

ARTICLE IV

OFFICERS

Section 4.1 Generally.

The officers of the Corporation shall consist of a Chief Executive Officer, one or more Vice Presidents, a Secretary, a Chief Financial Officer and such other officers as may from time to time be appointed by the Board of Directors. Officers shall be elected by the Board of Directors, which shall consider that subject at its first meeting after every annual meeting of stockholders. Each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any number of offices may be held by the same person.

Section 4.2 Chief Executive Officer.

The Chief Executive Officer shall be the chief executive officer of the Corporation. Subject to the provisions of these By-laws and to the direction of the Board of Directors, he or she shall have the responsibility for the general management and control of the business and affairs of the Corporation and shall perform all duties and have all powers which are commonly incident to the office of chief executive or which are delegated to him or her by the Board of Directors. He or she shall have power to sign all stock certificates, contracts and other instruments of the Corporation which are authorized and shall have general supervision and direction of all of the other officers, employees and agents of the Corporation.

Section 4.3 Vice President.

Each Vice President shall have such powers and duties as may be delegated to him or her by the Board of Directors. One (1) Vice President shall be designated by the Board to perform the duties and exercise the powers of the Chief Executive Officer in the event of the Chief Executive Officer's absence or disability.

Section 4.4 Chief Financial Officer.

The Chief Financial Officer shall have the responsibility for maintaining the financial records of the Corporation. He or she shall make such disbursements of the funds of the Corporation as are authorized and shall render from time to time an account of all such transactions and of the financial condition of the Corporation. The Chief Financial Officer shall also perform such other duties as the Board of Directors may from time to time prescribe.



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FACSIMILE TRANSMITTAL SHEET

TO: JIM HUME

FROM: JOHN GONZALES

**COMPANY: CITY OF FORT
COLLINS**

DATE: 12-16-03

FAX NUMBER: (970) 221-6707

TOTAL NO. OF PAGES INCLUDING COVER:

PHONE NUMBER:

**SENDER'S PHONE NUMBER:
(303) 322-4600**

RE: CLEAN ENERGY BY-LAWS

**SENDER'S FAX NUMBER:
(303) 322-4644**

URGENT FOR REVIEW PLEASE COMMENT PLEASE REPLY

Jim:

This information is directly from our corporate by-laws. I will also be sending you a signed letter from our corporate secretary.

Thanks,

John

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**DENVER OPERATIONS
5855 STAPLETON DR. N
DENVER, CO 80216
www.cleanenergyfuels.com
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