

BYLAWS
OF
THE SUSTAINABLE REMEDIATION FORUM, INC..
A NEW JERSEY NONPROFIT CORPORATION

Adopted:
26th day of January, 2010

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OF
THE SUSTAINABLE REMEDIATION FORUM, INC.
A NEW JERSEY NONPROFIT CORPORATION
(the "Corporation")**

ARTICLE I

Introduction

Section 1.1 Name. The name of the Corporation is The Sustainable Remediation Forum, Inc. The Corporation shall also go by the short name of SURF, so long as such registered alternate name of the Corporation is approved by the Secretary of State.

Section 1.2 Statement of Purpose. As provided in its Certificate of Incorporation, the Corporation is organized exclusively for scientific and educational purposes as defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code").

Section 1.3 Offices. The registered office of the Corporation shall be located at K&L Gates LLP, One Newark Center, Tenth Floor, Newark, New Jersey 07102. Other offices may be designated by the Board of Trustees ("Board of Trustees" or "Board") from time to time.

Section 1.4 Execution of Documents. All contracts and agreements authorized by the Board and all checks, drafts, notes, bills of exchange, and orders for the payment of money shall, unless otherwise directed by the Board or required by law, be directed for payment in writing by one or more Trustees as provided in policies adopted from time to time by the Board.

Section 1.5 Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each year, or on such other date as may be fixed by resolution of the Board of Trustees.

ARTICLE II

Membership and Dues

Section 2.1 Classes, Eligibility, and Application Process. The Corporation shall be organized as follows, or as may be established from time to time by the Members:

(a) **Classes and Eligibility**

(i) **Individual Members.** Individual Membership shall be open to all individuals who are committed to supporting SURF's mission and who will commit to participate in the activities of the organization.

(ii) **Student Members.** Student Membership shall be open to all individuals who are committed to supporting SURF's mission and who will

commit to participate in the activities of the organization, and who are enrolled in an educational institution at the time the membership application is submitted. Proof of enrollment may be requested by the Corporation.

(iii) Sponsors. Sponsors of the Corporation may elect to support and participate in the activities of the Corporation at sponsorship levels to be established from time to time by the Members.

(b) Applications. Individuals desiring to be Members of the Corporation shall apply on a form designated by the Corporation and shall deliver said application to the Secretary of the Corporation. All applications for membership shall be subject to approval or rejection by the Board of Trustees in its sole discretion and no application for membership shall be effective until the Board has approved it. Membership shall be effective on the first day of the first calendar month following the Board's approval of the application.

(i) Appointment of Committee. The Board may, but is not required to, appoint a committee of three or more persons charged with overseeing the approval and rejection of membership applications, renewal applications and terminations of membership. If the Board chooses to appoint such a committee, the decision of the committee shall be final. The committee may elect, in its discretion, to refer to the Board for action any application for membership or renewal or termination action, in which case the Board shall be the final decision-maker.

(iii) Initial Members. Notwithstanding this Section, individuals that are participants in SURF as of the 90th day following the adoption of the bylaws shall not be required to complete an application as described in Section 1.2(b), but thereafter (i.e., upon expiration of their initial terms of membership) shall be required to comply with the renewal requirements described in Section 2.2(a) below.

Section 2.2 Membership Term and Dues.

(a) Membership Term.

(i) The terms for all classes of Members shall be from February 1 through January 31 of the following year or such other term(s) as may be designated by the Board of Trustees from time to time. All Memberships shall be deemed to expire upon January 31 (or other date properly designated by the Board as the end of the membership year) of the relevant year.

(ii) Submission of dues for the next membership year shall be subject to approval or rejection by the Board of Trustees, in its sole discretion.

(1) Upon receipt of the applicant's renewal dues prior to the end of the membership year (a "Timely Renewal Request"), the Secretary shall submit the Member's Timely Renewal Request to the Board at its

next meeting. Timely Renewal Requests shall be deemed approved by the Board, and no formal action shall be required by the Board. Membership shall be effective as of the date of termination of the prior membership term. When the Board denies membership renewal, the Corporation shall so notify the applicant and shall immediately refund to the applicant any renewal dues that may have been delivered to the Corporation.

(2) Requests for renewal that are not Timely Renewal Requests shall be effective on the first day of the first calendar month following the Board's approval of the renewal request. When the Board denies membership renewal, the Corporation shall so notify the applicant and shall immediately refund to the applicant any renewal dues that may have been delivered to the Corporation.

(b) Dues. The amount of dues for Individual Memberships and Student Memberships shall be as established from time to time by the Members. The Board of Trustees may, in its sole discretion, waive the payment of dues in exceptional circumstances. Waiver of dues for one membership year or Member does not assure waiver of dues for a subsequent membership year or another Member. Costs of sponsorships shall be as set forth in Section 2.1(a)(iii).

Section 2.3 Termination of Membership. The membership of any Member may be terminated (a) by the Secretary for failure to pay dues or (b) for cause by the vote of a majority of the Board of Trustees at which a quorum is present. In the case of termination for "cause", the affected Member shall be given at least five (5) days' advance written notice of the meeting at which such matter is to be considered, which notice shall specify the cause for the proposed termination of membership, which notice shall be deemed to be properly given if sent to the affected Member's address of record with the Corporation. "Cause" shall mean any action or inaction of the Member that adversely affects, or that the Board reasonably believes may adversely affect, the Corporation.

Section 2.4 Participation at Meetings. Due to logistical considerations for meeting locations, participation at meetings shall be limited as follows:

(i) Individual and Student Members shall be entitled to participate in meetings of the Corporation, subject to the fulfillment of any conditions established by the Corporation, such as payment of registration fees.

(ii) Sponsors of the Corporation may participate in meetings of the Corporation as provided for in the sponsorship levels established from time to time by the Members.

Section 2.5 Voting Rights. The Members shall have the following voting rights on all issues brought before the Members for a vote:

(a) Voting Rights Per Category of Membership.

(i) Individual Members. Individual members shall have one (1) vote to be cast in accordance with Section 2.4(b).

(ii) Student Members. Student members shall not have any voting rights.

(iii) Sponsors. Sponsors shall not have any voting rights.

(b) Each Individual Member eligible to vote may vote on his or her own behalf or may designate an individual authorized to vote for such Member, in accordance with Section 3.5 of the Bylaws. Each Member may cast his or her vote for or against, or may abstain from voting on, any particular matter before the Members.

Section 2.6 Suspension of Voting Rights. Any Member whose dues are not current shall not have the power to exercise the voting rights set forth in Section 2.4 until all dues in arrears are paid.

ARTICLE III

General Membership Meetings

Section 3.1 Annual Meeting. The Annual Meeting of the Members shall be held in January of each year (or at such other time as may be specified by the Board) for the purpose of nominating and/or electing directors of the Corporation.

Section 3.2 Other Meetings. Meetings other than the annual meeting may be periodically held at dates and locations that are agreed upon by the Board.

Section 3.3 Meeting Locations. Meetings of the Members may be held at a place, within or without the State of New Jersey, as determined by the Board.

Section 3.4 Notice. Notice of meetings of the Members shall be either (a) sent first class or express mail (postage prepaid) or by facsimile transmission, to the residence or place of business of each Member, as listed on the books of the Corporation, at least ten (10) days prior to the date of the meeting; or (b) sent by electronic mail at least twenty (20) days prior to the date of the meeting. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the U.S. mail. If the notice is sent by facsimile, it shall be deemed to have been given to the person entitled thereto when sent. If the notice is sent by electronic mail, it shall be deemed to have been given to the person entitled thereto when sent. In all cases, attendance at a meeting shall constitute a waiver of such notice.

Section 3.5 Quorum and Voting. For any meeting of the Corporation, the Members present at a meeting after notice is given in accordance with Section 3.4 shall constitute a quorum. Persons seeking to exercise their right to vote and to be counted toward the quorum must be present either (1) in person; (2) by telephone or other communication equipment allowing all persons participating in the meeting to hear each other at the same time; (3) by proxy, executed in accordance with the form of proxy attached hereto; or, (4) if electronic ballots are being used, by submitting a completed ballot to the Corporation prior to or at the meeting.

The affirmative vote of a majority of Members present at a meeting at which a quorum exists shall constitute an act of the membership.

Section 3.6 Voting List. The Secretary of the Corporation shall make and certify a complete list of the Members entitled to vote at a meeting of the Members. The list shall: (1) Be arranged alphabetically within each category of Membership, with the address of each Member; (2) Be produced at the time and place of the meeting; (3) Be subject to inspection by the Members; and (4) Be prima facie evidence as to who are the Members entitled to vote at any meeting. Failure to comply with this section shall not affect the validity of any action taken at a meeting.

ARTICLE IV

Board of Trustees

Section 4.1 Authority. Subject to the rights of the Members and any limitations set forth elsewhere in these Bylaws or the Certificate of Incorporation of the Corporation, the Board of Trustees will be the principal governing body and the affairs of the Corporation shall be under the general direction of a Board of Trustees, which shall administer, manage, preserve and protect the property of the Corporation.

Section 4.2 Numbers, Election, Term of Office. The Board of Trustees shall be comprised of nine (9) persons. The initial Trustees shall be elected at the meeting of the Members to be held in January 2010. The term of the Trustees shall expire upon the election of the new Trustees during the Annual Meeting of the Members scheduled for January of the following year. Upon the completion of two (2) consecutive terms, such Trustee is not eligible for reelection to the position of Trustee for a period of one (1) year. The Trustees shall be elected as follows: (1) Prior to the Annual Meeting, the Members shall nominate individuals as candidates to serve as a Trustee of the Corporation, each of whom must be a Member of the Corporation; (2) Prior to the Annual Meeting, ballots will be issued to the Members, using one of the methods in Section 3.4, identifying the candidates for Trustee positions and confirming the consent of each person nominated; (3) Voting on the candidates shall be pursuant to Sections 2.4 and 3.5; (4) Ballots shall be returned to the Secretary before or at the Annual Meeting, as prescribed by the Secretary; ballots received by the Corporation after such meeting shall be disregarded; (5) As soon as possible after the Annual Meeting, the ballots shall be counted and notice of the results shall be announced to the Members.

Section 4.3 Organization Meeting. An organization meeting of the Board named in the Certificate of Incorporation shall be held to adopt bylaws and transact all other business as may come before them.

Section 4.4 Vacancies. Vacancies among the Trustees occurring by death, resignation, refusal to serve or otherwise shall be filled with an appointment by the Board of Trustees. Each Trustee so appointed shall serve the remainder of the term of the Trustee so replaced, and at the end of such term, a successor shall be duly elected in accordance with Section 4.2 of this Article.

Section 4.5 Removal. The Members may remove any Trustee by a majority vote of the Membership.

Section 4.6 Compensation. No compensation shall be paid to the Trustees for their services but, at the discretion of the Board, they may be reimbursed for travel and meetings and performing other duties on behalf of the Corporation.

Section 4.7 Quorum. At all meetings of the Board of Trustees, the presence of a majority of the Trustees in office shall constitute a quorum. In addition to those Trustees who are actually present at a meeting, Trustees shall be deemed to be present at such meeting if a telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board. A majority of the Trustees present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Trustees who are not present at the time of adjournment.

Section 4.8 Voting. Each Trustee shall be entitled to one vote on each matter submitted to a vote of the Board of Trustees.

Section 4.9 Notices. Written notice of the date, time and place of each meeting of the Board of Trustees shall be given to all Trustees at least five (5) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting. Notice may be given to the Trustee personally or by any of the methods in Section 3.4. Attendance of a Trustee at a meeting shall constitute a waiver of notice of the meeting unless the Trustee attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.10 Consents. Any action that may be taken at a meeting of the Trustees may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be agreed to in writing by all of the Trustees in office and entitled to vote and shall be filed with the Secretary of the Corporation.

Section 4.11 Standard of Care and Fiduciary Duty. A Trustee shall stand in a fiduciary relation to this Corporation and shall perform his/her duties as a Trustee, including his/her duties as a member of any committee of the Board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Trustee or any failure to take any action shall be presumed to be in the best interests of this Corporation. In performing his/her duties, a Trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data. A Trustee shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

Section 4.12 Rules and Regulations. The Board of Trustees may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it.

ARTICLE V

Officers

Section 5.1 Enumeration. The officers of the Corporation shall consist of the President, Vice President, Secretary, Treasurer, and such other officers and assistant officers as the Board of Trustees may, from time to time, designate. The officers shall comprise four (4) of the nine (9) members of the Board.

Section 5.2 Term of Office. Each officer of the corporation shall serve for a term of one (1) year or until his successor is duly elected and takes office. Upon the completion of two (2) consecutive terms, such officer is not eligible for reelection to the same office for a period of one (1) year. Appointment to fill the unexpired term of an office that has become vacant shall not be considered as a term for purposes of the foregoing term limit.

Section 5.3 Election. All officers of the Corporation shall be elected by the Members in accordance with the procedures set forth in Section 4.2.

Section 5.4 Vacancies. Vacancies among the officers occurring by death, resignation, refusal to serve or otherwise shall be filled with an appointment by the Board of Trustees. Each officer so appointed shall serve the remainder of the term of the Trustee so replaced, and at the end of such term, a successor shall be duly elected in accordance with Section 4.2 of this Article.

Section 5.5 President. The President shall preside at all meetings of the general membership, Executive Committee and Board of Trustees. The President shall exercise general supervision of the affairs of the Corporation and shall see that such affairs are conducted in accordance with the Certificate of Incorporation and Bylaws of the Corporation and pursuant to the direction of the Board.

Section 5.6 Vice President. The Vice President shall act as president in the absence of the President and when so acting, shall have all the power and authority of the President. In case of the absence of both the President and Vice President, the Trustees in attendance shall appoint one of their number to preside.

Section 5.7 Secretary. The Secretary shall make or cause to be made minutes of all meetings of the Board of Trustees. The Secretary shall provide for the timely mailing or delivery of all notices of meetings of the Board of Trustees and, generally, will perform all duties incident to the office of secretary of a corporation and such other duties as may be required by law, by the Certificate of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Trustees.

Section 5.8 Treasurer. The Treasurer shall oversee the financial activities of the Corporation. Specifically, he/she shall see that: (1) full and accurate accounts of receipts and disbursements are kept; (2) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as shall be designated by the Board; and (3) the Trustees at the regular meetings of the Board or whenever they shall require it, receive an account of the financial condition of the Corporation. In performing these functions, the Treasurer shall rely on employees of the Corporation or any affiliated corporation who possess special financial training and skills and whose employment responsibilities include management of the Corporation's financial affairs.

Section 5.9 Removal of Officers. The Members may remove any officer by a majority vote of the Membership.

ARTICLE VI

Committees

Section 6.1 Committees. There shall be an Executive Committee and such standing and ad hoc committees as the Board of Trustees may deem advisable in the administration and conduct of the affairs of the Corporation. Such committees shall advise and consult with the Board of Trustees and officers to the extent authorized. The Board of Trustees is authorized, in its discretion, to approve reimbursement for travel and actual expenses necessarily incurred by members of committees in attending committee meetings and in performing other official duties as such. Except as otherwise provided in these Bylaws or the resolution creating the committee, a chairperson or co-chairs will be selected to lead each committee and shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure, consistent with the Bylaws and Certificate of Incorporation.

Section 6.2 Limitation on Power of Committees. No committee shall have any power or authority as to the following:

- (a) the submission to the Members of any action requiring approval of the Members, although recommendations regarding same may be made to the officers and/or the Board;
- (b) the creation or filling of vacancies in the Board of Trustees;
- (c) the adoption, amendment or repeal of the Bylaws; or
- (d) the amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board.

Section 6.3 Executive Committee. The Executive Committee shall consist of the officers (i.e. President, Vice-President, Secretary and Treasurer) of the Corporation. The Executive Committee may act for the Board between meetings and shall meet at such times as the President may call. At least twenty-four (24) hours oral or written notice shall be given for such meetings. A quorum for conducting business at a meeting of the Executive Committee

shall be a majority of the voting members. In addition to those Executive Committee members who are actually present at a meeting, Executive Committee members shall be deemed as present at such meeting if a telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The President shall present a full report of all Executive Committee decisions to the Board in advance of the next regularly scheduled meeting of the Board.

In addition to any other powers granted by the Bylaws, the Executive Committee shall have the authority to hire employees of the Corporation and to establish compensation for such employees. Any action of the Executive Committee shall be subject to review and revision by the Board.

ARTICLE VII

Restrictions Regarding the Operations of the Corporation; Administration of Funds

Section 7.1 No Private or Political Beneficiaries. In keeping with the statement of purpose of the Corporation as set forth in its Certificate of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation or of any recipient of its funds shall be to carry on propaganda or otherwise to attempt to influence legislation or to aid any political campaign on behalf of any candidate for public office.

Section 7.2 Violation of Scientific and Educational Purpose. In no event and under no circumstances shall the Board of Trustees make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Section 7.3 Annual Report. The registered agent shall prepare an Annual Report required to be filed pursuant to N.J.S.A. § 15A:4-5. The Board may direct other reports of an administrative or accounting nature to be prepared from time to time.

Section 7.4 Books and Records. This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Members, Board of Trustees and Committees. The Corporation will keep at its registered office the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

Section 7.5 Tax Records. The Corporation shall maintain at its registered office a copy of its application for exception and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection by any person requesting to see them.

ARTICLE VIII

Bylaw Adoption and Amendments

Section 8.1 Adoption of Bylaws. At the January 2010 meeting of the Members, the Members shall finalize the form of Bylaws, which shall be approved by consensus, and deemed recommended for adoption. At its organization meeting, the Bylaws so recommended by the Members shall be adopted by the Board.

Section 8.2 Method of Amendment. The power to amend and repeal the Bylaws shall be reserved to the Members. In determining whether or not to approve such amendment or repeal, the Members shall, in the first instance, attempt to reach a decision by consensus. If consensus is not achieved, a vote of a majority of the Members shall be required to pass such amendment.

Section 8.3 Notices to Members. Where a vote will be taken at a meeting of the Members with respect to a proposal to amend the Bylaws of the Corporation, the notice of meeting required pursuant to Section 3.4 shall also include notice that one purpose of the meeting is to address potential amendments to the Bylaws.

ARTICLE IX

Dissolution

Section 9.1 Dissolution. In the event of dissolution of the Corporation, after all the debts and liabilities of the Corporation have been satisfied, the Board shall distribute the remaining assets of the Corporation to 501(c)(3) exempt organizations with purposes and/or goals that are not inconsistent with those of the Corporation.

ARTICLE X

Indemnification

Section 10.1 Indemnification of Agents. Trustees, officers and employees ("Agents") of the Corporation shall only be entitled to indemnification by the Corporation as mandated by the New Jersey Nonprofit Corporation Act. The Corporation shall in no way be responsible for indemnification of Agents beyond the minimum statutory requirement.

SUSTAINABLE REMEDIATION FORUM SAMPLE PROXY

I, the duly authorized representative of _____ (hereinafter the "Member") do hereby grant the Proxy of the Member to _____ for the meeting to be held on _____, and as such, is empowered to vote for said Member and in said Member's name and stead at such meeting (and at any adjournment thereof) on any issue, except for those issues listed below, put to a vote in accordance with the Sustainable Remediation Forum's Bylaws. For those issues noted below, _____ has no authority on behalf of the Member and must abstain from voting on the Member's behalf.

Dated: _____

Name of Member

By: _____

Name and Title

Issues for which this proxy is not granted:

- 1.
- 2.
- 3.