

**AMENDED AND RESTATED BYLAWS
OF
DRIVE OREGON**

ARTICLE I
NAME

The name of the corporation is Drive Oregon, an Oregon mutual benefit nonprofit corporation (the “Company”).

ARTICLE II
PURPOSES

Within the general purposes and limitations of Articles II and III of the Articles of Incorporation, the primary purposes for which the Company is organized and shall be operated is to:

Support and promote the electric vehicle industry in the state of Oregon.

The Company may perform any other activities that are not prohibited by the laws of the state of Oregon and that are consistent with its status as a corporation described in section 501(c)(6) of the Internal Revenue Code; provided, however, that such other activities and powers may be exercised only in furtherance of the purposes expressly stated in this Article II.

ARTICLE III
MEMBERS

The Company shall have no members as that term is defined by the Oregon Revised Statutes.

ARTICLE IV
OFFICES

The Company shall maintain in the state of Oregon a registered office and a registered agent located at the registered office. The board of directors may, at any time, change the location of the registered office and the person designated as the registered agent. The Company may also have other offices at such places as the board of directors may fix by resolution.

ARTICLE V
DIRECTORS

Section 1. **Business and Affairs.** The board of directors shall be comprised of individuals who are dedicated to the purposes of the Company. The business and affairs of the

Company shall be managed by its board of directors, which may exercise all such powers of the Company as are permitted by law, the Articles of Incorporation or these Bylaws.

Section 2. **Number.** The number of board members may vary between a minimum of 3 and a maximum of 18, the exact number of which shall be fixed from time to time by resolution of the board.

Section 3. **Term.** The term of office for board members is two years. Directors may be elected for a maximum of three successive terms.

Section 4. **Removal.** Any board member may be removed, with or without cause, by a vote of a majority of the board members then in office. A director will be removed from office if the director is not committed to the purposes of the Company or if the director does not exercise the requisite care in fulfilling his or her duties as a director.

Section 5. **Vacancies.** In the event that a director resigns or is removed from office, the president may appoint a new director to serve until the next election at the annual meeting.

Section 6. **Quorum and Action.** A quorum at a board meeting shall be a majority of all board members in office. Each director shall be entitled to one vote. If a quorum is present, action is taken by the affirmative vote of a majority of directors present. Where the law requires the affirmative vote of a majority of directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business or to merge, such action is to be taken by that majority as required by law. Directors may not vote by proxy.

Section 7. **Annual Meeting.** The annual meeting of the board of directors shall be held on the second Tuesday in September each year, unless a different date and time are fixed by the board of directors and stated in the notice of the meeting. If the time and place of any other directors' meeting is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings.

Section 8. **Special Meetings.** Special meetings of the board of directors may be held at the time and place to be determined by the board of directors.

Section 9. **Call and Notice of Meeting.** The annual meeting of the board of directors must be preceded by not less than seven days' notice to each director of the date, time and place of the meeting. Regular meetings of the board of directors may be held without further notice of the date, time, place or purpose of the meeting. Special meetings of the board of directors must be preceded by at least three days' notice, if given by first-class mail, or 24 hours' notice, if delivered personally or given by telephone, telegraph, fax or e-mail to each director of the date, time and place of the meeting. Except as specifically provided in these bylaws, the notice need not describe the purpose of any meeting. The president or any of the directors then in office may call and give notice of a regular or special meeting of the board.

Section 10. **Waiver of Notice.** A director may at any time waive any notice required by these bylaws. A director's attendance at or participation in a meeting waives any required

notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transaction of business at the meeting or promptly upon the director's arrival, objects to holding the meeting or transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived and must be filed with the minutes or the corporate records.

Section 11. **Meetings by Telecommunication.** Any regular or special meeting of the board of directors may be held by telephone or other form of telecommunication, as long as all board members can communicate with each other.

Section 12. **No Salary.** Board members shall not receive any salaries for their board services but may be reimbursed for expenses directly related to board services.

Section 13. **Action by Consent.** Any action required by law to be taken at a meeting of the board, or any action that may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the board members.

ARTICLE VI COMMITTEES

Section 1. **Executive Committee.** The board of directors may elect an executive committee. The executive committee shall have the power to make ongoing decisions between board meetings and shall have the power to make financial and budgetary decisions.

Section 2. **Other Committees.** The board of directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the board of directors or may be advisory committees. A person need not be a member of the board of directors to serve on a committee.

Section 3. **Board Committee Powers and Procedures.** The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice and quorum and voting requirements of the board of directors shall apply to the executive committee and other committees of the board of directors and their members as well. Except as provided below, the executive committee shall have and may exercise the authority of the board of directors between meetings of the board of directors. Other committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors; provided, however, that no committee of the board of directors may:

- a. Authorize distributions;

b. Approve dissolution merger or the sale, pledge or transfer of all or substantially all of the Company's assets;

c. Elect, appoint or remove directors or fill vacancies on the board of directors or on any of its committees; or

d. Adopt, amend or repeal the Articles of Incorporation or Bylaws.

ARTICLE VII NONDISCRIMINATION

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

ARTICLE VIII OFFICERS

Section 1. **Titles.** The officers of the Company shall be the president and the secretary. The board of directors may also appoint a treasurer and other such officers as may be deemed necessary by the Company. The same individual may simultaneously hold more than one office in the Company.

Section 2. **Election.** The board of directors shall elect officers to serve a one-year term. An officer may be reelected without limitation on the number of terms of service.

Section 3. **Vacancy.** A vacancy of the office of president, secretary, or treasurer shall be filled not later than the first regular meeting of the board of directors following the vacancy.

Section 4. **President.** The president shall supervise, direct, and control the affairs of the Company, shall preside at all meetings of the board members, shall have responsibility for the general management of the Company and shall see that all orders and resolutions of the board of directors are carried into effect. The president shall have any of the powers and duties as may be prescribed by the board of directors.

Section 5. **Secretary.** The secretary shall have overall responsibility for all record keeping. The secretary/treasurer shall perform, or cause to be performed, the following duties: (i) official recording of the minutes of all proceedings of the board of directors meetings and actions, (ii) provision for notice of all meetings of the board of directors, and (iii) any other duties as may be prescribed by the board of directors.

Section 6. **Treasurer.** The treasurer shall have overall responsibility for all corporate funds. The secretary/treasurer shall perform, or cause to be performed, the following duties: (i) keeping of full and accurate accounts of all financial records of the Company, (ii) the

deposit of all moneys and other valuable effects in the name of and to the credit of the Company in such depositories as may be designated by the board of directors, (iii) the disbursement of all funds as authorized by the board of directors, (iv) making financial reports as to the financial condition of the Company to the board of directors, and (v) any other duties as may be prescribed by the board of directors.

Section 7. **Other Officers.** The board of directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable, including but not limited to an executive director. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the board of directors.

ARTICLE IX GENERAL PROVISIONS

Section 1. **Dissolution.** Dissolution is authorized if it is approved by a vote of three-fourths of the directors in office at the time. Notice of a meeting held for the purpose of dissolution must state that the purpose is to consider dissolution of the Company and contain a copy or summary of the plan of dissolution. Dissolution must comply with the dissolution provisions of the Articles of Incorporation.

Section 2. **Amendment of Bylaws.** These bylaws may be amended or repealed, and new bylaws adopted, by the board of directors at any meeting of the board by an affirmative vote of the majority of directors present, if a quorum is present. Before the adoption of the amendment, each board member shall be given at least two weeks' notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

Section 3. **Indemnification.** The Company will indemnify its officers and directors to the extent authorized by the board of directors and allowed by the Oregon Nonprofit Corporation Act and consistent with the Articles of Incorporation.

Section 4. **Checks, Drafts, Etc.** All checks, drafts and other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Company shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the board of directors.

Section 5. **Loans.** No loans shall be contracted on behalf of the Company and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 6. **Deposits.** All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies, or other depositories as the board of directors may select.

Section 7. **Severability.** Any determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

Section 8. **Execution of Documents.** The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Company. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the Company by any contract or engagement, to pledge its credit or to render it liable for any purpose or for any amount.

Section 9. **Fiscal Year.** The fiscal year of the Company shall begin on January 1 and shall end on December 31 each year.

Adopted: June 29, 2011.

Amended: February 21, 2013