

June 20, 2014

AMENDED
BYLAWS
OF
NORTHERN ILLINOIS MUNICIPAL POWER AGENCY

PREAMBLE

These Bylaws are adopted by the Board of Directors of the Northern Illinois Municipal Power Agency (NIMPA or Agency) pursuant to Article VI of the Agency Agreement Establishing the Northern Illinois Municipal Power Agency (Agency Agreement) to govern the conduct of business of NIMPA. These Bylaws may be supplemented by duly adopted rules and regulations of NIMPA. These Bylaws and any rules and regulations of NIMPA shall be subordinate to the Agency Agreement and the provisions of Illinois law governing NIMPA and its conduct.

ARTICLE I. MEMBERSHIP

Section 1.1. The membership of NIMPA shall consist of all municipalities which are parties to the Agency Agreement on file with the register of deeds of the county where the principal office of the Agency is located and the Illinois Secretary of State.

Section 1.2. Municipalities which desire to join NIMPA shall file with the Secretary of NIMPA an application for membership which shall consist of:

- a. An unqualified agreement to be bound by the terms and conditions of the Agency Agreement as a party. Such agreement shall be in a form provided by NIMPA and shall be executed by the mayor, village board president or other presiding officer of the applicant.
- b. A certified copy of an acceptable ordinance of the governing body of the applicant municipality authorizing execution of the Agency Agreement and setting forth such matters as are necessary for compliance with Section 4.2 of the Agency Agreement.

The Secretary shall present all applications for membership on file with him to the Board of Directors at the next meeting of the Board, provided that any such application which has not been received in time for inclusion in the agenda of such meeting may be held over to the next subsequent meeting of the Board.

The Board of Directors shall act upon each application by accepting the application, attaching conditions to acceptance of the application pursuant to Article Ten

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of the Agency Agreement or denying the application. If the Board decides to attach conditions to acceptance of the application, the conditions shall be provided to the applicant in writing with an explanation. If the applicant agrees to the conditions imposed, it shall file with the Secretary of NIMPA a copy of the conditions executed on its behalf by its presiding officer and clerk, together with a certified resolution of its governing body authorizing such execution.

Upon acceptance of any membership application by the Board or the filing with the Secretary of a duly executed acceptance of all conditions attached to such application by the Board, the Secretary of NIMPA shall promptly prepare and file with the recorder of deeds in the county where the principal office of the Agency is located an amendment to the Agency Agreement making the applicant a party to the Agency Agreement.

ARTICLE II. BOARD OF DIRECTORS

Section 2.1. Each member of NIMPA shall appoint a Director to sit on the Board of Directors of NIMPA. By October of each year the Secretary shall publish a list of the Directors and Alternates of the members. The Director and Alternate designated in such list shall be the official Director or Alternate of the member until such time as the Secretary of NIMPA receives a properly authorized notice in writing from the member changing such Director or Alternate.

Section 2.2. A member may replace its Director or Alternate at any time by written notice filed with the Secretary of NIMPA. The notice shall be given by the person or entity authorized to give such notice in the ordinance of the member on file with NIMPA authorizing execution of the Agency Agreement. In the absence of an appropriate designation in such ordinance, the notice must be signed by the presiding officer or clerk of the member. NIMPA shall be entitled to rely upon any notice which appears valid on its face. The replacement Director or Alternate named in such notice shall be entitled to vote on behalf of the member from the time of receipt of the notice by the Secretary until further notice by the member. Removal of a Board member for malfeasance, misfeasance or nonfeasance in office under Section 6.3 of the Agency Agreement may occur only after a hearing before the other members of the full board is held in closed session.

Section 2.3. An Alternate shall be entitled to vote on behalf of a member at any meeting of the Board of Directors at which the Director is not present. Alternates shall not be permitted to act on behalf of a Director as an officer of NIMPA or on any committee.

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Section 2.4. Proxies shall not be permitted at meetings of the Board. To vote a member must be represented by its Director or Alternate.

Section 2.5. The Board of Directors shall hold an annual meeting each year between September 15 and November 15, at such time and place as shall be designated in the Notice of Meeting, to set the annual budget and to take any other action deemed appropriate by the Board. Regular meetings shall take place on a monthly or bi-monthly basis, to be scheduled at the annual meeting.

Section 2.6. Special meetings of the Board of Directors may be called for any purpose upon written request to the President or Secretary to call such meeting. Such officer shall give notice of the special meeting to be held not less than ten (10) days and not more than sixty (60) days after receipt of such request, and shall provide an agenda along with such notice.

Section 2.7. Except as provided elsewhere in this Section, notice of all regular meetings of the Board of Directors shall be mailed or emailed to all Directors and/or Alternates at least 48 hours in advance of the meeting. Notice shall be deemed given on mailing or emailing and mailing or emailing to the Director and/or Alternate designated on the official records of NIMPA shall constitute official notice, whether or not such notice is actually received. Whenever in the judgment of the President of the Agency circumstances require prompt action or consideration of a matter by the Board, the President may direct the Secretary to call a special meeting, in which case notice shall be given by telephone or otherwise at least 24 hours prior to such meeting. If a Director or his Alternate cannot be reached, an attempt shall be made to give notice to the presiding officer or clerk of the member. The notice of each meeting of the Board of Directors shall contain the place, date, hour and purpose of the meeting.

Section 2.8. The presence of a majority of the total number of Directors or Alternates of NIMPA shall constitute a quorum for purposes of any meeting of the Board and the majority requirement for any vote shall be measured on the basis of the actual number of Directors.

Section 2.9. The President of the Board of Directors of NIMPA shall preside over meetings of the Board.

Section 2.10. As provided in Section 6.11 of the Agency Agreement, all meetings of the Board shall be held in compliance with the provisions of the Open Meetings Act, 5 ILCS 120/1.01, as amended, and Robert's Rules of Procedure.

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ARTICLE III. OFFICERS

Section 3.1. The officers of NIMPA shall consist of a President, Vice-President, a Secretary-Treasurer and such other officers as the Board of Directors may designate. If a full-time Chief Executive Officer is employed by NIMPA, he or she shall be deemed automatically an officer of NIMPA. The officers shall have the powers and duties set forth in Article Eight of the Agency Agreement and such other powers and duties as are set forth in these Bylaws or are assigned to them by the Board of Directors.

Section 3.2. The initial officers of NIMPA shall serve until the 2004 annual meeting. Thereafter, all elected officers shall serve for a term of one year. If any elected office becomes vacant, it shall be filled by a special election at the next meeting of the Board convenient for that purpose. The President may appoint a person to hold the vacant office until the special election. An officer elected at a special election shall serve for the unexpired term of the person who has vacated the office.

Section 3.3. Nominations for election to an office need not be seconded, but may be made only by Directors. At any election in which there are more than two candidates, if no candidate receives a majority vote on the first ballot, a second ballot shall be held between the candidates with the two highest vote totals on the first ballot. If necessary because of more than two candidates on the second ballot, additional ballots using the same procedure will be held until one candidate receives a majority of the votes.

ARTICLE IV. PROJECT COMMITTEES

Section 4.1. For each project on which some but not all of the members of NIMPA desire to participate, a Project Committee shall be formed by a resolution of the Board of Directors. Every member participating in the project shall be represented on the Project Committee. The member may be represented by its Director, alternate or other designated person on a project committee.

Section 4.2. Unless otherwise agreed in writing by Project Committee members, the Project Committee is to assign votes to Committee members based on the relative contribution to the project, as set forth in Article Seven of the Agency Agreement. Any disputes over the assignment of votes will be settled by the NIMPA Board.

Section 4.3. Each Project Committee shall elect its own officers and establish its own rules of operation. The Project Committee shall designate one or more members to send written notice of all meetings and to assure compliance with open meeting law requirements.

Section 4.4. If not otherwise determined by the resolution of the Board

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establishing a Project Committee or the rules established by the Project Committee itself, the Project Committee shall follow the Agency Agreement or Bylaws of NIMPA.

Section 4.5. The Project Committee shall formally vote to approve any project and shall forward a proposal for such project to the Board for its approval or disapproval under Section 7.3 of the Agency Agreement. Such proposal shall provide detailed information to the Board with respect to the project, the relative contributions of the participating members, and the contracts or other arrangements necessary to carry out the project.

ARTICLE V. MISCELLANEOUS

Section 5.1. The Secretary of NIMPA shall take care that notice of all meetings of the Board of Directors, and of any committee of the Board or of NIMPA, is given in compliance with the open meeting law. Any such meeting or attendance by one or more Directors at such meeting may be held by telephone conference call, during which telephone conference call, voting may occur.

Section 5.2. Any Director or Alternate may waive, in writing, any notice of a meeting required to be given by these Bylaws. Attendance at a meeting by a Director or Alternate shall constitute a waiver by the Director or Alternate of notice to the meeting, except where such attendance is for the express purpose of objecting that the meeting has not been lawfully called and convened.

Section 5.3. Any meeting of the Board of Directors, a Project Committee or any other committee of NIMPA or the Board may be adjourned and continued at a specific time without further notice other than such notice as shall be given upon adjournment and as may be required by law.

Section 5.4. All checks, drafts or other orders for the payment of money, bonds or other evidences of indebtedness shall be signed by one or more officers, agents or employees of NIMPA, and in such manner, as the Board of Directors may authorize by resolution.

Section 5.5. The President shall have the power to appoint special committees of the Board of Directors and NIMPA as he deems necessary and appropriate for conduct of NIMPA's business. All such committees shall be subject to the guidance of the Board.

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Section 5.6. Indemnification of Officers, Directors and Employees.

Any person made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director, officer, employee or agent of the Agency or of any corporation which he or she served at the request of the Agency, shall be indemnified by the Agency against reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with said action, suit or proceeding including any appeal therein, except in relation to matter as to which it shall be adjudged in such action, suit or proceeding that such Director, officer, employee or agent was not acting in good faith and in the reasonable belief that his or her action was in the best interest of the Agency. The term "expenses" includes amounts paid in the satisfaction of judgments or in settlement of any action, suit or proceeding other than the amounts paid to the Agency itself. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, officer, employee or agent may be entitled apart from this Bylaw. Any amount payable by way of indemnity hereunder shall be determined and aid pursuant to resolution of the Board.

Section 5.7. These Bylaws may be amended by a two-third's majority vote of the Board of Directors at any special or regular meeting of the Board, provided that written notice of the substance of the proposed amendment has been mailed to all Directors at least seven days in advance of the meeting at which action is taken on the amendment.

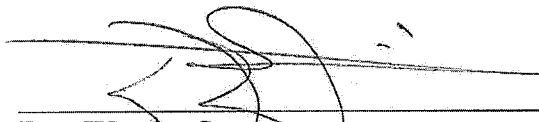
Section 5.8. By action of the Board, NIMPA may become a member, associate, stockholder or equity holder of any organization, corporation or association related to the purposes of NIMPA.

Section 5.9. Any Member may withdraw from the Agency in accordance with Section 11.3 of the Agency Agreement.

Adopted: June 28, 2004.

Amended: June 21, 2006

Amended: June 20, 2014



Dan Westin, Secretary
Northern Illinois Municipal Power Agency