

**THE BYLAWS OF
LOUISIANA BROWNFIELDS ASSOCIATION
[August 31, 2006]**

**ARTICLE I
NAME**

The name of this Association (the "Association") shall be Louisiana Brownfields Association, a not-for-profit corporation, as incorporated under the laws of the State of Louisiana.

**ARTICLE II
PLACE OF BUSINESS**

Offices of the Association shall be located in the State of Louisiana in such locality or localities as may be determined by the board of directors.

**ARTICLE III
PURPOSE**

The purpose of the Association is to encourage and promote Brownfields redevelopment in Louisiana.

**ARTICLE IV
MEMBERSHIP**

Section 1: Eligibility

Any individual who, and any business or governmental entity which, has a reasonable and substantial interest in the purposes for which the Association was founded and who sincerely desires to further such purposes may be a member. Membership is subject to the agreement of the member to the purpose of the Association as stated in Article III of the Bylaws, and further explained on the membership application. Membership in the Association shall reside with the individual and is not transferable except in the case of business, governmental, and institutional or not-for-profit designees. Notices to members required in these by-laws may be accomplished by e-mail or such other electronic communication as the Board may determine appropriate from time to time.

Section 2: Membership categories

The Board of Directors shall, from time to time, establish various categories of membership, the rights and privileges of each, and the dues schedule. Such information shall be made available to all members. All Membership categories obtain the equivalent to one voting member.

2.1 Charter Members

Individuals obtaining individual membership during the first year of establishment of the Association shall be designated as Charter Members. Charter Membership is the only membership available for the first year of the Association. Other categories as described herein shall be established in the future. Charter Members' membership fees are reduced at Charter Member rates for the first three years. Other privileges for Charter Members shall be agreed upon as necessary by the Association Charter Members and Board of Directors.

2.2 Individual Membership

Membership in the Association will be granted to any individual who agrees to support the Association's purpose, as described in Article III of these bylaws. The following shall be the categories of individual memberships in the Association that may be held by individuals: Individual (General), and Individual (Student).

2.3 Business Membership

Business membership may be granted to any sole proprietorship, partnership, corporation, or other business entity, and any professional trade organization, that conducts business in the State of Louisiana. Status as the representative of a Business Member is transferable within the Business Member's entity and does not belong to the individual.

2.4 Government/Institutional/Not-for-Profit Membership

Government membership may be granted to any unit, subdivision, municipality or other agency of federal, state or local government in the State of Louisiana. Institutional membership may be granted to any college or university located in the State of Louisiana. Not-for-profit membership may be granted to any such organization.

Status as the representative of a Government, Institutional, or Not-for-profit Member is transferable within the Government, Institutional or Not-for-profit Member's entity and does not belong to the individual.

Section 3: Admission to Membership

Application for membership shall be made on a standard form provided by the Association.

Section 4: Resignation of Membership

A member whose dues and other indebtedness to the Association have been paid may resign his or her membership by written communication to the Association's board of directors. In the event of resignation there shall be no pro-rata refund of dues.

Section 5: Termination of Membership

A member not paying dues within sixty (60) days after the due date shall be dropped from the membership provided that notice of termination of the membership shall have been given to the member, and provided that a reasonable basis for an extension of time has not been given by the member.

Section 6: Suspension/Expulsion of a Member

A member may be suspended or expelled from membership in the Association with or without cause by a 2/3 vote of the Board of Directors at any regular or special meeting of the Board of Directors, provided that written notice of the proposed action and of the member's right to appear at such meeting on his or her own behalf has been given at least ten (10) days prior to such meeting. Reinstatement to membership of a suspended or expelled member shall be at the discretion of the board. In the event of suspension or expulsion, there shall be no pro-rata refund of dues.

Section 7: Voting by Members at a Membership Meeting

Each member shall have one vote in the affairs of the Association.

Section 8: Meetings

8.1. Annual Meeting — There shall be an annual meeting of the Association as called by the board of directors. Written notice of such meeting, stating the place, date and hour of the meeting shall be mailed to each member by first-class mail or electronically at least ten (10) days before the date of the meeting,

8.2. Special Meetings - Special meetings of the Association may be called by the President or a majority of the board of directors. Written notice of such meeting stating the purpose or purposes, place, date and hour of the meeting shall be mailed to each member by first-class mail or electronically at least ten (10) days before the date of the meeting.

Section 9: Quorum

The least of fifteen (15) members or 50% of total membership shall constitute a quorum for the transaction of business at a regular annual or special meeting of the membership.

ARTICLE V DUES

Section 1: Authority

Membership dues applying to all classifications shall be established and may be altered by a majority vote of the board of directors.

Section 2: Method of Payment

The annual dues shall be payable to the Association and dues for the first year of a prospective member must be submitted in full with the prospective member's membership application. Official membership status shall be granted as of the date membership is approved by the board of directors.

Section 3: Application of Dues Payment

Dues are to be paid on an annual basis based on the fiscal year July 1 - June 30, and will be established pro rata by the quarter for members joining after July 1.

ARTICLE VI BOARD OF DIRECTORS

Section 1: Exercise of Association Power

All corporate powers shall be exercised by or under the authority of the board of directors, hereinafter called "the Board" or its designee, to the extent consistent with these Bylaws, the Articles of Incorporation of the Association, and the Laws of Louisiana. The business affairs of the Association shall be managed by or at the direction of the Board.

Section 2: Composition - Voting Members

The Board shall consist of an odd number of Directors, with a total of no more than eleven (11) and not fewer than nine (9) members, who shall serve without compensation, and shall include the President, Vice President, Secretary, Treasurer, and others as necessary to include representation of each of the eight (8) Louisiana Planning Districts. All members of the Board shall be entitled to vote on matters under consideration by the board except as detailed in Section 3.

Section 3: Composition - Ex-Officio Directors

The board may include as ex-officio and/or advisory non-voting members the following persons (or, in lieu of any of such person, his or her designee):

- i) Regional Administrator, Region VI, United States Environmental Protection Agency;
- ii) Secretary of the Louisiana Department of Environmental Quality;
- iii) In addition to the voting members that may be appointed by the board pursuant to Section 6 of this Article, any other ex-officio members may be appointed by a 2/3 vote of the board of directors of the Association.

All ex-officio directors shall serve as non-voting members of the board and may not hold the offices of President, Vice-President, Secretary, or Treasurer.

Section 4: Qualifications of Board Members

To qualify for election to the board, a member or member's representative must be in good standing with the Association, must agree to serve if elected, and must agree to commit the necessary time and resources to fulfill completely his or her duties.

Section 5: Election and Term of Office

Terms of the Board of Directors shall be for 1 year each. Board members shall be elected at the annual meeting and shall take office the day they are elected or appointed and shall hold office until their successor(s) has been elected and assumes office.

Section 6: Limits on Service

Directors may not serve more than three consecutive one-year terms.

Section 7: Vacancies

Upon the event of a vacancy, within thirty (30) days thereafter, the President shall call a meeting of

the Association for the purpose of electing a new director. Such vacancy shall be filled by a majority vote of the members at such meeting, provided a quorum is present. The newly elected director must be eligible to be a voting member of the Board, as set forth in Section 4 above.

Section 8: Meetings of the Board

Meetings of the board of directors may be held within or without the State of Louisiana. The board shall be required to meet in person at least four times each year at such times as it may establish ("regular meetings"). Additional meetings of the board in person or by telephone ("special meetings") may be called by the President or by a total of any five voting board members. Written notice shall be sent by first-class mail or facsimile or electronically to each voting member of the board at his or her last recorded address at least seven (7) days in advance of any regular or special meeting, unless waived by each voting board member before, during, or after the meeting. Members of the board of directors may not vote or attend any meeting by proxy but may participate and vote by telephone. Telephone votes must be confirmed within 24 hours by email or facsimile to the Secretary.

Section 9: Quorum

The presence in person or by telephone of a majority of the voting board members shall constitute a quorum to transact business at any regular or special meeting of the board of directors.

Section 10: Removal, Deemed Resignation of a Director

Any member of the board of directors may be removed from office with or without cause by an affirmative vote of two-thirds (2/3) of the membership. Any board member failing to attend seventy-five percent (75%) of the regular meetings of the board in any year shall be deemed to have resigned from the board unless such board member (i) is excused in advance by the Chair from attendance or (ii) shall petition the board for waiver of such deemed resignation and such waiver shall be approved by a two-thirds (2/3) affirmative vote of other members of the board of directors.

Section 11: Initial Board of Directors

The initial Board of Directors shall consist of the incorporators identified in the Articles of Incorporation filed with the Louisiana Secretary of State on June 19, 2006 and their appointments as necessary to satisfy the requirements of Section 2 of this article. Their term shall be for no less than one year following their appointment.

ARTICLE VII OFFICERS

Section 1: Officers

There shall be four officers of the Board consisting of a President (Chair), a Vice-President (Vice-Chair), Secretary, and Treasurer. In addition, the board of directors may appoint such additional officers as it deems necessary to carry out the purposes of the Association.

Section 2: Duties and Responsibilities

2.1

PRESIDENT: It shall be the duty of the President (Chair) to preside at meetings of the membership and board of directors; to perform specific duties that the board of directors may place upon the office; and other such duties as may pertain to that office.

2.2

VICE-PRESIDENT: It shall be the duty of the Vice President (Vice Chair) to act in the absence of the Chair and to perform such other duties as pertain to that office.

2.3

SECRETARY: It shall be the duty of the Secretary to act in the absence of the President and Vice President, to keep the records of all meetings of the membership and of the board of

directors. The Secretary is also responsible for confirming member contact information and sending out meeting notices.

2.4

TREASURER: It shall be the duty of the Treasurer to have charge and custody of all funds and to deposit same upon order of the board of directors. The Treasurer shall make an annual financial report to the membership. The Treasurer shall have custody of all books, papers and property of the Association and shall deliver all funds and records to the successor within fifteen (15) days after expiration of the term of office. All bills incurred shall be paid by check, which shall have 2 signatures of any of the following officers: President, Vice-President, Secretary, Treasurer, or Executive Director.

2.5

EXECUTIVE DIRECTOR: Upon a majority vote of the board of directors, the operational duties of the officers may be contracted out or assigned by volunteerism to an individual, corporation or organization in order to facilitate the day-to-day operation of the Association.

Section 3: Vacancies

Officer vacancies shall be filled by election by majority vote at the first meeting of the board following the expiration of any officer's term or following the resignation of an officer or any other vacancy in any such office. Any officer elected to replace an officer whose term had not expired shall serve for the then-remaining balance of any such un-expired term. Any officer elected to fill an un-expired term shall be eligible for election to that office for a full term.

ARTICLE VIII ABSENTEE OR PROXY VOTING

Absentee or proxy voting is prohibited on any matter at any meeting of the board of directors or any meeting of the general membership. In order for a vote to be counted, the individual member in good standing must cast his or her vote or ballot in person, or, if participating by telephone, (i) vocally and (ii) by mail, electronic mail or by signed facsimile to the Secretary within 24 hours.

ARTICLE IX COMMITTEES

Committees and sub-committees may be formed or dissolved from time to time by the board, or, upon approval of the board, by the President, as deemed appropriate, to address continuing or special issues or matters. Such committees and subcommittees shall be comprised of members of the board, or members of the Association from among the membership. The President shall appoint the chairmen of each committee and subcommittee subject to the approval of the board of directors.

ARTICLE X FISCAL YEAR

The fiscal year of the Association shall begin July 1 and end on the following June 30.

ARTICLE XI BUDGET

At the beginning of each fiscal year, the Treasurer shall propose a budget based on anticipated resources for the current year and the expenditures programmed. The board of directors shall meet as early as possible in the new fiscal year to modify, if necessary, and approve the budget submitted. All disbursements shall be in conformity with the approved budget. The board may authorize specified expenditures during the interim period between July 1 and the adoption of the approved budget.

The board of directors may adjust the budget during the fiscal year to meet changing conditions and needs. Any increases in the total budget shall be approved by vote of 2/3 of the voting members of the board of directors.

**ARTICLE XII
FINANCES**

The Treasurer shall be responsible for the proper collection of dues and other monies due the Association. Operating funds of the Association shall be deposited in any bank or financial institution approved by the board of directors. Withdrawals shall require two signatures, with one signature being the current Treasurer. All disbursements shall be in conformity with the approved budget.

**ARTICLE XIII
AMENDMENTS**

These bylaws may be amended or repealed wholly or in part by a majority vote at a meeting of the membership, as recommended by the board of directors, provided notice of the proposed action is mailed or faxed to the last recorded address of each member at least ten (10) days prior to the date of the meeting or provided notice is waived in writing by a majority of the members of the Association entitled to vote thereon. Members can propose amendments to the bylaws, following these procedures.

**ARTICLE XIV
EFFECTIVE DATE**

These bylaws shall be effective immediately following adoption by the bylaws committee and an open 30-day comment period.

**ARTICLE XV
DISSOLUTION**

The purpose of the Association is as set forth in Article III above. No part of its earnings shall inure to the use or benefit of an individual. In the event this organization should be dissolved for any reason, any remaining assets shall be distributed for purposes within the scope of Louisiana law, Internal Revenue Code Section 501, and any amendments thereto.

**ARTICLE XVI
PARLIAMENTARY AUTHORITY**

The most current edition of Robert's Rules of Order shall be the authority for deciding all points of order and procedure when not in conflict with the by-laws.

**ARTICLE XVII
INDEMNIFICATION**

The association may indemnify any person who was or is an officer, director, or agent thereof who is eligible for indemnification under the provisions of Louisiana Law for non-profit organizations. In addition, the Association may indemnify any other person who is eligible for indemnification under such provisions, to the full extent and under the conditions provided herein.

**ARTICLE XVIII
CODE OF CONDUCT**

It is the duty of every member to adhere to a Code of Conduct as may be adopted by the Board of Directors. Such code may include the Association's Code of Ethics.