

RHODE ISLAND SOCIETY OF ENVIRONMENTAL PROFESSIONALS

MEETING OF THE BOARD OF DIRECTORS AND MEMBERS

DECEMBER 15, 1989

An initial meeting of the Board of Directors and Members of the Corporation was held at the offices of Vanasse Hangen Brustlin, Inc., 530 Broadway, Providence, Rhode Island at 3:30 p.m. on December 15, 1989. The following directors were present: Jonathan Feinstein, Philip Virgadamo and Lorne Adrain. Also present were the following Members: John Hartley of Golderberg Zoino Associates, Brian Moran of Kurz Associates, Gregory L. Benik of Hinckley, Allen Snyder & Comen, John J. Kupa of Ecological Associates, George G. Palmiscano of Pare Engineering, Steven L. Kurz of Kurz Associates and Richard Hittinger of Environmental Science Services.

The first order of business was to adopt the actions taken by the incorporator of the Corporation with respect to the organization of the Corporation. It was unanimously

VOTED: That the actions taken by consent of the incorporator without a meeting on December 15, 1989, organizing the Corporation, including, but not limited to, the adoption of the Corporation's by-laws and Articles of Incorporation, be ratified and confirmed in all respects.

There followed a discussion regarding the election of additional members to the board of directors and it was unanimously

VOTED: That the number of members on the board of directors be increased to eleven (11) and that following additional persons are hereby elected to the board of directors of the Corporation to serve in accordance with the by-laws:

John Hartley  
Kathleen Collins  
Brian Moran  
Gregory L. Benik  
John J. Kupa  
George G. Palmiscano  
Steven L. Kurz  
Richard Hittinger

There followed further discussion regarding the election of officers and it was unanimously

VOTED: That the following persons are hereby elected to the offices of the Corporation designated to serve in accordance with the by-laws:

Chairman	Lorne Adrain
Vice Chairman	Jonathan Feinstein
Treasurer	Philip Virgadamo
Secretary	John Hartley

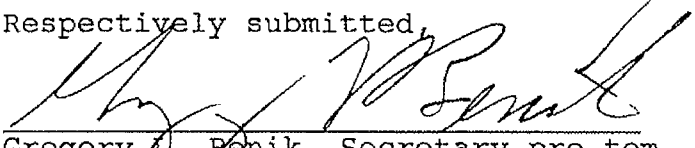
The directors then considered the fixing of membership dues to be paid annually, and after further discussion, it was

VOTED: That the annual membership dues be set at \$100.

After some discussion, the following Committees were created: Membership, Legislative and Standards and Ethics.

There being no further business, the meeting then adjourned. The next meeting will be held on January 9, 1990 at 3:30 p.m. at the offices of Vanasse Hangen Brustlin, Inc., 530 Broadway, Providence, Rhode Island.

Respectively submitted,

  
Gregory L. Benik, Secretary pro tem

BY-LAWS  
OF  
RHODE ISLAND SOCIETY OF ENVIRONMENTAL PROFESSIONALS  
ARTICLE I

NAME, SEAL AND PRINCIPAL OFFICE

Section 1. Name. The name of the Corporation shall be Rhode Island Society of Environmental Professionals.

Section 2. Seal. The seal of the Society shall contain the name of the Society and be of such design as the Board of Directors shall approve.

Section 3. Office. The Society shall maintain an office within the State of Rhode Island at such location as the Board of Directors shall deem appropriate.

Section 4. Duration. The period of duration of the Society shall be perpetual.

ARTICLE II

NATURE OF THE CORPORATION

Section 1. Non-Profit. The Society is not organized for pecuniary gain or profit, incidental or otherwise, and no part of the income of the Society may inure to the benefit of any individual, except that reasonable compensation may be paid for services rendered.

Section 2. Purposes. The general purpose of the Society is to encourage and facilitate the development and support of the environmental services industry within the State of Rhode Island.

ARTICLE III

MEMBERSHIP AND DUES

Section 1. Class of Membership. There shall be two classes of Membership, Regular and Associate, and such additional sub-classes of membership (including "affiliations" with the Society) as the Board of Directors shall determine from time to time.

Section 2. Eligibility for Membership. Regular Membership shall be limited to any corporation or other entity which has permanent offices within the State of Rhode Island and provides environmental consulting services on a regular basis. Associate Membership shall be open to any corporation or other entity which (a) has offices outside of the State of Rhode Island and provides environmental consulting services on a regular basis; (b) provides financial, marketing, or legal environmental consulting services; (c) any person who is employed by a corporation or entity located in Rhode Island and responsible for environmental compliance for that corporation or entity; (d) educational institutions; and (e) any student or faculty member of any college or university. The Board of Directors may establish such additional standards, rules, regulations or requirements for admission to Membership and may authorize exceptions to the membership criteria as it shall determine. Applicants for admission to Membership shall have the responsibility of furnishing such evidence as the Board may deem appropriate to demonstrate their eligibility for Membership.

Section 3. Dues. The Board of Directors may establish dues for Membership and may establish different rates of dues for such appropriate classifications of Members as it shall determine from time to time. Such classifications may be based on criteria established by the Board from time to time. The Board of Directors may waive the dues requirement regarding any Member.

Section 4. Withdrawal of Members; Policies of Individual Members. Each Member has the right to withdraw from the Society at any time without prior notice to the Membership or the Board of Directors. Members may support policy positions or engage in any activities which may be different from the positions maintained by the Society or the activities engaged in or supported by the Society.

#### ARTICLE IV

##### BOARD OF DIRECTORS

Section 1. Number and Authority. The affairs of the Society shall be conducted by a Board of Directors (herein sometimes referred to as the "Board") consisting of no less than five (5) and no more than eleven (11) individuals who shall be elected as provided in Section 2 hereof. The Directors shall act only as a Board and an individual Director, in his or her capacity as Director, shall have no power to act as such.

Former Directors of the Society shall have the status of Honorary Directors for a term of five (5) years after the expiration of their elected term. Honorary Directors shall

receive notice of and may attend all meetings of the Board of Directors, but they shall not be entitled to vote at such meetings and they shall not be considered members of the Board of Directors as that term is defined in these by-laws.

Section 2. Qualification and Election. Directors shall be individuals chosen from the named representatives of each Member of the Society, provided that no more than two (2) shall be representatives of Associate Members. They shall be elected by the vote of a majority of the Members present in person or by proxy at the annual meeting of the Society, or at any special meeting held in place thereof, except as provided in Section 5 of this Article IV regarding vacancies.

Section 3. Term. Each Director shall hold office for a two (2) year term, and until his or her successor shall have been duly elected and qualified or until his or her death or until he or she shall have resigned or shall have been removed as hereinafter provided. Notwithstanding the foregoing, a Director or Honorary Director may serve as such only so long as such individual remains the named representative of a Member of the Society.

Section 4. Removal of Directors. Any member of the Board of Directors may be removed with or without cause by a vote of three-fourths of the total membership of the Board. Such business shall be specified in the notice of the meeting.

Section 5. Vacancies. Any vacancy in the elected membership of the Board of Directors occurring for any reason other than expiration of term may be filled by the affirmative vote of a majority of the remaining members of the Board. The term of any Director so elected to fill a vacancy shall expire when the term of the person whom such Director replaced would otherwise have expired.

ARTICLE V

EXECUTIVE COMMITTEE: OTHER COMMITTEES

Section 1. Designation of Executive Committee. The Executive Committee shall consist of no less than three (3) and no more than five (5) members of the Board of Directors. The Executive Committee shall be elected as follows: (a) the Chairperson and Vice Chairperson elected annually by the membership, and (b) no more than three other Directors elected annually by the Board of Directors. The members of the Executive Committee shall serve until their successors are duly elected and qualified. No member of the Executive Committee shall continue to be a member thereof after he ceases to be a Director of the Society. The Board of Directors shall have the power at any time to fill any vacancies on the Executive Committee, to change any members thereof, and to change the functions or terminate the existence thereof.

Section 2. Nominating Committee. The Board of Directors of the Society is authorized to establish a Nominating Committee to be comprised of no less than three (3) individuals chosen from the names representatives of each Regular Member of the Society.

With the exception of the initial election of Directors and Officers, the names of the proposed Directors and Officers (including Members of the Executive Committee) shall be mailed each year to all the Members eligible to vote thereon, no less than ten (10) days prior to the Annual Meeting of the Members.

The Nominating Committee may have such other duties as may from time to time be prescribed by the Board of Directors.

Section 3. Additional Committees. The Board of Directors of the Society is authorized to establish such additional committees as it may from time to time deem necessary to the operation and management of the Society and shall designate a member of the Board of Directors to serve as chairperson thereof. Such committees shall be comprised of such members, shall be for such purposes and shall have such duties as the Board of Directors may prescribe. Committee reports to the Board shall be made by the chairperson of each committee or his or her designee as needed or requested by the Chairperson of the Board.

## ARTICLE VI

### OFFICERS OF THE CORPORATION

Section 1. Number. The officers of the Society (herein sometimes referred to as the "Officers") shall be a Chairperson,



Vice Chairperson, a Secretary and a Treasurer, who shall be elected by the Board of Directors and such other officers, assistant officers, and agents as shall be elected or appointed by the Board of Directors from time to time, as the Board deems necessary to carry out the functions of the Society. The Chairperson, Vice Chairpersons, Secretary and Treasurer shall be members of the Board of Directors. No individual may hold more than one office. Directors and Officers shall serve without compensation but the Board of Directors may establish policies concerning reimbursement for expenses.

Section 2. Election and Term. Elected officers shall be elected by the Board at its first meeting after the annual meeting of the Membership. Each officer shall be elected to serve a one year term or until his or her successor is legally elected and qualified. Any officer may be removed by the Board with or without cause whenever in its judgment the best interest of the Society will be served thereby. Any vacancies occurring in said offices by reason of death, resignation, failure to elect or appoint any officer or other cause may be filled by the Board.

Section 3. Duties of Officers. The Officers shall have such authority and perform such duties in the management of the Society's affairs and activities as usually pertain to the offices they hold, and as may be assigned to them by the Board, and as may be otherwise provided by these By-laws, including but not by way of limitation the following:

a. Chairperson. The Chairperson shall preside at all meetings of the Members and the Board and shall have general and active management of the affairs of the Society and shall see that all orders and resolutions of the Board are carried into effect. He shall execute in the corporate name all authorized contracts and legal instruments under the seal of the Society, where required, except in cases in which the signing or execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Society, and shall have powers and authority to perform all other duties usually incident to such office. The Chairperson shall be the chief spokesman for the Board and the members shall, to the extent possible and consistent with the proper discharge of their individual responsibilities, refer all inquiries which concern interpretation of Board action and policy to the Chairperson.

b. Vice Chairpersons. The Vice Chairperson shall have such powers and perform such duties as the Board may prescribe or as the Chairperson may delegate to him. In the absence or disability of the Chairperson, the Vice Chairperson, shall perform the duties and exercise the powers of the Chairperson. In the event that the position of Chairperson is vacated by resignation, termination of service as provided in these By-laws or otherwise, the Vice Chairperson shall perform the duties and exercise the powers of Chairperson until that office is filled by the Board of Directors pursuant to Section 3 of this Article VI.

c. Secretary. The Secretary shall cause a complete record of all votes and the minutes of all meetings in a book to be kept for that purpose. The Secretary shall keep in safe custody the seal of the Society, and, when authorized by the Board of Directors, affix the seal to any instrument requiring it, and, when so affixed, it shall be attested by his or her signature or the signature of another officer. In the absence or disability of the Secretary, his or her duties may be performed by an Assistant Secretary to be appointed by the Board.

d. Treasurer. The Treasurer shall supervise the receipt and custody of the funds and securities of the Society and shall cause to be kept a full and accurate record of all monies received and paid out and of all vouchers and receipts given in books belonging to the Society. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of the Society as may be ordered by the Board of Directors and shall render an account of all his transactions as Treasurer and of the financial condition of the Society whenever called upon to do so. If required by the Board of Directors, he shall give the Society a Bond in such form and penalty, and with such surety or sureties, as the Board of Directors may prescribe. In the absence of the Treasurer, his duties may be performed by an Assistant Treasurer to be appointed by the Board.

ARTICLE VII

MEETINGS

Section 1. Annual Meeting of the Members of the Society. A regular Annual Meeting of the Society shall be held at such place as may be designated by the Board of Directors in the month of April or such other time as the Board shall determine. Such meetings shall be held for the election of Directors and any other business which may be properly brought before it.

Section 2. Other Regular Meetings of the Society. In addition to the regular Annual Meeting of the Society, other regular meetings shall be held at such times and places as may be established by the Board. At any regular meeting, any matter may be brought before the meeting which is within the purposes and powers of the Society and in accordance with the Charter and By-laws, without special notice having been given unless otherwise herein provided.

Section 3. Special Meetings of the Society. Special meetings of the Society may be called by a majority of the Board or shall be called at the request of twenty-five percent (25%) or more of the Members.

Section 4. Meetings of the Board of Directors.

a. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and in such place as the Board may establish.

b. Other Meetings. Other meetings of the Board of Directors shall be held at any time and at any place as may be from time to time determined by the Chairperson, or upon the request of three or more Directors.

c. Action Other Than by a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, may be taken without a meeting if written consent to such action is signed by all of the members of the Board and such written consent is filed in lieu of minutes of such meeting. In addition, meetings of the Board may be held by telephone conference.

Section 5. Notice of Meetings. Notice of the Annual and all regular and special meetings of the Society shall be sent to all Members at least five (5) days prior to the date thereof, specifying the time and place. Notices of special meetings shall state the purpose thereof. Notice of Meetings of the Board of Directors shall be given to each member thereof at least five (5) days prior to the date thereof, specifying the time and place. Emergency meetings of the Board of Directors may be called by any two officers of the Society and shall be preceded by written notice to the members thereof sent at least two (2) days prior to the date of such meeting unless the notice requirement is waived by all the members thereof.

Section 6. Quorums. At any regular or special meeting of the Society, one-third of the Membership entitled to a vote shall

constitute a quorum. At the meetings of the Board of Directors, one-third of the Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise specifically provided, the act of the majority of the Members at a meeting of the Membership or of the members of the Board of Directors present at a meeting of the Board at which a quorum is present shall be the act of the Membership or of the Board of Directors, as the case may be.

Section 7. Voting. Dues-paying Members of the Society shall be entitled to vote at the Annual Meeting and any regular and special meeting of the Society. Each Member shall have one vote. Proxy voting shall be allowed at meetings of the Members. If at any meeting of the Members at least two members present thereat request a verification of a proxy vote cast at such meeting, then a written ratification of the proxy vote signed by the person on whose behalf the proxy vote was cast must be submitted to the Secretary within ten (10) days of the date on which such proxy vote was cast; failure to file such a ratification within the time prescribed herein shall render such proxy vote void. Voting at Board of Directors meetings may be orally cast at meetings conducted via telephone conference call.

#### ARTICLE VIII

##### FISCAL YEAR

The fiscal year of the Society shall be from January 1 through December 31 of the following year, or such other annual time period as the Board of Directors may determine.

ARTICLE IX

CONTRACTUAL OBLIGATIONS; BOOKS AND RECORDS

Section 1. Contracts, Checks, Notes, Etc. All checks, drafts, notes, bonds, bills of exchange, and order for the payment of money, as well as contracts and agreements, shall, unless otherwise required by law or permitted by these By-laws, be signed by such Officer or Officers as the Board of Directors may from time to time designate.

Section 2. Books and Records. Correct and adequate books and records of accounts and transactions and minutes of the proceedings of the Board of Directors shall be kept by the Society. The Chairperson of the Society shall cause to be prepared annually a full and correct statement of the affairs of the Society, including a balance sheet and financial statement of operations for the preceding fiscal year, and filed within one hundred twenty (120) days thereafter with the Secretary of the Society.

ARTICLE X

INDEMNIFICATION

Section 1. Agreement of Society. In order to induce the directors and officers of the Society to serve as such, the Society adopts this Article and agrees to provide the Directors and officers of the Society with the benefits contemplated hereby.

Section 2. Acceptance of Director or Officer. This Article will apply, and the benefits hereof will be available, to each Director and officer of the Society who by accepting his or her respective position and serving on behalf of the Society will be deemed to have accepted the provisions of this Article and agreed to abide by the terms contained herein.

Section 3. Definitions. As used herein, the following will have the following respective meanings:

"Covered Act" means any act or omission by the Indemnified Person in the Indemnified Person's official capacity with the Society and while serving as such while serving at the request of the Society as a member of the governing body, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

"Excluded Claim" has the meaning set forth in Section 6, hereof.

"Expenses" means any reasonable expenses incurred by the Indemnified Person in connection with the defense of an claim made against the Indemnified Person for Covered A including, without being limited to, legal, accounting or investigative fees and expenses (including the expense or bonds necessary to pursue an appeal of an adverse judgment).

"Indemnified Person" means any Director or officer of the Society who accepts election or appointment as a director



or officer and agrees to serve as such in the manner provided in Section 2 hereof.

"Loss" means any amount which the Indemnified Person is legally obligated to pay as a result of any claim made against the Indemnified Person for Covered Acts including, without being limited to, judgments for, and awards of, damages, amounts paid in settlement of any claim, any fine or penalty or, with respect to an employee benefit plan, any excise tax or penalty.

"Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

Section 4. Indemnification. Subject to the exclusions hereinafter set forth, the Society will indemnify the Indemnified Person against and hold the Indemnified Person harmless from any Loss or Expenses.

Section 5. Advance Payment of Expenses. The Society will pay the Expense of the Indemnified Person in advance of the final disposition of any Proceeding except to the extent that the defense of a claim against the Indemnified Person is undertaken pursuant to any directors' and officers' liability insurance (or equivalent insurance known by another term) maintained by the Society. The advance payment of Expenses will be subject to the Indemnified Person's first agreeing in writing with Society to repay the sums paid by it hereunder if it is thereafter

determined that the Proceeding involved an Excluded Claim or that the Indemnified Person was otherwise not entitled to indemnity under these by-laws.

Section 6. Exclusions. The Society will not be liable to pay any Loss or Expenses (an "Excluded Claim"):

(a) With respect to a Proceeding in which a final non-appealable judgment or other adjudication by a court of competent jurisdiction determines that the Indemnified Person is liable the Society (as distinguished from being liable to a third party) for: (i) any breach of the Indemnified Person's duty of loyalty to the Society or its members; (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; or (iii) any transaction from which the Indemnified Person derived an improper personal benefit; or

(b) If a final, non-appealable judgment or other adjudication by a court of competent jurisdiction determines that such payment is unlawful.

Section 7. Notice to Society; Insurance. Promptly after receipt by the Indemnified Person of notice of the commencement of or the treat of commencement of any Proceeding, the Indemnified Person will, if indemnification with respect thereto may be sought from the Society under these By-Laws, notify the Society of the commencement thereof. Failure to promptly notify the Society will not adversely affect the Indemnified Person's right to indemnification hereunder unless and only to the extent

that the Society is materially prejudiced in its ability to defend against the Proceeding by reason of such failure. If, at the time of the receipt of such notice, the Society has any directors' and officers' liability insurance in effect, the Society will give prompt notice of the commencement of such Proceeding to the insurer in accordance with the procedures set forth in the policy or policies in favor of the Indemnified Person. The Society will thereafter take all the necessary or desirable action to cause such insurer to pay, on behalf of the Indemnified Person, all Loss and Expenses payable as a result of such Proceeding in accordance with the terms of such policies.

Section 8. Indemnification Procedures. (a) Payments on account of the Society's indemnity against Loss will be made by the Treasurer of the Society except if, in the specific case, a determination is made that the indemnification of the Indemnified Person is not proper in the circumstances because such Loss results from a claim which is an Excluded Claim. If the Society so determines that the Loss results from an Excluded Claim (although no such determination is required by the Society hereunder prior to payment of a Loss by the Treasurer), the determination shall be made:

(i) By the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the Proceeding; or

(ii) If a quorum cannot be obtained for purposes of clause (i) of this subparagraph (a), then by a majority vote of a committee of the Board of Directors duly designated to act in the matter by a majority vote of the full Board (in which designation directors who are parties to the Proceeding may participate) consisting solely of three or more directors not at the time parties to the Proceeding; or

(iii) By independent legal counsel designated:

(A) by the Board of Directors in the manner described in clause (i) of this subparagraph (a), or by a committee of the Board of Directors established in the manner described in clause (ii) of this subparagraph (a), or (b) if the requisite quorum of the full Board cannot be obtained therefor and a committee cannot be so established, by a majority vote of the full Board (in which designation Directors who are parties to the Proceeding may participate). If made, any such determination permitted to be made by this subparagraph (a) will be made within 60 days of the Indemnified Person's written request for payment of a Loss.

(B) Payment of an Indemnified Person's Expenses in advance of the final disposition of any Proceeding will be made by the Treasurer of the Society except if, in the specific case, a determination is made pursuant to Paragraph B(a) above that indemnification of the Indemnified Person is not proper in the circumstances because the Proceeding involved an Excluded Claim.

(C) The Society will have the power to purchase and maintain insurance on behalf of any Indemnified Person against liability asserted against him or her with respect to any Covered Act, whether or not the Society would have the power to indemnify such Indemnified Person against such liability under the provisions of this Article. The Society will be subrogated to the rights of such Indemnified Person to the extent that the Society has made any payments to such Indemnified Person in respect to any Loss or Expense as provided herein.

Section 9. Settlement. The Society will have no obligation to indemnify the Indemnified Person under this Article for any amounts paid in settlement of any Proceeding effected without the Society's prior written consent. The Society will not unreasonably withhold or delay its consent to any proposed settlement. If the Society so consents to the settlement of any Proceeding, or unreasonably withholds or delays such consent, it will be conclusively and irrebuttably presumed for all purposes that the Loss or Expense does not constitute an Excluded Claim. If the Society reasonably withholds its consent solely on the ground that the Proceeding constitutes an Excluded Claim, the Indemnified Person may accept the settlement without the consent of the Society, without prejudice to the Indemnified Person's rights to indemnification in the event the Society does not ultimately prevail on the issue of whether the Proceeding constitutes an Excluded Claim.

Section 10. Rights Not Exclusive. The rights provided hereunder will not be deemed exclusive of any other rights to which the Indemnified Person may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in the Indemnified Person's official capacity and as to action in any other capacity while holding such office, and will continue after the Indemnified Person ceases to serve the Society as an Indemnified Person.

Section 11. Enforcement.

(a) The Indemnified Person's right to indemnification hereunder will be enforceable by the Indemnified Person in any court of competent jurisdiction and will be enforceable notwithstanding that an adverse determination has been made as provided in Section 8 hereof.

(b) In the event that any action is instituted by the Indemnified Person under these by-laws, the Indemnified Person will be entitled to be paid all court costs and expenses, including reasonable attorneys' fees, incurred by the Indemnified Person with respect to such action, unless the court determines that each of the material assertions made by the Indemnified Person as a basis for such section was not made in good faith or was frivolous.

Section 12. Severability. If any provision of this Article is determined by a court to require the Society to perform or to fail to perform an act which is in violation of applicable law,

this Article shall be limited or modified in its application to the minimum extent necessary to avoid a violation of law, and, as so limited or modified, this Article shall be enforceable in accordance with its terms.

Section 13. Successor and Assigns. The provisions of this Article will be (a) binding upon all successors and assigns of the Society (including any transferee of all or substantially all of its assets) and (b) binding on and inure to the benefit of the heirs, executors, administrators, and other personal representatives of the Indemnified Person.

Section 14. Amendment. No amendment or termination of this Article will be effective as to an Indemnified Person without the prior written consent of that Indemnified Person and, in any event, will not be effective as to any Covered Act of the Indemnified Person occurring prior to the amendment or termination.

## ARTICLE XI

### AMENDMENT OF BY-LAWS

Section 1. Authority to Amend By-laws. These By-laws may be amended, modified or repealed at any annual or special meeting of the Members, provided that notice for the meeting include reference to an intention to amend the by-laws.

Section 2. Additional Rules. The Board of Directors shall be authorized to adopt additional rules for the government and operation of the Society, provided that such additional rules are

not in conflict with the Charter or By-laws. Such additional rules, when adopted, shall be sent to each of the Members and shall be effective when adopted and unless revoked or amended by the Members at the next regular or special meeting of the Society following the adoption of such rules.