

AMENDMENT NO. 1
TO THE BYLAWS
OF
THE SUSTAINABLE REMEDIATION FORUM, INC.
A NEW JERSEY NONPROFIT CORPORATION

Adopted:

This ____ day of _____, 20__

**AMENDMENT NO. 1
TO THE BYLAWS
OF
THE SUSTAINABLE REMEDIATION FORUM, INC.
A NEW JERSEY NONPROFIT CORPORATION
(the "Corporation")**

THIS AMENDMENT NO. 1 to the Bylaws of the Corporation, adopted on January 26, 2010, ("Bylaws") is made and is effective as of the date of adoption by the Board;

WHEREAS, the Members of the Corporation desire to amend the bylaws in certain respects, as described in this Amendment No. 1;

WHEREAS, this Amendment No. 1 has been approved by the Members in accordance with Article VIII of the Bylaws;

WHEREAS, following approval by the Members, the Board has adopted this Amendment No. 1;

THEREFORE, in consideration of the foregoing, the Bylaws are hereby amended as follows:

1. Section 4.2 of the Bylaws shall be amended to read as follows:

Section 4.2 Numbers, Election, Term of Office.

(a) 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. Of the nine (9) Trustees, four (4) shall be officers (as described in Article V), and the remaining five (5) Trustees shall be considered non-officers for purposes of this section.

(b) The terms of the Trustees shall be as follows:

(i) The term for the position of Treasurer shall be two (2) years.

(ii) The term for the other officer positions shall be one (1) year.

(iii) Except as provided in subsection (c), the term for the non-officer positions shall be two (2) years. The non-officer's terms shall be staggered.

(c) For the election to take place at the Annual Meeting of the Members in January 2011, two non-officer positions shall hold a term of one (1) year, and the three (3) non-officer positions shall hold a term of two (2) years. The purpose of which is to stagger the service of the non-officer Trustees. At the Annual Meeting of the Members in January 2012, and at all Annual Meetings thereafter, the Members will elect, for two (2) year terms, the necessary number of non-officer Trustees to replace the non-officer Trustees whose terms are expiring.

(d) Upon the completion of two (2) consecutive terms, such person is not eligible for reelection to any Trustee position for a period of one (1) year.

(e) 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 receiving the ballots, the ballots shall be counted and notice of the results shall be announced to the Members.

(f) Beginning in January of 2011, the past President of the Corporation shall serve a one (1) year term as an ex officio advisor to the Board. This position shall not constitute one of the nine (9) Trustee positions and no voting rights shall be afforded this position. Nothing herein shall preclude the individual serving in the ex officio advisor role from concurrently holding a Trustee position, in accordance with this Section.

2. The Bylaws are neither altered nor affected by this Amendment No. 1, except as expressly provided in Paragraph 1 above.

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