

BY-LAWS

OF COLORADO ENVIRONMENTAL PROFESSIONALS ASSOCIATION

ARTICLE I

Name

The name of the Association shall be COLORADO ENVIRONMENTAL PROFESSIONALS ASSOCIATION, also to be known as CEPA.

ARTICLE II

Purposes

The Association is authorized to pursue the following purposes:

- A. To promote the interests of the environmental contracting and consulting business in Colorado.
- B. To gather, prepare, and distribute information relating to asbestos and other environmental hazards management, removal or abatement.
- C. To furnish information, education, and communication on labor matters, which are of common concern to those members of the Association to which it pertains.
- D. To improve the business skills of the members of the Association and to keep them advised of new and pending legislation and regulation, new products and their uses, health hazards, and other problems and developments affecting the environmental remediation industry.
- E. To promote in a lawful way the common interests of its members.

ARTICLE III

Membership

Section 1. Active Members. Any person, firm, or corporation or branch office thereof, whose business is the management, removal, or consultation involving environmental remediation activities, shall be eligible to be an Active Member of this Association.

Section 2. Associate Members. a. Any person, partnership, firm, or corporation, a part of whose business is the supplying of materials, products, services, or equipment for their application to the environmental remediation industry, may, upon making written application therefore, payment of the specified dues, and approval of the Board of Directors, become an Associate Member of this Association. All references in these By-Laws to "member", "members", and "membership" shall, unless the context clearly shows otherwise, be deemed to refer to Active Members and not to Associate Members. b. Except as provided in this paragraph, Associate Members shall not be entitled to vote or hold office in the Association but, with the approval of the Board of Directors, may attend meetings and participate in discussions and programs. The Associate Members may elect

a President of the Associate Members, who shall serve as a member of the Board of Directors in accordance with Section 2 of Article V of these By-Laws. Such election shall be in accordance with procedures adopted by the Associate Members.

Section 4. Election to Membership. Any person, partnership, firm, association, company, or corporation eligible to Active or Associate Membership under these By-Laws, on making written application therefore, may be elected to membership. For such election, a majority of the vote of the Board of Directors of this Association is required. Determination of eligibility will be determined prior to vote and based on the code of ethics set herein.

Section 5. Voting. Each member shall appoint and certify in writing to the Secretary of this Association one or more partners, officers, or employees to be its representatives in the Association and who shall represent, vote, and act for such member in all of the affairs of the Association, including the holding of office therein; and in the event the certified representative of such member is unable to attend meetings of the Association, he may designate in writing another partner, officer, or employee of the member to act in his stead. No person other than a certified representative may vote or otherwise act for such member. This section shall not exclude other representatives of members from attending and participating in discussions at membership meetings.

Section 6. Withdrawal. Membership in this Association may be terminated by voluntary withdrawal as herein provided or otherwise in pursuance of these By-Laws. The right of a member to vote and all other rights, privileges, and interest of a member in or to the Association shall cease on the termination of membership. Withdrawals shall be effective upon receipt of such notice.

Section 7. Termination. The Board of Directors may, by a two-thirds vote of the whole Board, terminate the membership of any member for failure to pay dues and assessments - after they become due, or for failure of the member to meet membership eligibility requirements in the Association or its purpose Membership in the association shall terminate upon the resignation of a member, failure to pay dues, death, or expulsion from membership for violation of the certificate of incorporation, bylaws, CEPA code of ethics, or for commission of any act deemed by the Board of Directors as injurious to the reputation and standing of the Colorado Environmental Professionals Association. No member shall be expelled, except for failure to pay dues, without due process and without a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting. The Association shall give written notice to the member of the proposed action at least fifteen days prior to taking final action thereon. Such notice shall state the nature of the proposed action, and the reason or reasons therefore, and shall designate a time and place when the member or his representative may appear before the Board of Directors to make such explanation or present such defense as may be appropriate.

Section 8. Code of Ethics. This Code of Ethics signifies voluntary recognition by members of CEPA of the responsibilities and obligations of professional self-discipline. The purpose of the code is to inform the public that CEPA members intend to maintain a high level of ethical behavior and professional performance. The code expresses the standards of conduct expected by members in their relationships with clients, colleagues, members of allied trades and the general public. By joining CEPA members voluntarily agree to fully comply with the requirements of the code and recognize that if the conduct of a member falls below the standards that

member will be subject to sanctions and/or termination of membership. These Code of Ethics apply to Active and Associate Members.

- I/We will be honest and forthright in advertising.
- I/We will provide services only after obtaining necessary licensing required on a project or within a jurisdiction.
- I/We will stay abreast of new technology, tools of trade, building codes, industry standards and guidelines
- I/We will perform services only after the applicable, generally accepted industry standards of care have been disclosed.
- I/We will follow such standards in work performed. I/We will comply with the By-Laws of the Association.
- I/We will comply with all Federal, State and local laws, regulations and licensing requirements applicable to our company.
- I/We will promptly and courteously address any and all customer/client complaints or inquiries, explaining the services, testing procedures and practices followed by our company.

ARTICLE IV

Membership Meetings

Section 1. Monthly Meetings. Monthly meetings of the Association shall be held at such time or place as may be designated by the Board of Director.

Section 2. Special Meetings. Special meetings of members may be called at any time by the President or by a majority of the Board of Directors. Such meetings shall be held at such time and place as are designated in the notice of the meetings.

Section 3. Notice of Meetings. The Secretary will endeavor to notify each member of record entitled to vote, for monthly meetings at the preceding meeting, 3 weeks, 10 days and then finally 3 days prior to regular meetings. For special meetings, at the last known email address of members ten days prior thereto.

Section 4. Counsel. Counsel retained by the Board of Directors may be present at all meetings of the membership of the Association.

Section 5. Action by Consent. Any action required or permitted to be taken at any meeting of the members, or of any committee thereof, may be taken without a meeting if all members, or all members of the committee, as the case may be, consent thereto.

ARTICLE V

Board of Directors

Section 1. Management Powers. Except as otherwise provided by statute, the Articles of Incorporation, or by these By-Laws, the Board of Directors shall manage the affairs of the Association. Without limiting the foregoing, the Board shall have power to authorize contracts on behalf of the Association; to appoint committees; to employ counsel; to audit bills and approve their payment; and generally to carry out the purpose of the Association.

Section 2. Number, Election, and Term. a. The Board shall consist of at least five Regular Directors elected by the members at the Annual Meeting thereof including the President of the Associate Members, whose position will be equal to that of a Regular Director, including voting rights. , Regular Directors shall serve for a term of three years and until their successors are elected and qualify, except that if the President's term as a Regular Director expires at the same time that his term of office as President expires, he shall serve an additional year as Director. The Board of Directors shall consist of up to 7 members to be elected at the Annual Meeting by the Members at Large. The Board Member(s) shall serve until such time that a member becomes unavailable and/or completes his term on the Board. Vacancies in the office of Regular Directors shall be filled by a majority vote of the remaining Regular Directors even though the remaining Regular Directors may constitute less than a quorum.

Section 3. Quorum. A majority of the whole voting Board shall constitute a quorum at any meeting of the Board. In case there be less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 4. Action by Consent. Any action required or permitted to be taken at any meeting of the members, or of any committee thereof, may be taken without a meeting if all members, or all members of the committee, as the case may be, consent thereto.

ARTICLE VI

Officers

Section 1. Offices and Eligibility. The officers of the Association shall be a President, one or more Vice Presidents, a Treasurer, a Secretary, and the Board of Directors may from time to time elect such other officers as. The officers, with the exception of the Treasurer and Secretary, shall be Regular Directors of the Association. The Treasurer and Secretary are not required to be a regular member(s) of the Board of Directors.

Section 2. Election and Term. The Board shall elect officers to serve for a term of one year and until their successors are elected and qualify. At each Annual Meeting, the Board shall elect officers. No other officer except the Treasurer and Secretary may succeed himself in the same office for more than two terms.

Section 3. President. The President shall be the executive officer of this Association, and shall preside at meetings of the Association and of the Board of Directors. He shall also, at the Annual Meeting of the Association and at such times as he shall deem proper, communicate to the Association or the Board of

Directors such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of President of the Association or as may be prescribed by the Board of Directors.

Section 4. Vice President(s). The Vice President(s) may, in the order of their designation by the President, be delegated by the President to perform his duties in the event of his temporary inability or absence from meetings. In the event of death or permanent disability of the President or any Vice President, the vacancy shall be filled by the vote of a majority of the whole Board of Directors.

Section 5. Treasurer. The Treasurer shall review the account of all moneys received and expended for the use of the Association and shall make disbursements authorized by the Board of Directors. He shall make a report at the Annual Meeting, if appropriate, or when called upon by the President. Funds may be drawn from the accounts of the Association only upon the signature of the Treasurer, President, or Secretary of the Association. The funds books and vouchers, with the exception of confidential reports submitted by members, at all times are subject to verification and inspection by the Treasurer, the Board of Directors, or the Board's designates.

Section 6. Secretary. The Secretary shall attend all meetings of the members and Board of Directors, and act as clerk thereof and record all votes and the minutes of the proceedings in a minute book to be kept for that purpose. The Secretary shall have custody of papers set before the Board for action, provide for the safekeeping of the records of the Association, and perform other duties as may be prescribed from time to time by the Board of Directors, or the President.

ARTICLE VII

Dues and Assessments

Section 1. Determination of Amount. The annual dues shall be fixed by majority vote of the members present at any regular or special meeting of the members of the Association or by the written consent of a majority of the members of the Association, except that the annual dues shall not be less than \$100.00 for each member. The Board of Directors shall from time to time make recommendations to the members as to the amount of the annual dues.

Section 2. Payment. The fixed portion of the annual dues shall be payable on within 30 days of the January billing of each year. Any variable portion shall be payable on a timely basis.

Section 3. Assessments. Whenever authorized by a majority vote or by the written consent of the entire membership of the Association, the Board of Directors may levy a special assessment on the members which shall be payable at the time provided for in the resolution imposing the assessment.

Section 4. Failure to Pay. The Board of Directors may, in accordance with the provisions of Section 6 of Article III terminate the membership of any member who fails to pay dues and assessments within ninety days after they become due.

ARTICLE VIII

E-Mail Vote

Whenever in the judgment of the Board of Directors any question shall arise which it considers should be put to a ballot of the active membership, the Directors may, unless otherwise required by these By-Laws, submit such a matter to the membership in writing by e-mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within three weeks after such submission to the membership, provided that in each case votes of at least sixty per cent of the membership shall be received. Any and all action taken in pursuance of a majority mail vote in each case shall be binding upon the Association and as against each member thereat.

ARTICLE IX

Corporate Seal

The Association shall have a seal in the form imprinted hereon.

ARTICLE X

Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, funds shall be distributed 50% to the American Cancer Society and 50% to Children's Hospital, Denver, CO.

ARTICLE XI

Indemnification

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of the Association, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matter as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XII

Amendments

These By-Laws may be amended, altered, or added to at any meeting of the membership of the Association by a majority vote of all the members present in person and voting, provided that at least thirty days before any proposed amendment shall be acted upon, a notice of intention to submit amendments for vote shall have been filed with the Secretary of the Association and mailed to all members