
BYLAWS
of the
PARTNERSHIP FOR ADVANCING THE TRANSITION TO HYDROGEN
(a nonprofit corporation)

Adopted by the General Assembly _____ ____, 2002

PREAMBLE

The Canadian Hydrogen Association, the National Hydrogen Association (US) and the Hydrogen Energy Systems Society of Japan, as founding members of the Partnership for Advancing the Transition to Hydrogen ("PATH"), together with the other National Association members of the PATH, affirm their support for the purposes and objectives set forth in the Articles of Incorporation, that is:

[a] to provide a forum in which national associations representing hydrogen industry stakeholders -- including but not limited to associations of producers, users, carriers, and regulators -- can exchange information on the scientific, technical and commercial aspects of hydrogen production, transportation, storage and use, with particular reference to hydrogen safety;

[b] to disseminate scientific, technical and commercial information regarding the production, transportation and use of hydrogen to industry, government and the general public, particularly in the United States, Canada, Latin America and Japan and the other countries of the Pacific Rim;

[c] to formulate and present industry-wide positions on key issues of hydrogen production, transportation, storage and use, including but not limited to issues of hydrogen safety;

[d] to stimulate the recognition and use of hydrogen as an abundant, safe and environmentally friendly energy carrier;

[e] to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted in the Articles of Incorporation; and

[f] to exercise all of the lawful powers enumerated in the District of Columbia Code, Title 29, Chapter 5.

ARTICLE I **ORGANIZATION**

Section 1.1. Name. The name of the organization shall be the Partnership for Advancing the Transition to Hydrogen (“PATH”).

Section 1.2. Headquarters. The headquarters of the PATH shall be located in the District of Columbia, City of Washington. The headquarters may be transferred to another location by the General Assembly by a vote of two-thirds of the National Associations eligible to vote thereon, voting in person or by proxy.

Section 1.3. Other Offices. The Board of Directors may establish PATH branch offices at such locations both within and outside of the District of Columbia as it may from time to time determine.

ARTICLE II **MEMBERSHIP**

Section 2.1. Eligibility for Membership. Membership in the PATH shall be open to membership associations that represent, or seek to represent, all or substantially all of the stakeholders in the hydrogen industry of a single country. For purposes of this section, “stakeholders” shall include without limitation corporations, partnerships and other private businesses, and governmental and quasi-governmental agencies, involved in the production, storage, transportation, utilization and/or regulation of hydrogen , or in research directly relating thereto. An association admitted to membership in the PATH shall be known as a “National Association.”

Section 2.2. Admission to Membership.

[a] An association shall apply for PATH membership by filing a written application with the Secretariat, which shall include copies of the association’s constitution, bylaws or other internal regulations, and a list of the association’s current members. Applications for membership shall be approved or denied by the General Assembly, upon the recommendation of the Board of Directors, by a vote of a majority of the National Associations eligible to vote thereon, voting in person or by proxy.

[b] Only one National Association shall be admitted to membership from any one country. In the event that applications for membership are received from two or more associations seeking to represent the same country, or if an application for membership is received from an association seeking to represent a country that is already represented by a National Association, the General Assembly shall, other things being equal, give preference to the association whose current membership is most broadly representative of the stakeholders in that country’s hydrogen industry or, failing that, to the association whose membership requirements, as stated in its constitution, bylaws and internal

regulations, permit the broadest representation of stakeholders in that country's hydrogen industry.

[c] For any country without an association that qualifies for membership in the PATH under Section 2.1[a], the Board of Directors may admit to membership, on an interim basis, a government agency responsible, in whole or in part, for the promotion of hydrogen and the development of the hydrogen industry in that country; provided, that the government agency admitted to interim membership favors the establishment of a qualified association and its timely application for membership in the PATH.

Section 2.3. Rights of Membership. The rights of each National Association shall include, among others, the right to--

[a] designate a Member Representative to participate in the work of the General Assembly with the right to vote thereat, and an Alternate Representative with full authority to act in his/her absence;

[b] appoint or elect its Member Representative to the Board of Directors in accordance with Sections 6.4 and 6.5, and to propose candidates to serve on other bodies of the PATH;

[c] submit, on its own initiative, in its own name or in the name of a group of National Associations, proposals to the General Assembly and to the other bodies of the PATH; and

[d] communicate directly with the PATH Secretariat on matters of interest to the National Association.

Section 2.4. Duties of Membership. The duties of each National Association shall include, among others, the duty to:

[a] support the PATH in the pursuit of its purposes and objectives and to implement the decisions adopted by the General Assembly and the Board of Directors;

[b] remit an annual contribution to the PATH, as determined by the Board of Directors, in accordance with Sections 4.1 and 4.2;

[c] inform the PATH, through the Secretariat, of any amendments to its constitution, bylaws or internal regulations which may affect its organizational purposes, the composition of its membership, or the composition of its governing and managing bodies; and

[d] transmit to the PATH, through the Secretariat, its annual reports, if available.

Section 2.5. Withdrawal. A National Association may withdraw from the PATH at any time by written notice to the Secretariat.

Section 2.6. Suspension and Readmission.

[a] A National Association may be suspended from membership in the PATH by the General Assembly, upon the recommendation of the Board of Directors, by a vote of two-thirds of the National Associations eligible to vote thereon, voting in person or by proxy, if that National Association:

[i] no longer represents the stakeholders of hydrogen industry in the country where it is located or otherwise fails to comply with the conditions of membership; or

[ii] acts contrary to the purposes and objectives of the PATH or persistently refuses to comply with its duties under these Bylaws; or

[iii] fails to pay its annual contribution as required by Sections 4.1 and 4.2 of these Bylaws.

[b] A National Association which has been suspended shall immediately lose its rights as a member and forfeit all claims to the assets of the PATH. An individual who represents a suspended National Association on the Board of Directors or any other PATH body, shall be immediately removed from office.

[c] Suspension shall be for a period of three (3) years. Prior to the end of the suspension period, the suspended association may be readmitted by the General Assembly, by a vote of three-quarters of the National Associations eligible to vote thereon, voting in person or by proxy. After expiration of the suspension period, the suspended association may reapply for membership under the provisions of Section 2.2.

ARTICLE III
AFFILIATES

Section 3.1. Eligibility. Any organization -- including without limitation associations, private businesses or public agencies -- involved in the production, storage, transportation, utilization and/or regulation of hydrogen gas, or in research directly relating thereto, which does not qualify for membership under Section 2.1. or is denied membership under Section 2.2, may be admitted to the PATH as an Affiliate.

Section 3.2. Admission. An organization shall apply for Affiliate status by filing a written application with the Secretariat, including copies of the organization's constitution, bylaws or other internal regulations, and a list of organization's current members, if any. An organization that has submitted an application for membership may request that the

application be treated as an application for Affiliate status. Applications for Affiliate status shall be approved or denied by the General Assembly, upon the recommendation of the Board of Directors, by a vote of a majority of the National Associations eligible to vote thereon, voting in person or by proxy.

Section 3.3. Rights of Affiliates. Each Affiliate shall have the right to--

[a] designate an observer to attend meetings of the General Assembly without the right to vote, and an alternate to attend such meetings in the observer's absence;

[b] at the request of the Board of Directors (or a committee thereof) designate candidates to participate in the work of committees of the Board without the right to vote;

[c] communicate directly with the PATH Secretariat on matters of interest to the Affiliate; and

[d] receive such other benefits as the Board of Directors may determine from time to time.

Section 3.4. Duties of Affiliates. The duties of each Affiliate shall include, among others, the duty to--

[a] support the PATH in the pursuit of its purposes and objectives and to implement the decisions adopted by the General Assembly and the Board of Directors;

[b] remit an annual contribution to the PATH, as determined by the Board of Directors, in accordance with Sections 4.1 and 4.2;

[c] inform the PATH, through the Secretariat, of any amendments to its constitution, bylaws or internal regulations which may affect its organizational purposes, the composition of its membership, or the composition of its governing and managing bodies; and

[d] transmit to the PATH, through the Secretariat, its annual reports, if available.

Section 3.5. Withdrawal, Suspension and Readmission. Affiliates shall be subject to the standards and procedures for withdrawal, suspension and readmission set forth in Sections 2.6 and 2.7.

ARTICLE IV
CONTRIBUTIONS AND FEES

Section 4.1. Contributions.

[a] Each National Association and Affiliate shall pay an annual contribution ("Annual Contribution") to the in accordance with the schedule of contributions established by the Board of Directors. The Annual Contribution shall be due and payable, in cash or by a promissory note whose terms are acceptable to the Board, on or before March 31 of each year.

[b] The Board may, in exigent circumstances, call upon each National Association to make an additional contribution ("Additional Contribution") to the, in proportion to their respective Annual Contributions.

Section 4.2. Headquarters Fee. The National Association in whose country the Secretariat is located shall pay a headquarters fee over and above their Section 4.1 contributions, equal to the amount set forth in Section 6.4 below.

Section 4.3. Appeal. Any National Association or Affiliate which contests the amount of its Annual or Additional Contribution as determined by the Board of Directors shall have the right to appeal to the Board, and from an adverse decision by the Board, to the General Assembly. However, such an appeal shall not invalidate the obligation of the National Association to pay such contributions in full as provided in Section 4.1, subject to possible refund of the contested portion thereof.

Section 4.4. Default. If a National Association or Affiliate fails to pay its Annual Contribution and Additional Contribution in accordance with Sections 4.1, the General Manager shall immediately report the matter to the Board of Directors, which shall proceed to review such failure to pay in accordance with Sections 2.7 and 3.5.

Section 4.5. Effect of Withdrawal or Suspension. Any National Association which has withdrawn under Section 2.6, or has been suspended under Section 2.7, and any Affiliate which has withdrawn or has been suspended under Section 3.5, remains liable for payment in full of [a] its Annual Contribution and Additional Contribution for the calendar year during which any of the foregoing steps were taken, [b] any arrears of previous years, and [c] any other amounts due to the PATH.

ARTICLE V
GENERAL ASSEMBLY

Section 5.1. Powers and Responsibilities. The General Assembly shall be the governing body of the PATH. It shall be composed of the National Associations, and shall have the following powers and responsibilities:

[i] to establish general policies and courses of action in light of the PATH's purposes and objectives;

[ii] to decide on transfer of the headquarters of the PATH in accordance with Section 1.2;

[iii] to decide on the admission of National Associations and Affiliates in accordance with Sections 2.2 and 3.2, and on the suspension and readmission of National Associations and Affiliates in accordance with Sections 2.7 and 3.5;

[iv] to elect directors in accordance with Section 6.5;

[v] to receive reports from the Board of Directors on the membership and the financial status of the PATH, and the annual program plan and budget,

[vi] to vote on the dissolution of the PATH, upon the recommendation of the Board of Directors, in accordance with Section 11.1; and

[vii] to amend the Articles of Incorporation and Bylaws, upon the recommendation of the Board of Directors, in accordance with Sections 12.1 and 12.2, respectively; and

[viii] to consider such proposals as may be presented to it by the Board of Directors, the Secretariat and other bodies of the PATH.

Section 5.2. Meetings. Meetings of the General Assembly, annual or special, shall be held at the headquarters of the PATH, or at another location within or without the District of Columbia.

Section 5.3. Annual Meeting. The General Assembly shall hold an Annual Meeting in April of each year, or at such other time as the Board of Directors may determine, at which the membership shall receive the annual reports of the officers, directors, and committees, including financial reports, shall elect the Elected Directors of the Board of Directors, and shall transact such other business as may be germane. Notice of the Annual Meeting, signed by the General Manager or his/her designee, shall be provided to the last recorded address of each National Association at least twenty-one (21) days, but

not more than ninety (90) days, before the meeting date. The notice shall set forth the date, time, place and general purposes of the meeting.

Section 5.4. Special Meetings. Special meetings of the General Assembly may be called by the Board of Directors, the Chair of the Board, or the General Manager, as and when such meetings are required. Upon the written request of at least twenty-five percent (25%) of the membership, the General Manager shall call a special meeting which may consider only the specific issue(s) identified in the request. Notice of a special meeting shall be given in the same manner as for an Annual Meeting.

Section 5.5. Quorum. Decisions of the General Assembly shall be valid only if taken when a majority of the National Associations are present in person or by proxy, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws. The recusal or disqualification of a National Association, or its Member Representative or Alternate Representative, from any vote because of conflict of interest shall not deprive a meeting of its quorum. If at any meeting of the General Assembly a quorum is not obtained, the meeting shall be postponed to a specified later date and a new notice shall be sent to all National Associations.

Section 5.6. Voting. Each National Association shall be entitled to one vote. The vote of a majority of the National Associations present and voting, in person or by proxy, at a meeting at which a quorum is present, shall constitute the action of the General Assembly, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.

Section 5.7. Proxies. Each National Association may be represented at the General Assembly by proxy, upon due presentment of the proxy to the Secretariat. To be valid, a proxy shall be in writing, and shall be dated and signed by the National Association's Member Representative or Alternate Representative. The proxy shall be revocable at the pleasure of the National Association executing it. Unless the duration of the proxy is specified, it shall be deemed valid for ninety (90) days from the date of its original execution.

Section 5.8. Action Without a Meeting. Any action that may be taken at a General Assembly may be taken without a meeting if a written ballot, setting forth the action to be taken, is sent to all National Associations entitled to vote thereon, and [a] the number of votes exceeds the quorum required under Section 5.6, and [b] the number of affirmative votes equals or exceeds the number of votes required to take such action at a meeting at which the same total number of votes was cast. The ballots shall be filed by the General Manager with the minutes and shall have the same force and effect as a vote at a meeting duly held.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.1. General. The Board of Directors shall be responsible for the control and management of the affairs and property of the organization. The Board shall always act in accordance with the purposes of the organization.

Section 6.2. Powers and Responsibilities. The Board of Directors shall have the following powers and responsibilities, among others:

[a] to implement the general policies and courses of action adopted by the General Assembly, in accordance with the general rules and directives of the General Assembly;

[b] to review and approve the annual reports of the officers and committees, including the membership and financial reports, and the annual program plan and budget, prior to their submission to the Annual Meeting of the General Assembly;

[c] to appoint, remove and replace the General Manager and the other officers of the Secretariat, in accordance with Sections 8.2;

[d] to recommend admission of National Associations and Affiliates in accordance with Sections 2.2 and 3.2;

[e] to recommend suspension of National Associations and Affiliates in accordance with Sections 2.7 and 3.5;

[f] to remove Appointed Directors in accordance with Sections 6.4, and to remove and elect interim Elected Directors in accordance with Section 6.5;

[g] to designate the organization's outside auditor and legal counsel;

[h] to institute legal proceedings in the name of the organization;

[i] to recommend dissolution of the PATH in accordance with Section 11.1; and

[j] to recommend amendments to the Articles of Incorporation and Bylaws in accordance with Sections 12.1 and 12.2.

Section 6.3. Composition.

[a] An initial Board of Directors of not fewer than three (3) persons shall be named in the Articles of Incorporation. The initial Board shall hold office until the first meeting of the General Assembly.

[b] Thereafter, the number of directors shall be not fewer than three (3) nor more than twenty (20), including Appointed Directors (Section 6.4) and Elected Directors (Section 6.5). Any decrease in the number of directors shall not shorten the term of any incumbent director. Directors need not be residents of the District of Columbia.

Section 6.4. Appointed Directors.

[a] Any National Association whose total payments to the PATH under Section 4.1 above in the first quarter of any calendar year, equal to twenty-five thousand U.S. Dollars (\$25,000) or its equivalent in Canadian dollars or Japanese yen, shall be entitled to appoint one director to the Board of Directors ("Appointed Director").

[b] An Appointed Director shall serve until he/she is removed by the National Association which appointed him/her, or the National Association which appointed him/her loses its power of appointment under subsection [a] or ceases to be a member of the PATH.

[c] A vacancy in the office of Appointed Director due to resignation, removal or otherwise, shall be filled without undue delay by the National Association which appointed the departing director.

Section 6.5. Elected Directors.

[a] The National Associations which do not appoint directors under Section 6.4 shall be entitled to elect directors to the Board of Directors ("Elected Directors") at each Annual Meeting of the General Assembly, as follows:

[i] If only one (1) National Association is entitled to vote under Section 6.5[a], that National Association shall elect one (1) director.

[ii] If two (2) or more National Associations are entitled to vote under Section 6.5[a], those National Associations shall together elect a total of two (2) directors by the vote of a majority of the National Associations entitled to vote.

[b] An Elected Director shall serve until the Annual Meeting following the one at which he/she was elected, and thereafter until his/her successor is elected and qualified.

[c] A vacancy in the office of Elected Director due to resignation, removal or

otherwise, shall be filled without undue delay by a vote of a majority of the remaining directors then in office. Any director so chosen shall hold office until the expiration of the term of the director whose seat he/she was appointed to fill.

Section 6.6. Representation, Resignation, Removal and Replacement. A director, whether appointed under Section 6.4 or elected under Section 6.5--

[a] may not be represented by proxy at meetings of the Board of Directors, but may designate a representative to attend such meetings in his/her absence without the right to vote;

[b] may resign from office at any time by written notice to the Secretariat, and

[c] may be removed from office for cause by a vote of two-thirds of the directors then in office.

ARTICLE VII BOARD MEETINGS

Section 7.1. Regular Meeting. The Regular Meeting of the Board of Directors shall be held each year immediately following the Annual Meeting of the General Assembly. Notice of the Regular Meeting, signed by the General Manager or his/her designee, shall be provided to the last recorded address of each director at least twenty-one days, but not more than ninety (90) days, before the meeting date. Notices shall set forth the place, date, time, and general purposes of the meeting.

Section 7.2. Special Meetings. Special meetings of the Board of Directors shall be called by the Board, the Chair or the General Manager as and when required, but not less than twice a year. Upon the written request of at least four (4) directors, the General Manager shall call a special meeting which may consider only the specific issue(s) identified in the request. Notice of a special meeting shall be given in the same manner as for a Regular Meeting except that such notice shall be give at least seven (7) days before the meeting date.

Section 7.3. Quorum. Decisions of the Board of Directors shall be valid only if taken when a majority of the directors then in office are present, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws. The recusal or disqualification of a director from any vote because of conflict of interest shall not deprive a meeting of its quorum. If at any meeting of the Board a quorum is not obtained, the meeting shall be postponed to a specified later date and a new notice shall be sent to all directors.

Section 7.4. Voting. At any meeting of the Board, each director present shall be entitled to one vote. The vote of a majority of the directors present and voting at a

meeting at which a quorum is present shall constitute the action of the Board of Directors, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.

Section 7.5. Chair. The Board of Directors shall elect, by a vote of a majority of the directors then in office, an Appointed Director to serve as Chair of the Board for a term of two (2) years. The Chair shall be the Chief Executive Officer of the PATH, and shall have the following responsibilities--

[a] convoke and preside over the sessions of the General Assembly, the Board and the Executive Committee (if any);

[b] represent the PATH in its relations with national governments, international organizations and other institutions; and

[c] carry out any other function entrusted by the General Assembly or by the Board.

Section 7.6. Executive Committee.

[a] The Board of Directors may, by a vote of a majority of the directors then in office, create an Executive Committee. The Executive Committee shall act on behalf of the Board concerning any matter whenever the Board is not in session, and shall report on such actions to the Board at the next regular or special meeting of the Board, provided, however, that the Executive Committee may not

[i] recommend the alteration or repeal any Bylaw;

[ii] elect, appoint or remove any director or officer; or

[iii] amend or repeal any resolution previously adopted by the Board.

[b] The Executive Committee shall be composed of the Chair of the Board and two members-at-large. The members-at-large shall be elected by a vote of a majority of the directors then in office, and shall hold office for two (2) years, or for the remainder of their respective terms on the Board, whichever period is shorter.

[c] Two members of the Executive Committee shall constitute a quorum for the transaction of business. The vote of a majority of the committee members present at a meeting at which a quorum is present shall constitute the action of the Executive Committee.

[d] Meetings of the Executive Committee may be called by any member of the Executive Committee or by the General Manager.

Section 7.7. Other Committees.

[a] The Board of Directors may create such other standing or special committees as it deems appropriate from time to time, provided, that of any committee having and exercising all or any part of the authority of the Board in the management of the PATH shall be created, and its members elected, by a vote of a majority of the directors then in office. Committee members shall serve at the pleasure of the Board.

[b] A majority of the committee members shall constitute a quorum for the transaction of business. The vote of a majority of the committee members present at a committee meeting at which a quorum is present shall constitute the action of the committee.

[c] Actions taken at a committee meeting shall be reported to the Board of Directors at the regular or special meeting of the Board following the committee meeting.

[d] The vacancies which occur on any committee having and exercising all or any part of the authority of the Board in the management of the PATH shall be filled by a vote of a majority of the directors then in office. Vacancies on other committees shall be filled without undue delay by the Chair of the Board.

Section 7.8. Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Board of Directors (or any committee thereof) may be taken without a meeting, if all of the directors then in office (or the committee members) consent in writing to a resolution authorizing the action. The resolution and the written consents thereto by the directors (the committee members) shall be filed with the minutes of the proceedings of the Board (or the committee).

**ARTICLE VIII
SECRETARIAT**

Section 8.1. Composition. The Secretariat of the PATH shall consist of a General Manager, a Treasurer, and a Corporate Secretary, and such other officers as may be deemed necessary by the Board of Directors from time to time. The offices of Treasurer and Corporate Secretary shall not be held by the General Manager, but otherwise may be held by the same person.

Section 8.2. Appointment and Removal. The officers of the Secretariat shall be appointed by the Board of Directors, by a vote of the majority of the directors then in office. An officer need not be a director. An officer shall hold office for the term, not exceeding three (3) years, for which he/she is so elected and, thereafter, until a successor is elected and has qualified, subject to earlier resignation or removal by a vote of the majority of the directors then in office.

Section 8.3. General Manager. The General Manager shall manage the day to day affairs of the PATH, and shall report directly to the Board of Directors. The General Manager's duties shall include, without limitation:

[a] convoke the sessions of the General Assembly and the Board of Directors;

[b] prepare the annual program plan and budget, and an annual review of the state of the PATH, for presentation to Board of Directors and the General Assembly;

[c] implement the decisions of the General Assembly and the Board of Directors, including the annual program plan and budget, and co-ordinate the work of the constituent bodies of the PATH;

[d] in the absence of, or at the request of, the Chair of the Board, represent the PATH in its relations with national governments, international organizations and other institutions;

[e] appoint and supervise professional staff;

[f] execute grants, agreements, contracts, bonds, mortgages and other instruments, except where otherwise required by law, or where such authority has been retained by the Board of Directors or delegated by the Board to some other PATH officer or agent; and

[g] carry out any other function entrusted to the Secretariat by the General Assembly or by the Board of Directors.

Section 8.4. Treasurer. The Treasurer shall

[a] have charge and custody of and be responsible for all funds and securities of the PATH, receive and give receipts for moneys due and payable to the PATH from any source whatsoever, and deposit all such moneys in the name of the PATH in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws;

[b] be responsible for the maintenance and custody of financial records of the Corporation and ensue that such records are at all times available for inspection and verification by the Board of Directors;

[c] report to the Board and the General Assembly annually and at any other time when called upon; and

[d] in general, perform all of the duties incident to the office of Treasurer and such

other duties as from time to time may be assigned to the Treasurer by the Board or the General Manager.

At the expiration of his/her term in office, the Treasurer shall deliver to his/her successor all books, monies and other property, or in the absence of a successor, to the General Manager.

Section 8.5. Corporate Secretary. The Corporate Secretary shall:

[a] keep the minutes of the Board of Directors in one or more books provided for that purpose;

[b] ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

[c] be custodian of the corporate records and of the Seal of the PATH and ensure that the Seal is affixed to all documents, the execution of which on behalf of the PATH under its Seal is duly authorized; and

[d] in general, perform all duties as from time to time may be assigned to the Corporate Secretary by the Board or the General Manager.

ARTICLE IX OTHER PROVISIONS

Section 9.1. Notice. Whenever under the provisions of these Bylaws, notice is required to be given, it shall not be construed to be limited to personal notice. Effective notice may be given in writing, by first class mail, postage prepaid, by facsimile, telegram, telex, cable, electronic mail, or other written means, addressed to such recipient at the address designated for such purposes, or if none is designated, at the recipient's last known address. Notice shall be deemed effective and given at the time at which the notice shall be deposited with the U.S. mails or effectively transmitted by any other means.

Section 9.2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, 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. Attendance at or participation in the meeting without protest, prior to or at the commencement of such meeting shall also be deemed a waiver of notice.

Section 9.3. Indemnification. Any person made or threatened to be made party to any action proceeding, whether civil or criminal, by any reason of the fact that he/she, or

his/her testator or intestate, is or was a director, officer, employee or other agent of the PATH, or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity at the request of the PATH, shall be indemnified by the PATH, and the PATH may advance his/her related expenses, including legal fees to the extent permitted by law.

Section 9.4. Insurance. The PATH may purchase and maintain insurance to indemnify **[a]** itself or any obligation which it incurs as a result of the indemnification of any person under the provisions of Section 9.3 or the provisions of any law; **[b]** any person in an instance in which he may be indemnified by the PATH under the provisions of Section 8.3, or the provision of any law; and **[c]** any person in all instances, regardless of whether such indemnification is permitted by law, provided, however, that such contract or insurance satisfies the requirements imposed by law.

Section 9.5. Participation by Telephone. Meetings of the General Assembly, the Board of Directors, and any committee thereof may be conducted, in whole or in part, by telephone or other appropriate electronic means of communication, provided, however, that the persons participating by such electronic means can hear all of the other participants in the meeting, have access to substantially the same information as the other participants, and can otherwise participate effectively in the affairs of the meeting.

Section 9.6. Fiscal Year. The fiscal year of the PATH shall close on December 31 of each calendar year.

Section 9.7. Seal. The seal of the PATH shall be approved by the Board of Directors and is shown on the following impression:

Section 9.8. Checks, Notes, and Contracts. All checks, notes and contracts of or entered into by the PATH shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 9.9. Books and Records. The PATH shall maintain its books and records in the offices of and under the control of and possession of its officers, its general counsel, its accountant, and/or such other persons as may be approved by the Board of Directors.

ARTICLE X **OFFICIAL LANGUAGES**

Section 10.1. Meetings. Meetings of the General Assembly, the Board of Directors and committees of the Board shall be conducted in English. However, a National Association may request that the PATH arrange for simultaneous translation from English into any of the other PATH official languages at the expense of the National Association requesting such translation.

Section 10.2. Correspondence. All official documents, correspondence and communications of the PATH, including minutes of the General Assembly, the Board and committees of the Board, shall be in English. Each National Association shall be responsible for translation of such documents, correspondence and communications.

ARTICLE XI DISSOLUTION

Section 11.1. Dissolution. Dissolution of the PATH may be voted only by the General Assembly, upon the recommendation of the Board of Directors, adopted by a majority of the directors then in office, at any annual or special meeting of the General Assembly, by a vote of two-thirds of the National Associations eligible to vote thereon, voting in person or by proxy. Written notice of the proposed dissolution shall be included in the notice of the meeting sent pursuant to Section 4.3 or 4.4.

Section 11.2. Distribution of Assets. In the event of dissolution, the assets of the PATH shall be distributed in accordance with the relevant provisions of the District of Columbia Nonprofit Corporation Act.

ARTICLE XII AMENDMENTS

Section 12.1. Amendment of the Articles of Incorporation. Except as otherwise required by law, the Articles of Incorporation may be amended or repealed, or new Articles may be adopted by the General Assembly, upon the recommendation of the Board of Directors, adopted by a majority of the directors then in office, at any annual or special meeting of the General Assembly by a vote of two-thirds of the National Associations eligible to vote thereon, voting in person or by proxy. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be included in the notice of the meeting sent pursuant to Section 4.3 or 4.4.

Section 12.2 Amendment of the Bylaws. Except as otherwise required by law, the Bylaws may be amended or repealed, or new Bylaws may be adopted by the General Assembly, upon the recommendation of the Board of Directors, at any annual or special meeting of the General Assembly by a vote of a majority of the National Associations eligible to vote thereon, voting in person or by proxy. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be included in the notice of the meeting sent pursuant to Section 4.3 or 4.4.