

BYLAWS
OF THE
OFFICE FOR RESOURCE EFFICIENCY
Amended and Adopted on _8/9/2007_
(Date)

ARTICLE I

NAME AND OFFICES

1.1 **NAME** – The name of the Corporation is Office for Resource Efficiency.

1.2 **OFFICES** – The principal office and headquarters of the Corporation shall be in the State of Colorado. The Corporation may also have office at such other places as the Board of Directors may from time to time appoint as the purposes of the Corporation may require.

ARTICLE II

PURPOSE

2.1 **PURPOSE** - The Corporation is formed for charitable, scientific, literary and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any subsequent federal tax law (hereinafter referred to as the "Code"), and as more specifically described in the Corporation's Articles of Incorporation. The specific purpose of the Corporation is to promote resource efficiency and increased use of renewable energy.

ARTICLE III

MEMBERS

3.1 **MEMBERSHIP** - The Board of Directors may in its discretion establish categories of membership and may elect or appoint persons to membership status. The Board may, in its discretion, issue certificates of membership to those persons elected or appointed to membership status.

3.2 **RIGHTS OF MEMBERS** – Membership status shall be strictly honorary and therefore a member shall not have any voting rights or other interest in the management of the Corporation. Members shall not have any proprietary interest in the Corporation, and shall not be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation

except as may be otherwise provide in the Articles of Incorporation. Members may render such services on behalf of or for the Corporation as the Board of Directors may determine.

3.3 COMPENSATION AND EXPENSES – Members shall not receive any stated salary for their services as such, but the Board of Directors, by resolution, may contract for and pay for members rendering unusual or special services to the Corporation special compensation appropriate to the value of such services and reimburse members for reasonable travel expenses incurred on behalf of the Corporation.

ARTICLE IV

DIRECTORS

4.1 GENERAL POWERS – The business and affairs of the Corporation shall be managed by its Board of Directors.

4.2 NUMBER AND TERMS - The number of Directors of the Corporation shall be not less than seven (7) or more than fifteen (15). Directors shall be appointed to an unlimited number of two (2) year terms with approximately half of the terms expiring on December 31 of each year.

4.3 COMPOSITION AND REPRESENTATION – Approximately half of the Board shall be appointed representatives of ORE Partners, as defined in Board policy, and approximately half shall be community-based representatives. Consideration should be given to geographical balance between the upper and lower ends of the valley.

4.4 APPOINTMENT – When a vacancy occurs due to resignation, term expiration, or Board growth, Directors shall nominate prospective replacements. Discussion and a decision to extend an invitation shall be based on qualifications as determined by current Board needs. New and reappointed Directors shall be approved at the last Board meeting of each year.

4.5 REGULAR MEETINGS – Regular meetings of the Board of Directors shall be held every other month, at least six times a year in a variety of locations around the Valley. The first meeting of the year shall be designated as the Annual Meeting. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Colorado, for the holding of additional regular meetings without other notice than such resolution.

4.6 SPECIAL MEETINGS – Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

4.7 NOTICE - Notice of regular meetings shall be given at least fifteen (15) days prior thereto and notice of any special meeting shall be given at least five (5) days prior thereto.

Notice shall be given in writing delivered personally, or mailed to each Director at his/her business address, or by facsimile transmission or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, so addressed, with postage thereon prepaid. If notice be given by facsimile transmission, such notice shall be deemed to be delivered when confirmation of the transmission is received by the sender. If notice be given by email such notice shall be deemed legal when received by the recipient. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.8 QUORUM - A simple majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors. Once a quorum is reached at any given meeting, it is in place for the remainder of that meeting, regardless of Directors coming or going.

4.9 MANNER OF ACTING - The act of a simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.10 INFORMAL ACTION BY DIRECTORS - Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote of the Directors.

4.11 PARTICIPATION BY ELECTRONIC MEANS - Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. On special occasions, votes on a particular issue may be collected by e-mail.

4.12 VACANCIES - Any vacancy occurring in the Board of Directors or in a directorship to be filled by reason of an increase in the number of Directors, may be filled by the Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.13 RESIGNATION - Any Director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation of any Director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When one or more Directors shall resign from the Board, effective at a future date, a majority of the Directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the results of the vote thereon to take effect when such resignation or resignations shall become effective.

4.14 COMPENSATION - Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have powers in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation, defined by contract, appropriate to the value of such services and to reimburse Directors for reasonable travel expense incurred on behalf of the Corporation.

4.15 PRESUMPTION OF ASSENT - A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

4.16 COMMITTEES OF DIRECTORS - The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or such individual director by law.

ARTICLE V

OFFICERS

5.1 NUMBER - The officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Secretary and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors, by resolution, may create the offices of more Vice Presidents, Assistant Treasurers and Assistant Secretaries, all of whom shall be elected by the Board of Directors. Any two offices may simultaneously be held by the same person.

5.2 ELECTION AND TERM OF OFFICE - The officers of the Corporation shall be elected by the Board of Directors at the Annual meeting, for a term as specified by the Board, which may include successive terms. If the election of officers shall not be held at such meeting,

such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

5.3 REMOVAL - Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.4 VACANCIES - A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5.5 PRESIDENT - The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.6 THE VICE-PRESIDENTS - In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

5.7 THE TREASURER - If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall: (a) have charge and custody of and be responsible for all funds of the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and, (b) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

5.8 THE SECRETARY – The Secretary shall:

- a) Keep the Minutes of the Board of Directors’ meetings in one or more books provided for that purpose;

- b) See 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;
- d) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

5.9 ASSISTANT TREASURERS AND ASSISTANT SECRETARIES - The Assistant Treasurers shall, respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

5.10 SALARIES - The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation.

ARTICLE VI

STAFF

6.1 EXECUTIVE DIRECTOR - There shall be an Executive Director who shall function with the direction and consent of the President on behalf of the Board. The Executive Director shall be selected by the Board of Directors for a term to be set by the Board and may be paid financial compensation in a reasonable amount as determined by the Board. The Executive Director may be removed at any time by a majority vote of the Board, without prejudice to contract rights, if any. The Executive Director may not be a member of the Board of Directors.

6.2 RESPONSIBILITIES - Under the direction of the President of the Corporation, and subject to the policies of the Board of Directors, the Executive Director shall be responsible for the administration and coordination of all activities and programs of the Corporation. The Executive Director shall receive all correspondence addressed to the Corporation, shall keep all records of the Corporation, including financial, administrative, and historical data, and shall discharge such other duties as are assigned by the President or the Board. In addition, the Executive Director shall be the principal custodian of the funds and accounts of the Corporation, and is responsible for the collection of revenues, the payment of expenses and the keeping of reliable accounting records, which reasonably reflect the financial condition of the Corporation.

6.3 ASSISTANTS - The Executive Director, under the general guidance of the President and the Board of Directors of the Corporation, may recruit, train, employ, discharge and otherwise create a staff of assistants as may be required for the efficient performance of assigned duties, making such financial arrangements with such assistants as deemed appropriate within the available funds allocated to the function by the corporate budget, and subject to approval of the President.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

7.1 CONTRACTS - The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

7.2 LOANS - No loans shall be contracted on behalf of the Corporation and no evidences 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.

7.3 CHECKS, DRAFTS, ETC. - All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.4 DEPOSITS - All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII

ADVISORY COMMITTEES

8.1 NUMBER - The Board of Directors may appoint one or more advisory committees which shall have such powers and rights as may be designated by the Board. The members of any such committee shall serve at the pleasure of the Board of Directors. Such advisory committees shall advise and aid the officers of the Corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

8.2 COMPENSATION - The members of any advisory committee shall not receive any stated salary for their services as such but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of an advisory committee rendering unusual or exceptional services to the Corporation special compensation, defined by contract, appropriate to the value of such services.

ARTICLE IX

VOTING UPON SHARES OF OTHER CORPORATIONS

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE X

FISCAL YEAR

Unless otherwise determined by the Board of Directors, the fiscal year of the Corporation shall commence on January 1st, of each year and end on December 31st.

ARTICLE XI

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, officer, employee, committee member, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Any and all members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereby be amended.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the law under which this Corporation is organized, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any regular or special meeting of the Board of Directors at which a quorum is present, if at least five (5) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

CERTIFICATE

We, being all the Directors of the Office for Resource Efficiency, hereby certify that the foregoing Bylaws constitute the Bylaws of the Office for Resource Efficiency adopted and amended by the Board of Directors of the Corporation as of August 9, 2007.

Alison Gannett, President

Hap Channell, Vice-President

Chris Morgan, Treasurer

Vicki Shaw, Secretary