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BY-LAWS
of
ENVIRONMENTAL BUSINESS COUNCIL OF NEW ENGLAND, INC.
as amended June 8, 2006

ARTICLE I

ARTICLES OF ORGANIZATIONARTICLES OF ORGANIZATION.

The name and purposes of the Corporation shall be as set forth in the Articles of Organization. These by-laws, the powers of the Corporation and of its members, directors and officers, and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to the Articles of Organization in effect from time to time.

ARTICLE II

MEMBERSHIP

Section 1 MEMBERSHIP. The Members of the Corporation shall be those organizations which are approved for membership by the Board of Directors.

Section 2 CLASSES OF MEMBERSHIP. There shall be the following classes of Members:

a. Active Member. Any organization that is engaged in an environmental business or in providing environmental problem solving services, or any faculty, department or similar division of an educational institution providing instruction or supporting research on environmental matters, which is approved as an Active Member by the Board of Directors and which pays the annual dues established by the Board of Directors for Active Members.

b. Associate Member. Any organization that is actively involved in or has a demonstrated interest in environmental business matters which is approved as an Associate Member by the Board of Directors and which pays the annual dues established by the Board of Directors for Associate Members.

c. Governmental Member. Any public or quasi-public organization, municipal government, or state or federal agency having responsibilities that further the interests of the Corporation, which is approved as a Governmental Member by the Board of Directors and pays the annual dues established by the Board of Directors for Governmental Members.

Section 3 TERM AND DUES. The membership year shall be the calendar year or such other period as the Board of Directors may from time to time determine. A Member's membership shall terminate immediately if such Member's annual membership dues are not paid in full within ninety (90) days of the start of such membership year.

Section 4 VOTING AND QUORUM. Active Members shall be entitled to vote on all matters presented to the Members. Each Active Member shall have one (1) vote. Associate Members and Governmental Members shall have no voting rights. On any matters presented to the Members, a majority of Active Members shall constitute a quorum. When a quorum is present, voting shall be by majority vote except as required by law, the Articles of Organization, or these by-laws.

Section 5 MEETINGS. The annual meeting of Members shall be held on such day in June in each year and at such time and place as the Board of Directors may from time to time determine. If for any reason such annual meeting is omitted, a special meeting may be held in place thereof, and any business transacted or elections held at such special meeting shall have the same effect as if transacted at the annual meeting. Purposes for which an annual meeting is to be held, in addition to those prescribed by law or these by-laws, may be specified by the Chairperson, President or by a majority of the Board of Directors of the Corporation. There shall be such further meetings as may be called by the Board of Directors or as shall be called by the Clerk upon the written request of no fewer than one-tenth of the Active Members.

Section 6 NOTICES OF MEETINGS. Written notice stating the place, day and hour of a regular or special meeting shall be delivered by regular mail, electronic mail or facsimile not less than seven (7) days before the date of the meeting, by or at the direction of the Clerk or his/her designee. Alternatively, at the discretion of the Executive Committee, notice of such meetings stating the place, day and hour of the meeting may be given personally by telephone, electronic mail or facsimile by or at the direction of the Clerk or his/her designee not fewer than forty-eight (48) hours prior to the time of the meeting. Such notices shall be deemed to be delivered when deposited in the United States mail addressed to the Member's residence or usual place of business, with postage prepaid thereon, or when successfully transmitted by telephone, electronic mail or facsimile, as the case may be. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in any notice or written waiver of notice except as otherwise herein expressly provided. A statement contained in the minutes of any meeting of the Directors over the signature of the Clerk or his/her designee to the effect that due notice of such meeting has been given shall be conclusive evidence that proper notice of such meeting has been given in one of the ways provided herein. Any meeting of the Board of Directors may be held by means of a telephone

conference circuit and connection to such circuit shall constitute attendance at such meeting.

Section 7 ACTIONS WITHOUT A MEETING. Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 8 WAIVER OF NOTICE. Whenever any written notice is required to be given by these by-laws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice.

Section 9 PROXIES. Voting by Members may be either in person or by proxy dated not more than six months before the meeting named in the proxy. All proxies shall be filed before being voted with the Clerk or other person responsible for recording the proceedings of the meeting.

Section 10 RESIGNATION. Any Member may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Clerk unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11 REMOVAL. A Member may be removed or suspended for cause by an affirmative vote of a majority of the Board of Directors at a special meeting called for that purpose, provided that such Member is given at least seven (7) days' notice of the proposed removal and the reasons therefor, and an opportunity to be heard at the meeting, and that notice of the proposed removal is included in the notice of meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 1 POWERS AND ELECTION. The general management of the business, property, and affairs of the Corporation shall be vested in a Board of no fewer than five (5) nor more than forty (40) Directors (in addition to the President, who shall serve in an ex-officio capacity) elected from time to time by the Active Members, except that the first Board of Directors shall be those persons listed as having the powers of Directors in the Articles of Organization.

Section 2 QUALIFICATIONS. Only the following individuals may be elected as a Director of the Corporation: (i) a corporate officer, majority owner, principal or representative of senior management of an organization that is engaged in an environmental business or in providing environmental problem-solving services, (ii) a senior member of a faculty, department, or other similar division of an educational institution providing instruction or supporting research on environmental matters, or (iii)

another similarly qualified individual as determined by the Board of Directors. Directors shall be elected only from among organizations which are Active Members of the Corporation at the time of election.

Section 3 COMPOSITION. To the extent practicable, the Board of Directors shall be broadly representative of the Active Members' primary business interests.

Section 4 TERM AND VACANCIES. The term of office of each Director shall be as determined by the Active Members from time to time, except that the term of office of the first Board of Directors shall end when a new Board of Directors has been elected at the first annual meeting of the Members and the Directors then elected have accepted and qualified. The Board of Directors may elect new Directors to fill any vacancies at any meeting. A new member of the Board shall be elected to serve for an initial one (1) year term. Subsequent terms are for three (3) year periods.

Section 5 MEETINGS. The Board of Directors shall meet at least annually following the annual meeting of the Members. Regular meetings shall be at such place and time as the Board of Directors may from time to time determine. Special meetings may be called by the Chairperson or the Board of Directors and shall be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer upon the written application of two (2) or more Directors.

Section 6 NOTICE OF MEETINGS. Written notice stating the place, day and hour of a regular or special meeting shall be delivered by regular mail, electronic mail or facsimile not less than seven (7) days before the date of the meeting, by or at the direction of the Clerk or his/her designee. Alternatively, at the discretion of the Executive Committee, notice of such meetings stating the place, day and hour of the meeting may be given personally by telephone, electronic mail, or facsimile by or at the direction of the Clerk or his/her designee not fewer than forty-eight (48) hours prior to the time of the meeting. Such notices shall be deemed to be delivered when deposited in the United States mail addressed to the Director’s residence or usual place of business, with postage prepaid thereon, or when successfully transmitted by telephone, electronic mail or facsimile, as the case may be. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in any notice or written waiver of notice except as otherwise herein expressly provided. A statement contained in the minutes of any meeting of the Directors over the signature of the Clerk or his/her designee to the effect that due notice of such meeting has been given shall be conclusive evidence that proper notice of such meeting has been given in one of the ways provided herein. Any meeting of the Board of Directors may be held by means of a telephone conference circuit and connection to such circuit shall constitute attendance at such meeting.

Section 7 QUORUM AND VOTING. A majority of Directors shall constitute a quorum at all meetings of the Directors. When a quorum is present, voting at any meeting shall be by majority vote except as required by law, the Articles of Organization or these by-laws. In the absence of a quorum, a majority of the Directors present may

adjourn any meeting from time to time until there is a quorum. Notice of any adjourned meeting need not be given.

Section 8 ACTION WITHOUT A MEETING. Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 9 TELEPHONIC PARTICIPATION IN MEETINGS. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 10 WAIVER OF NOTICE. Whenever any written notice is required to be given by these by-laws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice.

Section 11 RESIGNATION. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Clerk, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 12 REMOVAL. A Director may be removed or suspended for cause by an affirmative vote of a majority of the Board of Directors at a special meeting called for that purpose, provided that such Director is given at least seven days' notice of the proposed removal and the reasons therefor, and an opportunity to be heard at the meeting, and that notice of the proposed removal is included in the notice of meeting.

ARTICLE IV

OFFICERS

Section 1 ENUMERATION AND QUALIFICATION. The officers of the Corporation shall be a Chairperson, a President, one or more Vice Chairpersons, a Clerk, a Treasurer, and such other officers as the Board of Directors may from time to time appoint. All officers other than the President shall be Directors.

Section 2 ELECTION AND TERM. The Directors at their annual meeting or special meeting in lieu thereof shall elect all officers to hold office at the pleasure of the Board of Directors.

Section 3 POWERS. The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

a. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors at which he or she is present.

b. President. The President, solely by virtue of his or her office, shall serve as a voting member of the Board of Directors, and shall preside at all meetings of the Board of Directors at which the Chairperson or any Vice Chairperson is not present. The President shall preside at all meetings of the Members at which he or she is present and shall represent the Corporation as the Board of Directors may deem appropriate. The President shall be responsible for the day-to-day financial activities of the Corporation. With the advice and consent of the Board of Directors, the President shall have power to invest and reinvest surplus funds.

c. Vice Chairperson. The Vice Chairperson shall perform all the duties and have all of the powers of the Chairperson during his or her absence or disability, and if there is more than one Vice Chairperson, they shall do so in the order of their election as Vice Chairperson.

d. Clerk. The Clerk or his or her designee shall keep records of all meetings of the Board of Directors and make a report thereon and shall issue calls and notices of meetings.

e. Treasurer. The Treasurer shall oversee all funds and securities of the Corporation. He or she shall render to the Board of Directors at the annual meeting and whenever else it so requests an accurate account of all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended. Day-to-day financial activities are delegated to the President.

f. Each officer shall, subject to these by-laws, have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to this office, and such duties and powers as the Board of Directors from time to time designate.

Section 4 RESIGNATION AND REMOVAL. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed from office either with or without cause by the affirmative vote of a majority of all of the Directors then in office at any meeting of the Board. Such removal shall be without prejudice to contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 5 VACANCIES. A vacancy in any office shall be filled by the Board of Directors at any regular or special meeting called for that purpose.

ARTICLE V

EXECUTION OF DOCUMENTS

Section 1 CONTRACTS. Unless the Board of Directors of the Corporation shall otherwise determine, the President or his or her designee who is also an officer of the Corporation may enter into any contract or execute any contract or other instrument, the execution of which is not otherwise specifically provided for, in the name and on behalf of the Corporation. The Board of Directors, except as in these by-laws otherwise provided, may authorize any other or additional officer or officers, agent or agents, of the Corporation to enter into any contract or execute and deliver any contract or other instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized so to do by these by-laws or by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount. Any contract over one thousand dollars ($1,000.00) shall be approved by the Executive Committee or its designee, except for a contract related to a programming event in which case Executive Committee approval shall only be required if such contract exceeds five thousand dollars ($5,000.00).

Section 2 CHECKS, NOTES, DRAFTS AND OTHER INSTRUMENTS. Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Corporation shall be signed or endorsed by the President or Treasurer or such other officer, officers, employee, or employees of the Corporation as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE VI

ADMINISTRATION AND COMMITTEES AND STATE CHAPTERS

Section 1 EXECUTIVE DIRECTOR. The Board of Directors shall appoint an Executive Director who shall be responsible to the Board of Directors for the operations and programs of the Corporation. The Executive Director may attend all meetings of the Board of Directors and of the Executive Committee. Serving as an officer of the Corporation shall not preclude an individual from serving concurrently as its Executive Director.

Section 2 COMMITTEES. The Board of Directors may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization, or these by-laws may not be so delegated, to such committees as the Board of Directors or these by-laws may from time to time establish. All committees shall serve at the pleasure of the Board of Directors. Members of such committees need not be Directors.

Section 3 EXECUTIVE COMMITTEE. The Board of Directors shall elect an Executive Committee consisting of such Directors as the Board may elect from time to time. The Executive Committee shall have and may exercise when the Board of Directors is not in session all the powers of the Board that may be lawfully delegated, provided that the Committee shall not make final determinations of policy except as specifically authorized by the Board of Directors from to time to time. Action taken at any meeting of the Executive Committee will be reported no later than the next scheduled meeting of the Board of Directors.

Section 4 STATE CHAPTERS. The Board of Directors may establish State Chapters in each of the six (6) New England states. Each established State Chapter shall have a chair and vice chair who shall report to and serve at the pleasure of the Board of Directors. The chairs and vice chairs shall be responsible for the development of programming in their respective state. Chapter chairs and vice chairs need not be Directors.

Section 5 JURISDICTION. The Executive Committee shall have full power to settle any question as to the jurisdiction of any committee.

Section 6 REPORTS. The Executive Committee and/or the Board of Directors may require a report of any committee or State Chapter at any time.

ARTICLE VII

COMPENSATION

Section 1 DIRECTORS AND MEMBERS. No Director or Member shall receive compensation for serving as such. Directors may be reimbursed for reasonable expenses incurred in connection with the affairs of the Corporation including attendance at meetings.

Section 2 OFFICERS. The officers shall receive such compensation as the Board of Directors may determine. The Board may delegate to the Chairperson or to a committee the power to fix the salaries or other compensation of any officer or agent appointed by resolution of the Board of Directors. No officer shall be prevented from receiving compensation by reason of the fact that he or she is also a Director.

ARTICLE VIII

CONFLICT OF INTEREST

Any duality of interest or possible conflict of interest on the part of any Director, officer or employee of the Corporation shall be disclosed to the Board of Directors and made a matter of record through an annual procedure and also when the interest becomes a matter of Board action, such disclosure shall be reflected in the record of the proceedings of the Board of Directors.In all cases where a Director, officer or employee of the

Corporation may have a conflict of interest because he or she or a member of his or her family has an interest in any contract or transaction with the Corporation, either directly or indirectly through an interest in or employment by any legal entity which has an interest in such contract or transaction, or otherwise, such Director, officer or employee shall disclose such conflict of interest and refrain from taking any action to authorize, approve or ratify such transaction or contract; provided, however, that the ownership of a non-controlling minority interest in a publicly held legal entity shall not be deemed to be an interest requiring such disclosure. Any required disclosure shall be made, in the case of an employee, to the officer to whom such employee reports and in the case of a Director or officer, to the Board of Directors or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or the transaction which might reasonably be construed to be adverse to the Corporation's interest.Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon and may participate in the discussions with respect thereto, but shall not vote or use personal influence on the matter. The minutes of the meeting shall reflect the disclosure made, the vote thereon and the abstention from voting.Nothing contained herein shall preclude the Corporation from entering into such transaction or contract provided such disclosure is made and the Director, officer, or employee of the Corporation involved abstains from voting on the action taken to authorize, approve or ratify such transaction or contract.

ARTICLE IX BENEFACTORS, SPONSORS, ADVISORS AND FRIENDS OF THE CORPORATION

The Board of Directors may from time to time designate certain persons or groups of persons as benefactors, sponsors, advisors, or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve in an associate capacity and except as the Board of Directors designates such persons in such capacity shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights and responsibilities.

ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

The Corporation shall to the extent legally permissible indemnify each of its present and former Directors, officers, employees and agents and any person who serves or has served, at the Corporation's request, as director, officer, employee or agent of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of foregoing) (the "Agent") against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which he or she may be involved by reason of his or her being or having been an Agent, such expenses and liabilities to include, but not be limited to, judgments, court costs and attorney's fees and the cost of

reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan. The Corporation may reimburse an Agent for expenses incurred in defending a civil or criminal action or proceeding, upon receipt of an undertaking by him to repay such reimbursement if he or she shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Agent to make repayment. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Board of Directors shall have been furnished with an opinion of counsel for the Corporation to the effect that such settlement or compromise is in the best interests of the Corporation and that such Agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or employee benefit plan, as the case may be, and if the Board of Directors (not including the vote of any person seeking indemnification hereunder) shall have adopted a resolution approving such settlement or compromise.The foregoing right of indemnification shall not be exclusive of other rights to which any Director, officer, or employee may be entitled as a matter of law.

ARTICLE XI
GENERAL

Section 1 CORPORATE SEAL. The corporate seal, if any, shall be in a form determined from time to time by the Board of Directors.

Section 2 EQUAL OPPORTUNITY. The Corporation shall not discriminate against persons affiliated or seeking affiliation with the Corporation on the basis of race, color, sex, age, religion or national origin.

Section 3 FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first (31st) day of December, unless otherwise determined by the Board of Directors.

Section 4 RECEIPT AND DISBURSEMENT OF FUNDS. The Board of Directors may designate such other officer or officers who in addition to or instead of the President and Treasurer shall be authorized to receive and receipt for all moneys due and payable to the Corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Corporation may be deposited in such bank or banks or with such other corporations, firms, or individuals, as the President may from time to time designate.

ARTICLE XII
AMENDMENTS

These by-laws may be amended by a majority vote of the Active Members present and voting at any meeting. The notice of any meeting at which a change in the Corporation's by-laws shall be proposed shall contain a description of the proposed amendment.