

**BYLAWS OF
TURBINE INLET COOLING ASSOCIATION**
(Revised June 21, 2002)

ARTICLE I
Principal Office

Section 1 The principal office of the Corporation shall be designated by the Board of Directors, and its location printed in the Corporation's official publication.

ARTICLE II
Members Meetings

Section 1 An annual meeting of the association members shall be held on a date, time and location selected by the Board of Directors, and announced to the Members prior to the first day of July of the same year.

Section 2 Special meetings of the Members may be called at any time by the Board of Directors. The meeting's date, time and location will be selected by the Board of Directors. Notices shall be sent to all members not less than thirty days prior to the meeting's, stating the date, time and location, and business proposed for the meeting.

Section 3 The rules contained in Robert's Rules of Order Revised shall, so far as applicable, govern all meetings of the Members unless inconsistent with the Articles of Incorporation or these Bylaws.

Section 4 The right to vote shall be limited to all dues-paying Members of the Association, in good standing. Each such Member shall be entitled to one vote which, except as otherwise provided herein, shall be cast in person by the Member's representative or, with written authorization from the Member, by proxy.

Section 5 At all Member meetings, the majority of the votes cast shall decide all questions and/or issues unless otherwise provided in the Articles of Incorporation or these Bylaws.

Section 6 At all Member meetings, a quorum shall consist of thirty percent (30%) of all Members entitled to vote

Section 7 At the opening of each meeting of the Association, the Anti-Trust Statement shall be read.

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ARTICLE III Officers and Management

Section 1 The Board of Directors of the Corporation shall consist of no fewer than eleven (11) Members and no more than twenty-one (21) Members. All Directors shall be full dues-paying members of the Association in good standing. The Officers of the Corporation shall also be Directors and shall be counted as part of the total Board of Directors members.

Section 2 Initially, members of the Board of Directors shall serve for a term of one year. The Officers and Directors shall serve without compensation. At the conclusion of the 2002 TICA Annual Membership Meeting, the term of the directors will be staggered and gradually increase to three years as shown in Section 7 of Article VI.

Section 3 The Officers of the Corporation shall be the Chairman and the Vice Chairman of the Board of Directors, the President, the Vice President, the Secretary, and the Treasurer of the Association. All shall be full dues-paying Members of the Association, in good standing. All officers shall be elected for a term of one year and may be elected to successive terms without limit.

Section 4 There shall be an Executive Committee within the structure of the Board of Directors and it shall be composed of the Officers of the Corporation and the Immediate Past Chairman.

Section 5 The President shall provide the day-to-day management of the Association at the direction of the Executive Committee.

Section 6 The Board of Directors may designate that the editor of the Association's magazine may also serve as an ex-officio, non-voting member of the Board of Directors.

ARTICLE IV Meetings and Powers of Board of Directors

Section 1 The Board of Directors shall have full authority to supervise the conduct of all business of the Corporation; manage all property of the Corporation, and supervise the collection, disbursement and investment of all funds of the Corporation, subject to the any limitations imposed by statute or by the Articles of Incorporation or by these Bylaws. The Board of Directors may choose to delegate this authority to the President.

Section 2 The Board of Directors shall hold at least two (2) meetings each

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year; one after the adjournment of the annual meeting of the Corporation but prior to March 31 of the following year., and another before the next annual meeting.. At the latter meeting, the Board of Directors shall receive the report of the Treasurer; and of the auditor, whose selection shall be approved by the Board of Directors. The Chairman of the Board shall select the date, time and location of such meetings, and notice thereof shall be given to each member of the Board by the President at least fifteen (15) days in advance of the meeting. Other meetings may be held at any time or place upon call of the Chairman of the Board, Vice Chairman, President, and Vice President. Written notice of all special meetings of the Board of Directors specifying the date, time and location shall be given to each director at least two (2) days prior to the date named for the meeting, either personally or by sending a copy thereof by mail, e-mail or facsimile, to the addresses appearing on the books of the Corporation or supplied by the Board of Director member to the Corporation for the purpose of such notice.

Section 3 A majority of the Board of Directors as then constituted shall be a quorum of the Board of Directors for the transaction of business. If a quorum is not present at any meeting, a majority of the Members present may adjourn to any date, time and location they may decide when and where a quorum shall be present. When a meeting of Directors is adjourned, it shall not be necessary to give any notice of the adjournment meeting other than by announcement at the meeting at which such adjournment is taken.

Section 4 At all meetings of the Board of Directors, a quorum being present, a majority of the votes cast shall decide all questions an/or issues except as otherwise provided by the Articles of Incorporation or these Bylaws.

Section 5 Vacancies on the Board of Directors and newly created directorships resulting from any increase in the authorized number of Directors shall be filed by a majority of the remaining members of the Board of Directors, though less than a quorum, and nominations may be received from the Executive Committee for such purpose. Each person elected to fill a Board of Directors vacancy shall serve the entire unexpired term of the Director who created the vacancy by resignation or otherwise. Directors elected by the Board of Directors as the result of an increase in the authorized number of Directors shall stand for re-election by the Members of the Corporation at the next annual meeting for the appropriate period of time as determined by the Nominating Committee.

Section 6 Meetings of the Board of Directors may be held at such dates, times and locations as a majority of the Directors may from time to time direct.

ARTICLE V Meetings and General Powers of Executive Committee, Standing Committees and Forums

Section 1 The Executive Committee, Standing Committees, and Forums shall meet when required, and shall perform those duties that are deemed expedient or appropriate; provided, however, that such committees or forums shall have no power or authority to make financial commitments for the Corporation, to fill vacancies in the Board of Directors, to adopt, amend, or repeal Bylaws, to amend or repeal any resolution of the Board of Directors or to act on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board of Directors. Such committees and forums shall report all actions to, and request the approval of the Board of Directors.

Section 2 Each Standing Committee shall consist of one or more of the directors of the Corporation and such non-directors as the Board of Directors or Committee Chair shall appoint. The Board of Directors may designate one or more directors as alternate members of any standing committee, who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of any Member of such committee or committees, the Member or Members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified Member.

ARTICLE VI

Election of Officers & Directors

Section I The Chairman shall, prior to July 31 of each year, appoint a Nominating Committee of three. This group shall consist of the Past Chairman and/or Board of Directors members; preferably representing each membership category.

Section 2 The Nominating Committee shall propose a Member in good standing as a candidate for each of the offices, and shall propose Members in good standing as candidates for Directors.

Section 3 Following approval by the Board of Directors, the report of the Nominating Committee shall be filed with the President, who shall notify all Members who are entitled to vote of the Committee's nominations at least thirty (30) days prior to the annual meeting. Additional nominations of Members as candidates or Officers and Directors may also be made, prior to the election of Officers, at the annual meeting by Members entitled to vote.

Section 4 The election of Officers and Directors shall be held during the annual meeting of the Corporation. The candidate for each Officer or Director position receiving the highest number of votes shall be declared elected to such

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position for the ensuing term as provided herein.

Section 5 Officers and Directors shall be installed in their offices and shall assume their respective duties at the last session of the annual meeting at which they are elected. They shall serve until their successors are elected and qualified.

Section 6 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 will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The Board of Directors shall have power to fill any vacancies in any office occurring in any manner.

Section 7 The fifteen Directors who begin their service at the conclusion of the 2002 TICA Annual Membership Meeting will have staggered terms. The fifteen directors will be divided into three equal groups. The service term of one group will be one year, second group will be two years and the third group will be three years. In all subsequent years, new directors will be elected for three-year terms to fill the positions of the out going directors.

ARTICLE VII Chairman

Section 1 The Chairman of the Board shall preside at all meetings of the Corporation, Executive Committee and of the Board of Directors at which the Chairman is present; and the Chairman shall perform such other duties as usually pertain to the office or as may be required by the Board of Directors.

Section 2 At the annual meeting of the Corporation, the Chairman shall present a clear and concise report of the affairs of the Corporation on behalf of the Board of Directors.

ARTICLE VIII Vice Chairman

Section 1 In case of the absence or incapacitation of the Chairman of the Board, the Vice Chairman shall have the powers and perform the duties of the Chairman of the Board.

Section 2 In addition to duties assigned in Section 1, prior to each annual meeting the Vice Chairman shall review the organization and committee structure, Articles of Incorporation and Bylaws and make recommendations to the Board of

Directors for proper revisions.

Section 3 In addition to the duties assigned in Section 1 and 2 the Vice Chairman shall oversee the activities of one or more committees as designated by the Board of Directors.

ARTICLE IX
President

Section 1 The President shall have charge of and be responsible for the general and active management of the business of the Corporation. the President shall sign all contracts of the Corporation, and such other papers as the President shall be instructed to sign by the Board of Directors.

ARTICLE X
Vice President

Section 1 In case of the absence or incapacitation of the President, the Vice President shall have the powers of the President and perform the duties of the President.

Section 2 In addition to the duties assigned in Section 1 the Vice President shall oversee the activities of the Secretary, the Treasurer, and assume the responsibilities of other activities as assigned by the President.

ARTICLE XI
Secretary

Section 1 The Secretary, under the supervision and direction of the President and Vice President, shall ensure that Officers, Directors and Members are notified of meetings and other matters as required by the Articles of Incorporation and these Bylaws; shall ensure that the Minutes of the Meetings of the Corporation and of the Board of Directors are recorded in books suitable for that purpose; and shall make such reports and perform such other duties as may be required by the President and the Vice President.

Section 2 In case of the absence of the Secretary from any meeting of the Corporation or the Board of Directors, a Secretary Pro Tem shall be appointed by the Chairman of the Board or the next highest-ranking officer present at the meeting.

ARTICLE XII

Treasurer

Section 1 The Treasurer, under the supervision and direction of the President or Vice President, shall oversee the collection and custody of all funds of the Corporation, which shall be deposited in the name and to the credit of the Corporation in such depository as the Board of Directors shall designate; shall co-sign all checks of the Corporation which are for amounts greater than \$2000; shall review all receipts and disbursements of the Corporation; and shall make such reports and perform such other duties as may be required by the President and the Vice President.

Section 2 In case of the absence of the Treasurer from any meeting of the Corporation, a Treasurer Pro Tem shall be appointed by the Chairman of the Board or the next highest- ranking Officer presiding the meeting.

ARTICLE XIII

Committees and Forums

Section 1 Each year the Chairman of the Board, with input from the President and the concurrence of the Board of Directors, shall develop the organizational structure, define the committees, and appoint the appropriate chairs for the year. This shall be accomplished not later than the first Board of Directors meeting following the annual conference.

ARTICLE XIV

Membership Classifications

Section 1 The Corporation shall have two (2) major categories of full dues-paying Members. Those categories are Owner/Operators of Power Plant Facilities and Suppliers of Goods or Services to the Power Generation Industry.

Section 2 The membership categories of the Corporation may be further defined from time to time by the Board of Directors. In addition to full dues-paying Members, such definition may provide for individuals not affiliated with a full dues-paying Member to become personal Members with such rights and obligations as the Board of Directors may establish.

Section 3 The Owner/Operator category of membership includes entities engaged in electric power generation service and the management of systems that provide such services. Such Members may be companies, co-operative associations, limited partnerships, partnerships, sole proprietorships, individuals

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and institutions, (including, but not limited to units of Federal, State and Local Government) all of whom pay full dues to the Corporation as determined by the Board of Directors.

Section 4 The suppliers of goods or services to the power generation industry category of membership shall include companies that supply equipment, material or other goods or services to the power generation industry, all of whom pay full dues to the Corporation as determined by the Board of Directors.

Section 5 Designated representatives of full dues-paying Members shall be considered organizational members.

Section 7 The Board of Directors may, from time to time, by resolution create a category of non-voting or sustaining members. Such non-voting members shall not vote as a member in the affairs of the Corporation and the named delegate of such member may not stand for the Board of Directors or any office of the Corporation.

ARTICLE XV

Establishment and Payment of Dues

Section 1 At any meeting of the Board of Directors, a quorum being present, two-thirds of the votes cast shall decide all questions regarding dues to be assessed to the several classes of membership, as they may exist from time to time.

Section 2 Dues of Members shall be due on January 1 of each year, or 30 days after invoice, whichever is later.

ARTICLE XVI

Retirements, Transfers or Suspensions of Members

Section 1 Any Member may resign from membership by giving written notice to the President.

Section 2 Any Member whose dues for the current Corporation year remain unpaid as of January 31 shall be notified by mail that failure to pay said dues within thirty (30) days will result in being suspended from membership in the Corporation. Suspended Members may be re-instated only by payment of dues.

ARTICLE XVII

Publications

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Section 1 The Corporation shall issue at regular intervals a membership newsletter, an industry magazine, and a report of Proceedings of each annual meeting. Other publications necessary to record and report the progress made in the industry, and to furnish the Members with useful information, may be issued from time to time. All such publications shall be subject to the approval of the Board of Directors as to scope, policy and cost.

Section 2 The annual subscription price of the Corporation magazine, *Turbine Inlet Cooling*, shall be set by the Board of Directors, and shall be included in the annual dues.

ARTICLE XVIII

Waiver of Notice, Action Without Meeting and Meetings by Conference Telephone

Section 1 Whenever any written notice is required to be given pursuant to Law 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. Except in the case of a special meeting of Members, neither the business to be transacted at nor the meeting need to be specified in the waiver of notice of such meeting. The attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 2 One or more Directors or Members may participate in a meeting of the Members, the Board of Directors, or a Committee authorized by these Bylaws by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other.

ARTICLE XIX

Amendments

Section 1 These Bylaws may be altered or amended by a simple majority of votes of the entire Board of Directors at any regular or special meeting duly convened after notice of that purpose, subject to the powers of the members to change such action.