the members present shall select one of the members present to act as temporary Chair.

Section 4.06. Secretary. The Executive Director of the Corporation shall be the Secretary of the Board ex officio. It shall be the duty of the Secretary to prepare and issue, or cause to be prepared and issued, the notices and/or agendas in advance of meeting dates; to maintain or cause to be maintained the minutes of the meetings; to certify official documents of the Board; and to maintain such official records as are required. The Secretary shall record or cause to be recorded the time and place of each meeting of the Board, the names of the members present, all official acts of the Board and the votes given by the members except when the action is unanimous. In the absence of the Secretary, he or she shall designate a staff member as Secretary Pro Tempore. The Secretary Pro Tempore shall perform all the duties of the Secretary and when so acting shall have the powers of, and be subject to the restrictions upon, the Secretary.

Section 4.07. Execution of Documents by Officers. The Board may authorize any officer or officers, agent or agents, employee or employees, to enter into any contract or execute any instrument in the name or and on behalf of the Corporation, and such authority may be general or confined to specific instruments; and unless so authorized by the Board, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any person.

ARTICLE V

COMMITTEES

Section 5.01. Appointment. The Chair shall appoint all standing committees (each, a “*Standing Committee*”) and special (ad hoc) committees (each, an “*Ad Hoc Committee*”).

Section 5.02. Standing Committee Meetings. All the provisions of these Bylaws with respect to notice of a regular or special meeting shall apply to the meeting of a Standing Committee whether or not the committee is made up of more than a quorum of the Board.

Section 5.03. Ad Hoc Committee Meetings. It shall be the policy of the Board that meetings of Ad Hoc Committees shall be open to the public. However, where less than a quorum of the Board is appointed to serve on an Ad Hoc Committee, no notice need be given other than the posting of a notice of the time and place of such committee meetings on a publicly accessible bulletin board at the Office.

ARTICLE VI

RULES

Section 6.01. Rules of Order. The rules contained in Roberts Rules of Order, latest revised edition, shall govern all meetings of the Board, except in instances of conflict between said Rules of Order and these Bylaws or the Articles of Incorporation of the Corporation or provisions of law, in which case the Rules of Order shall not apply. These rules are intended to provide procedures for the conduct of the business of the Board. Any action taken by the required number of affirmative votes shall be effective for all purposes and shall not be invalidated or in any other manner limited in its effect because of a claim that the procedure followed in taking such action was not in accord with any provision of these rules.

Section 6.02. Adoption or Amendment of Bylaws. New bylaws may be adopted or these Bylaws may be amended or repealed upon (i) the approval of the Member by resolution adopted by its governing body, and (ii) the affirmative vote of two-thirds of the Directors at a regular meeting of the Board.

Section 6.03. Compliance with Law. Notwithstanding any provision of these Bylaws, the Board shall conduct its business in accordance with the Nonprofit Corporation Act and all other applicable laws of the State of Montana and of the United States.

ARTICLE VII

ACCESS TO RECORDS

Section 7.01. Access to Records. The records of the Corporation shall be regarded as “public writings” within the meaning of Title 2, Chapter 6, Montana Code Annotated, as amended (the “*Public Records Act*”), and shall be subject to inspection by any person to the extent and in the manner provided in the Public Records Act. Nothing in this section shall be construed to require the Corporation to disclose information that is constitutionally protected from public disclosure, including legitimate trade secrets (as defined in Section 30-14-402, Montana Code Annotated, as amended) and other information in which there is an individual privacy interest that clearly exceeds the merits of public disclosure.