

BY-LAWS

NEW JERSEY LICENSED SITE REMEDIATION PROFESSIONALS ASSOCIATION, INC.

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ARTICLE I
NAME AND PURPOSE

Section 1.01. Name. The name of the organization is the New Jersey Licensed Site Remediation Professionals Association, Inc. (hereinafter the “LSRP Association”).

Section 1.02. Mission. The mission of the LSRP Association is to further the Licensed Site Remediation profession. This includes acting as an educational and technical resource and assisting its membership to use standards of care and informed professional judgment when performing the work of an LSRP in protecting public health, safety and the environment.

ARTICLE II
MEMBERSHIP

Section 2.01. Classes. The LSRP Association is a membership organization and shall have the following three membership classes – Regular, Associate and Student. A Regular member shall be a Licensed Site Remediation Professional, as defined by the Site Remediation Reform Act (SRRA), with a permanent license issued by the New Jersey Site Remediation Professional Licensing Board. An Associate member is any individual who is not a Regular member or a Student member. A Student member is any full-time student. Only Regular members shall be permitted to vote at the annual meeting and hold office. Up to two Associate members may be elected to the Board of Trustees, but are not allowed to hold office.

Section 2.02. Qualifications. Membership may be granted to any Regular, Associate or Student member that supports the mission and purposes of the LSRP Association and who pays the annual dues as set by the Board of Trustees.

Section 2.03. Termination of Membership. The Board of Trustees, by affirmative vote of two-thirds of all of the members of the Board at any regularly constituted

Board meeting, may suspend or expel a member, and may, by vote of a simple majority of those present at any regularly constituted Board meeting, terminate the membership of any member who becomes ineligible for membership (in accordance with Article II herein), or suspend or expel any member who shall be in default in the payment of dues. Further, should the LSRP Licensing Board decide to terminate an LSRP's license, the LSRPA will allow that individual to remain a member in the Association, but will automatically adjust their membership classification from 'Regular' to 'Associate' with one exception. For terminations that are based upon a determination by the LSRP Board of the licensee's failure in moral character, the LSRPA will automatically terminate that individual's membership in the Association.

Such actions will be conveyed in writing to the affected member within seven business days of said action.

Section 2.04. Resignation. Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid. The Association is not obligated to refund any portion of a current-year's dues to a person who decided to resign.

Section 2.05. Dues. Dues for members shall be established by the Board of Trustees.

Section 2.06. Membership Meetings. The Annual Membership Meeting of the Association for the purpose of electing the Board of Trustees and officers and transacting such other business as may occur, shall be held on such date and at such time as shall be fixed by the Board of Trustees within 60 days either side of the end of the calendar year. A minimum of 10%

of the members present in person or by proxy shall constitute a quorum for transaction of business at a membership meeting. Additional Membership Meetings may be called by the President or at the request of at least 10% of the members by notice mailed, telephone, web-posting or emailed to each member not less than thirty (30) days before such meeting.

During the Annual Membership Meeting, membership votes will be taken for approval of:

- The slate of nominees to the Board of Trustees for the upcoming year;
- The annual operating budget of the Association for the upcoming year;
- Proposed amendments to the Association's Bylaws as presented by the Board of Trustees; and
- Any other specific issue that the Board of Trustees determines requires approval by the membership.

Any other issues brought to the floor at the Annual Membership Meeting by a member will be referred to the Board of Trustees for consideration, and if necessary, an approval vote by the members, at a later date.

At the Annual Membership Meeting, the following process will be followed when issues are brought to the membership for consideration and approval:

- Only Board-approved matters will be presented to the members;
- The floor will be opened for discussion of each matter presented, then will be closed;
- After each discussion is closed, a vote will be called of all members present. The method of voting will be determined by the presiding member of the Board;
- Proxies, if available, will be disclosed by the presiding member;

- Should a clear voting affirmation (yes or no) not be apparent for a given matter, the presiding member will preside over a formal vote count of the members.

ARTICLE III **BOARD OF TRUSTEES**

Section 3.01. Powers and Duties; Number; Term of Office. The Board of Trustees of the LSRP Association shall have the power to act on, and shall be responsible for the management of all of the activities of the organization, including the determination of appropriate organization policies and of supporting programs and activities, and shall have full power to adopt rules and regulations governing the actions of the Board of Trustees. The Board of Trustees of the LSRP Association shall consist of thirteen (13) Regular or Associate members, at least nine of whom will be LSRPs, to be determined in accordance with these By-Laws. Until such time as the initial election is held, the activities of the Association shall be governed by the Unanimous Consent of the Board of Trustees, adopted on May 12, 2009. The trustees elected at the first annual meeting of the Board of Trustees held staggered terms to ensure that the entire Board was not up for consideration in any successive year. All successive terms (following election of the initial Board) will be of two-year duration.

The Board of Trustees, by resolution adopted by a majority of the trustees able to vote, may engage outside advisors to advise the Board of Trustees and committee members on any matter before the Board of Trustees or a committee. Such advisors shall serve at the pleasure of the Board of Trustees, shall not have the right to vote, and may be removed by the Board of Trustees at any time, with or without cause. The presence of any advisor shall be recorded in the meeting minutes.

Section 3.02. Nominating Committee. The Board of Trustees shall designate a Nominating Committee to develop a slate of candidates for the Board of Trustees as terms expire and as vacancies arise. The Board of Trustees shall approve a slate of candidates and the Secretary shall provide notice to the membership of the proposed slate of candidates at least one month prior to the annual meeting. Any member desiring to be considered for the Board of Trustees who is not on the slate of candidates developed by the Nominating Committee shall provide a petition, signed by at least 10% of the membership, to the Board of Trustees. The Board of Trustees shall add the member's name on the slate as an additional candidate and the Secretary shall notify the membership of the additional candidate's eligibility for the Board of Trustees.

Section 3.03. State Licensing Board. No member of the New Jersey Site Remediation Professional Licensing Board may serve on the Board of Trustees during his or her tenure on the State Board.

Section 3.04. Regular Meetings. The Board of Trustees may provide, by resolution adopted at any meeting of the Board of Trustees, the place, day and hour for regular meetings of the Board of Trustees, which may be held without further notice, except as to trustees not present at the time of the adoption of the resolution. The Board of Trustees will establish a calendar of agenda items annually before the beginning of the fiscal year, including designation of an Annual Membership Meeting. The calendar will list agenda items that regularly require action by the Board of Trustees during specific time frames each year, such as approval of budget, renewal of contracts, and an organizational meeting each year.

Section 3.05. Special Meetings. Special meetings of the Board of Trustees, for any purpose or purposes, may be called by the President or one of the Vice Presidents or a

majority of the Trustees.

Section 3.06. Place of Meeting. All meetings of the Board of Trustees shall be held at such place as the Board of Trustees may from time to time determine.

Section 3.07. Notice of Meetings. Notice stating the time, place and purpose of any regular meeting of the Board of Trustees shall be given no less than ten (10) nor more than sixty (60) calendar days before the date of the meeting by electronic means to the trustees. A special meeting of the Board of Trustees may be held on at least five (5) calendar days advance notice by regular mail, postage prepaid, or at least two (2) calendar days advance notice by telephone, facsimile (fax) or email to each trustee. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken, and, at the adjourned meeting, only such business is transacted as might have been transacted at the original meeting. Notice of any meeting of the Board of Trustees may be waived, in a manner consistent with the New Jersey Non Profit Corporation Act, N.J.S.A. 15A:1-1 et seq. (the “Act”).

Section 3.08. Quorum. A simple majority of trustees (including at least the President or one of the Vice Presidents) shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

Section 3.09. Manner of Acting. Unless otherwise required by law, or otherwise provided in these By-laws, any action required to be taken by the Board of Trustees shall be authorized by a simple majority of the trustees present at the meeting of the Board of Trustees when the action is taken. Any action required to be authorized by a vote of the Board of Trustees greater than a majority shall be rescinded or modified only by a like vote.

Section 3.10. Number of Votes. Each trustee shall be permitted to cast one vote on all matters on which he or she may vote (unless excused by the other trustees present at

the meeting or disqualified on an issue due to a conflict of interest).

Section 3.11. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Trustees, or any action which may be taken at a meeting of the Board of Trustees, may be taken without a meeting by written consent in accordance with, and to the extent permitted by the Act.

Section 3.12. Vacancies. Any vacancy in the Board of Trustees as a result of death, disability, resignation, removal or otherwise, shall be filled by the remaining trustees. Any trustee elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. To fill a vacancy, a prospective trustee shall be appointed by a simple majority of the trustees present either at a regularly scheduled meeting of the Board of Trustees or at a special-purpose election (either electronic or in-person). In either case, the vacancy must be filled within 60 days following the occurrence of the vacancy.

Section 3.13. Removal. Notwithstanding Section 3.09 of this Article III, any trustee may be removed from the Board of Trustees by two-thirds of the trustees then in office (as opposed to the trustees present at a meeting of the Board of Trustees), with or without cause.

Section 3.14. Committees. The Board of Trustees, by resolution adopted by a majority of the trustees, may appoint from among the trustees and members one or more committees, including a standing Steering Committee (advisory to the Board of Trustees and, at a minimum, comprising the Chairs of all working committees as established by the Board of Trustees). To the extent provided in such resolution, each such committee shall represent the interests of the Association, such interests being defined by the Board of Trustees. The Board of Trustees, by resolution adopted by a majority of the trustees at a meeting at which a quorum of Board of Trustees is present, may fill any vacancy in any committee, abolish any committee at any time, and remove any trustee from membership on any committee at any time, with or

without cause.

Section 3.15. Telephonic Participation at Meetings of the Board. It is the practice of the Board of Trustees to hold meetings either in person or via conference telephone calls. Any or all of the trustees may participate in the meeting by conference telephone. Participation at a meeting pursuant to this Section shall constitute presence in person for all purposes.

Section 3.16. Compensation. Any trustee or officer may be reasonably compensated for expenses incurred in the execution of his or her duties. By resolution of the Board of Trustees, the trustees may be paid their actual expenses of attendance at each meeting of the Board of Trustees or its committees.

Section 3.17. Professional Staff. The Board of Trustees, by resolution adopted by a majority of the trustees, may retain professional, paid staff (full time, part time or as a non-employee independent contractor, at the Board's discretion) to support the goals and objectives of the Association. The terms of retention for an Executive Director will be at the sole discretion of the Board of Trustees, consistent with the laws of the State of New Jersey. While the Executive Director will serve at the pleasure of the Board, s/he will have a direct reporting relationship to the President. The Executive Director will have responsibility to the Board and members for retaining and supervising any additional staff consistent with the approved Annual Budget. Any staff member employed by the Association in this manner may be a member of the Association, but may not simultaneously serve on the Board of Trustees.

Section 3.18. Professional Responsibility to Other Members. Members in attendance at meetings shall have the right to express their views upon any business properly presented before Association-sponsored meetings. No member, in exercising such rights during the course of performing the Association's business, can engage in any conduct that would

interfere with, or be detrimental to, the reputation of other members or of their respective employers. The Board of Trustees will be the arbiter of alleged infractions of this requirement, and will have the right to reprimand offending parties, including but not limited to, dismissal from the membership.

Section 3.19. Conflict of Interest. Situations can arise when the fiduciary responsibility of a Trustee comes into a real or perceived conflict with a Trustee's other professional obligations. Two examples are provided:

- a) ***When the interest of a BOT member are contrary to those of the Association.*** *There may be instances where the outcome of a proposed decision or action by the Association would either be unfavorable to, or a windfall for the business interests of an individual Trustee; and*
- b) ***When a BOT member attempts to steer the actions of the Association to their benefit.*** *There may be instances when a particular action or decision made by the Association would clearly favor the business interests of an individual Trustee. A Trustee should avoid knowingly and deliberately influencing and manipulating the acts of the Association primarily to obtain such a beneficial personal outcome.*

The Association considers either case above to be a potential conflict of interest. When a Trustee becomes aware of a potential conflict of interest (associated with either self or another Trustee), he/she must, within 24 hours, disclose the situation to the Executive Director, who will bring the potential conflict to the Board for discussion and resolution. The Board can direct the affected Trustee to recuse himself or herself from discussion and participation in the matter creating a potential conflict and take any additional actions which the Board deems necessary to address the potential conflict of interest relating to the affected Trustee. The Board may also seek advice from outside parties relating to the handling of the potential conflict of interest.

ARTICLE IV **EXECUTIVE COMMITTEE**

Section 4.01. Election; Term. At its first regular meeting following the Annual

Meeting, the Board of Trustees who are full voting members shall elect or appoint the members of its Executive Committee, consisting of: a President, two Vice-Presidents, a Treasurer, a Secretary (each position intended to be held by one individual) and such other agents as it shall deem necessary or desirable. Executive Committee members, also referred to as the Association's Officers, shall hold office for one year and until their successors are elected and qualified, subject to earlier termination by removal or resignation, with no limit on the number of successive terms, as long as the person remains on the Board of Trustees. Through CY 2015, the Association believes that it will be best served with a President whose term is of a two-year duration, in order to foster stability in leadership during the first few years of the Association's existence. Upon election of the two Vice Presidents, one of the Vice Presidents will also be elected as the 'President Elect', to succeed the current President upon expiration of his/her term.

Newly elected or appointed officers shall take office immediately after the meeting of the Board of Trustees at which they are elected or appointed to office. If multiple candidates are eligible for election, a secret ballot shall be used to determine the winner of the election.

Section 4.02. Removal; Vacancies. Notwithstanding Section 3.09 of Article III, any officer elected or appointed by the Board of Trustees may be removed by a two-thirds vote of the trustees then in office (as opposed to the trustees present at a meeting of the Board of Trustees), with or without cause. The President Elect can be discharged of his/her anticipated responsibility as the Association's next President upon a majority vote of the Board of Trustees, or upon resignation. Any vacancy occurring among officers, however caused, will be filled in accordance with the procedures outlined in Section 3.12 herein.

Section 4.03. President. The President shall oversee the general implementation

of the mission of the LSRP Association and act as chief executive officer of the organization. The President will prepare Board of Trustees meeting agendas, preside at Board meetings, appoint committees, sign official documents requiring signature and may represent the Board in public and official capacities as instructed by the Board of Trustees. Subject to the control of the Board of Trustees, the President shall also supervise and control all of the business and affairs of the LSRP Association. Unless otherwise directed by the Board of Trustees, all other trustees shall be subject to the authority and supervision of the President. The President may enter into and execute in the name of the LSRP Association contracts or other instruments in the regular course of business which are authorized, either generally or specifically, by the Board of Trustees. The President shall have the general powers and duties of management usually vested in the office of the President of an association. As discussed in Section 3.17, such duties will include evaluation of the Executive Director's performance.

Section 4.04. Vice Presidents (2). There shall be two Vice Presidents of equal rank in the organization and each shall generally assist the President and perform such other duties and possess such other powers as are incident to the office of Vice President or as shall be assigned by the President or by the Board of Trustees. As noted in Section 4.01, one of these Vice Presidents will be elected to succeed the current President as 'President Elect'.

Section 4.05. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the LSRP Association, shall keep or cause to be kept regular books of account for the LSRP Association and ensure the Board of Trustees and membership regularly receives accurate reports of the financial condition of the LSRP Association. The Treasurer shall perform such other duties and possess such other powers as are incident to the office of Treasurer or as shall be assigned by the President or by the Board of Trustees.

Section 4.06. Secretary. The Secretary shall cause notices of all meetings to be served as prescribed by these By-Laws or by statute, shall keep or cause to be kept the minutes of all meetings of the Board of Trustees, shall have charge of the corporate records and seal of the LSRP Association and shall keep a register of the post office address of each trustee which shall be furnished by such trustee. The Secretary shall perform such other duties and possess such other powers as are incident to the office of Secretary or as are assigned by the President or by the Board of Trustees.

ARTICLE V
INDEMNIFICATION AGAINST LIABILITIES AND EXPENSES

Section 5.01. Indemnification. The LSRP Association shall indemnify (to the extent of an insurance policy purchased by the LSRP Association, as commercially available) all trustees and officers of the LSRP Association (the “Indemnitees”), to the extent permitted by law. This indemnification will address all expenses and liabilities in connection with any proceeding involving an Indemnitee by reason of his or her being or having been a trustee or officer, other than a proceeding by or in the right of the LSRP Association, if: (a) such Indemnitee acted in good faith in a manner he or she reasonably believed to be not opposed to the best interest of the LSRP Association and (b) with respect to any criminal proceeding, such Indemnitee had no reasonable cause to believe his or her conduct was unlawful.

Section 5.02. Definitions. All terms used herein shall have the meanings attributed to such terms as set forth in N.J.S.A. 15A:3-4.

Section 5.03. Scope of Indemnification. It is intended that the Indemnitees’ rights of indemnification provided hereunder shall be as broad as permitted under the laws of the State of New Jersey. Without limiting the foregoing, the LSRP Association herewith adopts the

provisions of N.J.S.A. 15A:3-4, to the extent it relates to indemnification of officers and trustees, as though fully herein set forth; wherever said statute permits the LSRP Association to provide indemnification of an Indemnitee, this By-Law shall be deemed to require such indemnification to be provided by the LSRP Association to the Indemnitee.

ARTICLE VI **EXECUTION OF DOCUMENTS**

Section 6.01. Commercial Paper. All checks, notes, drafts and other commercial paper of the LSRP Association shall be signed by the President of the LSRP Association or by such other person or persons as the Board of Trustees may from time to time designate.

Section 6.02. Other Instruments. All deeds, mortgages and other instruments shall be executed by the President of the LSRP Association and by the Secretary, or such other person or persons as the Board of Trustees may from time to time designate.

ARTICLE VII **FISCAL YEAR**

The fiscal year of the LSRP Association shall be the one year period ending on December 31st each year.

ARTICLE VIII **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the LSRP Association or the winding up of its affairs, the assets of the LSRP Association shall be applied first to the payment of all liabilities and obligations of the LSRP Association and the remainder shall be distributed as directed by the Board of Trustees of the LSRP Association to the members and/or exclusively to charitable, religious, scientific, literary, or educational organizations which then qualify as exempt organizations under Code Section 501(a) by virtue of being an organization described under Code Section 501(c)(6), and, if possible, to an exempt organization in the immediate geographic area which provides similar services as the LSRP Association provided.

ARTICLE IX **BY-LAWS**

Section 9.01. Force and Effect. These By-Laws are subject to the provisions of the Act (as defined herein) and the Certificate of Incorporation of the LSRP Association, as they may be amended from time to time. If any provision of these By-Laws is inconsistent with a provision of the Act or the Certificate of Incorporation, the provisions of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

Section 9.02. Amendment. These By-Laws may be altered, amended or repealed by the affirmative vote of a simple majority of the Board of Trustees at any regular or special meeting called for that purpose and then ratified by a majority of the membership at any regular or special meeting called for that purpose.

Adopted: January 25, 2017 Annual Meeting