

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF THE
INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION, INC.**

[DATE]

11/7/2012

The directors present, in person or by conference telephone, at a properly called annual meeting of the Board of Directors of the **International Council on Clean Transportation, Inc.**, a Delaware nonprofit corporation (“**ICCT**”), held on [date], at which a quorum was present, having received or waived notice of the meeting, adopted the following recitals and resolutions, without objection:

Whereas, the Board of Directors of ICCT has determined that it is in the best interests of ICCT to adopt the following resolutions;

Now, therefore, be it:

Bylaws

Resolved: that the directors hereby adopt the ~~Second~~ Amended and Restated Bylaws of the International Council on Clean Transportation, Inc., in the form attached hereto as Exhibit A, as the Bylaws of ICCT;

General Authority

Resolved, further: that the directors hereby authorize and direct the officers of ICCT to execute such other documents and take such further actions as may be necessary or advisable to carry out the purposes of the foregoing resolutions, including the filing of a copy of these resolutions with the records of the meetings of the Board of Directors of ICCT.

, {Certification on next page.}

I hereby certify that the foregoing resolutions were duly adopted by the Board of Directors of the International Council on Clean Transportation, Inc., at a meeting of the Board held on 11/7/2012, 2012.

Date: 11/7/2012


Name: Kate Blumberg
Title: Secretary

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF THE
INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION, INC.**

**EXHIBIT A
SECOND AMENDED AND RESTATED BYLAWS
(See Attached.)**

SECOND AMENDED AND RESTATED

BYLAWS

OF

INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION INC.

ARTICLE 1: NAME

Section 1.1 Name of Corporation. The name of this Corporation is International Council on Clean Transportation Inc.

ARTICLE 2: OFFICES

Section 2.1 Registered Office. The address of the Corporation's registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware, 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

Section 2.2 Principal Office. The principal office for the transaction of the business of the Corporation shall be located in Washington, D.C. The Board of Directors (the "Board") may change the principal office from one location to another, and this Section shall be amended accordingly.

Section 2.3 Other Offices. The Board may at any time establish branch offices, either within or without the United States, to advance the proper purposes of the Corporation.

ARTICLE 3: OBJECTIVES AND PURPOSES

Section 3.1 Objectives and Purposes. This Corporation has been formed for charitable purposes, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable purposes described in its Certificate of Incorporation.

The specific charitable purpose of the corporation shall be to dramatically improve the environmental performance and efficiency of cars, trucks and transportation systems throughout the world in order to protect and improve public health and the environment, and to carry on any other charitable activities as determined by the Board of Directors.

ARTICLE 4: DEDICATION OF ASSETS

Section 4.1 Dedication of Assets. The properties and assets of the Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of

the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5: MEMBERS

Section 5.1 Classes of Members.

(a) The Corporation shall have the following classes of members:

- (i)** Director Class;
- (ii)** International Council Class;
- (iii)** Any other class of members established by the Board of Directors.

(b) Each class of members shall have the rights and duties specified in this Section 5.

Section 5.2 Director Class.

(a) The Director Class consists of the members of the Corporation's Board of Directors.

(b) The members of the Corporation's Board of Directors shall serve as the voting members of the Corporation.

(c) If any action is required by law to be taken by members of the Corporation, such action may be taken by the members of the Corporation's Board of Directors without any further formalities.

Section 5.3 International Council Class.

(a) The International Council Class shall be chosen by the Board of Directors consistent with the criteria established by the board.

(b) The members of the International Council Class shall serve as non-voting members of the Corporation, unless they are also members of the Director Class.

(c) The Board of Directors of the Corporation shall, from time to time, establish the criteria that the members of the International Council must satisfy in order to qualify for membership in the International Council Class.

(d) The Board of Directors shall have sole discretion to determine whether to admit to membership in the Corporation, or remove from membership in the Corporation, any member of the International Council.

Section 5.4 Additional Membership Classes. The Board of Directors may, from time to time, establish additional membership classes and admit to membership in the Corporation all those individuals or organizations that satisfy the criteria for membership established by the Board of Directors.

Section 5.5 Maintenance of Membership Lists. The Corporation shall maintain a list of the members constituting the International Council Class and a list of the members of such other membership classes as the Board of Directors may from time to time establish, a copy of which must be attached to these Bylaws as Schedule 5.5. The Executive Director or Secretary of the Corporation shall amend Schedule 5.5 from time to time to ensure that the membership list is accurate and up-to-date.

ARTICLE 6: DIRECTORS

Section 6.1 Powers.

(a) General Corporate Powers. The business and affairs of this Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

(b) Specific Powers. Without prejudice to its general powers, the Board shall have the power to:

- (i) Select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Certificate of Incorporation, and with these Bylaws; and fix their compensation, if any.
- (ii) Change the principal executive office or the principal business office from one location to another; cause the Corporation to be qualified to do business in any state, territory, dependency, or country, and conduct business within or outside Washington, D.C.; and designate any place within or outside Washington, D.C. for the holding of any meeting.
- (iii) Adopt, make, and use a corporate seal and alter the form of the seal.
- (iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 6.2 Number of Directors. The authorized number of Directors shall be not less than two (2) and not more than nine (9).

Section 6.3 Appointment and Term of Office of Directors.

(a) Current Board and Terms of Office. The current directors are those persons whose names are attached to these Bylaws as Exhibit A, each of whom shall serve for a term expiring on the date there indicated. Successor directors shall serve three (3) year terms, and until their respective successors are elected. Directors may serve any number of consecutive terms.

(b) Subsequent Elections. Directors shall be selected by a majority vote of the Board at each annual meeting, including the vote of any Director(s) whose term of office expires with such meeting.

(c) President and Executive Director as *Ex Officio* Member. The President and the Executive Director as titled in the organization shall each serve as an *ex officio*, voting member of the Board of Directors.

(d) Chair of the Board. The Chair of the Board shall be selected by a majority vote of the Board following the election of the Directors at the annual meeting.

Section 6.4 Vacancies.

(a) Events Causing Vacancy. A vacancy on the Board shall be deemed to exist at the occurrence of any of the following:

- (i) The death, resignation, or removal of any Director.
- (ii) The failure of the Board at any meeting of the Board at which any Director is to be elected to elect the Director to be elected at such meeting.
- (iii) The determination by the Board at the third consecutive Board meeting missed by a Director without excuse, or at the next following meeting (whether or not said Director is then present), that said Director's seat is vacant.
- (iv) Subject to Section 6.2, the determination by the Board that the number of Directors shall be increased.

(b) Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chair of the Board, the President, or the Secretary, unless the notice specifies a later time for the resignation to become effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Removal. A Director may be removed with or without cause by a majority vote of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and the potential removal are given as provided in Section 6.7(b).

(d) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director, or by a determination of vacancy as provided in Section 6.4(a)(iii) or (iv), shall be filled as provided in Section 6.3(b). The term of each Director elected to fill a vacancy shall expire upon the date his or her predecessor's term would have expired.

Section 6.5 Place of Meeting; Meeting by Telephone.

Regular meetings of the Board may be held at any place within or outside Washington, D.C. as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special

meetings of the Board shall be held at any place within or outside Washington, D.C. as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 6.5, a regular or special meeting of the Board may be held at any place consented to in writing by all Directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 6.6 Annual Meetings. The Board shall hold an annual meeting at a time and place designated by the Board for purposes of electing Directors, appointing Officers, designating committees, and transacting regular business. Notice of this meeting shall be by first-class mail postmarked not less than ten (10) nor more than forty (40) days in advance thereof or by notice delivered personally, by telephone, facsimile, or electronic mail at least four (4) days in advance, except that any Director may waive notice as provided in Section 6.7(c).

Section 6.7 Special Meetings.

(a) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the President or any two (2) Directors.

(b) Notice. Notice of any special meeting of the Board shall be given to all Directors either by first-class mail at least four (4) days in advance or by notice delivered personally, by telephone, facsimile, or electronic mail at least forty-eight (48) hours in advance, except that such notice may be waived by any Director as set forth in paragraph (c) below.

(c) Waiver of Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporation's records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 6.8 Quorum. A majority of the Board shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.9. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for meeting.

Section 6.9 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 6.10 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four

(24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth under Section 6.7(c).

Section 6.11 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 6.12 Compensation of Directors. Directors and members of committees may receive such compensation and/or reimbursement of expenses as may be determined by resolution of the Board to be just and reasonable.

ARTICLE 7: COMMITTEES

Section 7.1 Committees of Directors. The Board may designate one or more committees consisting of two or more Directors to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) Fill vacancies on the Board or on any committee;
- (b) Amend or repeal the Certificate of Incorporation or Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board;
- (d) Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest; or
- (e) Designate any other committees of the Board or appoint the members of any committee.

Section 7.2 Meeting and Action of Committees. The Board may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

Section 7.3 Executive Committee. The Board may appoint two (2) or more Directors and the Chair of the Board of the Corporation to serve as the Executive Committee of the Board. The Chair of the Board shall serve as chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 7.1.

Section 7.4 Board of Advisors. The Board may create a Board of Advisors for the Corporation and select its members in any manner it deems appropriate. Members of the Board of Advisors need not be Directors. The Board of Advisors shall advise the Board on policy matters pertaining to the advancement of the purposes of the Corporation. The Corporation may refer to members of the Board of Advisors as “Honorary Directors” or “Honorary Trustees,” but members shall not have any of the duties, responsibilities, or authority of Directors.

ARTICLE 8: OFFICERS

Section 8.1 Officers. The Corporation shall have the following officers: President, Executive Director, Secretary, and Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 8.3. Officers need not be Directors.

Section 8.2 Election of Officers. The Officers of the Corporation, except those appointed in accordance with the provisions of Section 8.3, shall be chosen by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment.

Section 8.3 Subordinate Officers. The Board may appoint, and may authorize the President or any other Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board.

Section 8.4 Removal of Officers. Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal has been conferred by the Board.

Section 8.5 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Board, to the President, or to the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 8.6 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

Section 8.7 Responsibilities of Officers.

(a) President. The President shall be responsible to the Board, shall see that the Board is advised on all significant matters of the Corporation’s business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Certificate of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing

any personnel policies adopted by the Board. If there is no President, the Board may designate an interim President until a new President is appointed.

(b) Executive Director. The Executive Director shall be responsible for managing the Organization's staff and day-to-day operations. He or she will work with the Board in implementing the Board's strategic vision for the Corporation. He will also oversee outreach efforts, ensure that program services are provided and resources are expended in a manner consistent with the goals of the Corporation, that accounting procedures are implemented so contributions received and resources expended are properly reported and that sources of funding are identified and solicited to ensure the Corporation has sufficient funds to provide future program services. If there is no Executive Director, the Board may designate an interim Executive Director until a new Executive Director is appointed.

(c) Secretary. The Secretary shall attend to the following:

(i) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(d) Treasurer. The Treasurer shall be the chief financial officer of the Corporation, and shall attend to the following:

(i) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse funds of the Corporation as may be ordered by the Board; shall render to the President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(iii) **Bond.** If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all

its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

ARTICLE 9: RECORDS AND REPORTS

Section 9.1 Maintenance of Certificate of Incorporation and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of the Certificate of Incorporation and Bylaws as amended to date.

Section 9.2 Maintenance of Other Corporate Records. The accounting books, records, and minutes of the proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 9.3 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 9.4 Annual Statement of Indemnifications. As part of the annual report to all Directors, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, prepare and mail or deliver to each Director a statement of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Director of the Corporation pursuant to Article 10 hereof, unless such indemnification has already been approved by the Board.

ARTICLE 10: CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 10.1 Contracts with Directors and Officers.

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by the disinterested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit,

and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

Section 10.2 Loans to Directors and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 11: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 11.1 Right to Indemnification. This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the applicable law.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 11.2 Insurance. This Corporation shall have the power to, and shall use its best efforts to, purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 11.1 of these Bylaws.

ARTICLE 12: FISCAL YEAR

Section 12.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

ARTICLE 13: CONSTRUCTION AND DEFINITIONS; MEMBERS

Section 13.1 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Delaware General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

Section 13.2 Members. This Corporation shall not have voting members. The Board may, in its discretion, admit individuals to one or more classes of nonvoting members with such rights and obligations as it deems appropriate.

ARTICLE 14: AMENDMENTS

Section 14.1 Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board. The full text of any proposed Bylaw amendment shall be furnished to the Board with the notice of the meeting at which such proposed amendment is to be considered. Notice of any meeting at which adoption, amendment, or repeal of any Bylaw is to be considered shall be by first-class mail at least ten (10) days in advance of such meeting, or personally, by telephone, facsimile, or electronic mail at least four (4) days in advance.

ARTICLE 15: PRIVATE FOUNDATION RESTRICTIONS

Section 15.1 With respect to any taxable year or years of the Corporation during which it is a private foundation as defined in Section 509 of the Internal Revenue Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code, and the Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, (iii) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 16: ELECTRONIC TRANSMISSION


Section 16.1 Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written", and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions *from* the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions *to* the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of International Council on Clean Transportation Inc., a Delaware non-stock, nonprofit corporation (the "Corporation"), do hereby certify:

That the foregoing Second Amended and Restated Bylaws were adopted as the Bylaws of the Corporation by the Board of Directors of the Corporation on Nov 7, 2012 and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have here subscribed my name this 7 day of November, 2012.



[Name], Secretary
Kate Blumberg, Secretary

SCHEDULE 5.5

COUNCIL OF PARTICIPANTS
MEMBERSHIP CLASS LIST

[SEE DRAFT LIST ATTACHED]

EXHIBIT A

<u>Name</u>	<u>Term Expires Annual Meeting</u>
Dan Greenbaum (Chair)*	2014
Charlotte Pera	2014
Leonora Rojas	2015
Michael Wang	2015
Charlie McElwee	2015
Alan Lloyd	Ex Officio
Drew Kodjak	Ex Officio

*Dan Greenbaum elected chair by unanimous vote of the board on October 10, 2012 to replace a vacancy left by Michael Walsh's retirement.

Draft placeholder list of inaugural International Council as of 10/29

Based on Kerala attendees, to be expanded to include additional members:

1. Leonora Rojas BRACHO *Director General, Research on Urban, Regional and Global Pollution, Mexico*
2. Thomas CACKETTE *Chief Deputy Executive Officer, California Air Resources Board, USA*
3. Krishan DHAWAN *Chief Executive Officer, SHAKTI Sustainable Energy Foundation, India*
4. Vadim DONCHENKO *Scientific Director, Scientific and Research Institute of Motor Transport (NIIAT), Russia*
5. Axel FRIEDRICH *Former Head of the Environment, Transport, and Noise Division of the Federal Environmental Agency*
6. Dan GREENBAUM *President, Health Effects Institute & Chairman of the ICCT Board of Directors, USA*
7. Kebin HE *Professor of Environmental Science & Engineering and Director of International Cooperation and Exchange, Tsinghua University, China*
8. Youngil JEONG *Director, Korea Institute of Machinery and Materials(KIMM), Daejeon, Korea*
9. Yuefu JIN *Deputy Chief Engineer & Research Fellow Senior Engineer of Auto Standardization Research Institute, China Automotive Technology And Research Center (CATARC), China*
10. Rob de JONG *Head of Unit, United Nations Environment Programme*
11. Kunsheng LI *Department Director, Beijing Municipal Environmental Protection Bureau, China*
12. Charlie MCELWEE *Vice President, Programs, ClimateWorks Foundation, USA*
13. Patricia MONAHAN *Transportation Program Director, the Energy Foundation, USA*
14. Philip OWEN *Head of Unit Transport and Ozone, DG Climate Action, European Commission*
15. Charlotte PERA *Chief Executive Officer, ClimateWorks Foundation, USA*
16. Joe RYAN *Vice President, Latin America and Program Officer, Transportation, ClimateWorks Foundation, USA*
17. Anumita ROYCHOWDHURY *Associate Director of Research & Advocacy, Center for Science and Environment, India*
18. Bruno SOARES *Project Specialist, Brazilian Agency for Industrial Development*
19. Sanjivi SUNDAR *Distinguished Fellow and Professor, TERI, India*
20. Dagang TANG *Adjunct Professor, Beijing Institute of Technology & Director, Vehicle Emission Control Center, Ministry of Environmental Protection, China*
21. Michael WANG *Senior Scientist of Energy Systems Division, Argonne National Laboratory, USA*
22. Catherine WITHERSPOON *Consultant, ClimateWorks Foundation, USA*