

**BY-LAWS OF
ILLINOIS ENVIRONMENTAL CONTRACTORS ASSOCIATION**

ARTICLE I

NAME AND PURPOSES

1.1 *Name*

The corporation shall be known as ILLINOIS ENVIRONMENTAL CONTRACTORS ASSOCIATION (hereinafter referred to as the "Association").

1.2 *Purposes*

To promote the interests of persons and companies engaged in asbestos abatement, lead abatement and/or other activities relating to environmental issues affecting the construction industry, and to promote just and equitable treatment in their relationships with each other; to promote steadiness of employment and good labor relations within that portion of the construction industry; and to promote harmonious relations with other trade associations and entities affiliated with the construction industry.

To receive any property, real, personal, or mixed, by gift, devise, bequest, purchase, lease, loan or otherwise, absolutely or in trust, for the foregoing purposes or any of them, and to carry out the directions and exercise the powers contained in any trust or other instrument under which such property may be so received, including without limitation the expenditure of the principal, as well as the income, of any property so received, if authorized or directed in such trust or other instrument; and if so received without any designation of specific use, to expend the income and principal thereof for any one or more of the foregoing purposes in such manner and amounts and at such time or times as deemed proper by the board of directors of the Association.

Notwithstanding the foregoing or any other provisions of the articles of incorporation or of these by-laws:

(a) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth above.

(b) The Association shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States internal revenue statute.

In the event of the dissolution of the Association, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the remaining assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under section 501(c)(6) of the Code, or the corresponding provision of any future United States internal revenue statute, as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for the purposes of the Association in such manner, or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE II

OFFICES

The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of Illinois as the board of directors may from time to time determine.

ARTICLE III

MEMBERS

3.1 *Composition of Membership*

An individual or organization shall become a member of the Association by taking the following actions:

(a) Employing individuals represented for purposes of collective bargaining by Construction and General Laborers' District Council of Chicago and Vicinity and its Local 225 (hereinafter referred to as "the Union"); and

(b) Making contributions to the Industry Education Fund provided for in a collective bargaining contract between the Association and the Union.

3.2 *Rights of Members*

Each member of the Association shall be entitled to receive periodic reports on the activities of the Association and shall have only such voting rights as are specifically conferred by the board of directors pursuant to Article IV, Paragraph 4.2(b).

3.3 *Termination of Membership*

An individual or organization which is a member of the Association shall cease to be a member upon, and only upon, the existence of one of the following conditions:

- (a) The individual or organization, for a period of one (1) year, has
 - (i) Not employed individuals represented for purposes of collective bargaining by the Union; and
 - (ii) Had no obligation to make contributions to the Industry Education Fund; or

(b) The individual or organization has notified the Association in writing that it is resigning from the Association, provided that

- (i) The notice must be given during a period beginning nine (9) months and ending six (6) months prior to the expiration of the then current collective bargaining contract between the Association and the Union; and
- (ii) Such resignation shall not be effective until after the expiration of the then current collective bargaining contract.

3.4 *Representation of Members by the Association*

The members authorize the Association (a) to bargain with the Union on their behalf regarding wages, hours, and other terms and conditions of employment of laborers engaged in environmental work, including asbestos and lead abatement; (b) to enter into collective bargaining contracts with the Union setting forth the outcome of such bargaining; and (c) to select Association representatives for the Joint Adjustment Board or any similar tribunals established by a collective bargaining contract for the resolution of disputes arising thereunder.

3.5 Meetings of Members

Any meetings of members of the Association held pursuant to Article IV, Paragraph 4.2(b), to elect directors shall be held in accordance with the provisions of the Illinois General Not For Profit Corporation Act of 1986 (the "Act"). Similarly, any meeting of members of the Association held for the purpose of considering removal of one or more directors elected by the members pursuant to Article IV, Section 4.2(b), shall be held in accordance with the relevant provisions of the Act.

ARTICLE IV

BOARD OF DIRECTORS

4.1 General Powers

The property and affairs of the Association shall be managed by its board of directors.

4.2 Number, Election, Tenure and Qualifications

The number of directors shall be not less than four (4) and not more than eight (8), with the specific number being set by the board from time to time. Directors shall be elected as follows:

(a) Except as otherwise provided by the board pursuant to paragraph (b), below, at each annual meeting of the board of directors, the incumbent board shall elect the full number of directors, each to serve until the adjournment of the next annual meeting of the board and until his or her successor shall have been elected and qualified. Newly elected directors shall take office upon the adjournment of the annual meeting at which they are elected. Directors need not be residents of the State of Illinois, and there shall be no limit on the number of consecutive terms as a director that any individual may serve.

(b) Alternatively, the board of directors may also provide for the election of one (1) or more directors by a vote of the membership of the Association, in accordance with a procedure to be established by the board. Such procedure may include voting at a meeting of the members and/or voting by mail ballot. Each such newly elected director shall take office on a date specified by the board of directors and shall serve for a term specified by the board and until his or her successor shall have been elected and qualified. Any director elected by the members pursuant to this Paragraph 4.2(b) may be removed by the members in accordance with the relevant provisions of the Act.

4.3 Regular Meetings

The regular annual meeting of the board of directors shall be held without other notice than these By-laws at the registered office of the Association in Illinois at the hour of 10:00 a.m. on the first Tuesday in March in each year, beginning with the year 1997. If such day be a legal holiday in any year, the regular annual meeting shall be held in the same place and at the same hour on the next succeeding business day. The board of directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings without other notice than such resolution.

4.4 Special Meetings

Special meetings of the board of directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the board of directors may fix any place as the place for holding any special meeting of the board of directors called by them.

4.5 Notice

Notice of any special meeting of the board of directors, including a statement of the purpose or purposes for which the meeting is called, shall be given at least five (5) days prior thereto by written or printed notice delivered personally or mailed to each director at his or her address as shown in the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 Quorum

A majority of the board of directors shall constitute a quorum for the transaction of business at any duly called meeting of the board, provided that if less than a quorum is present at any such meeting, a majority of the directors present, or the sole director present, may adjourn the meeting to another time without further notice.

4.7 Manner of Acting

The act of a majority of the directors present at a duly called meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law, the articles of incorporation or these By-laws.

4.8 Vacancies

Any vacancy occurring in the board of directors, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors unless otherwise required by law, the articles of incorporation or these By-laws, and the filling of such vacancies shall be undertaken by the board as soon as practicable. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office, and a director elected to fill a new directorship shall serve for the designated term of that directorship or, if no term is designated, until the adjournment of the next annual meeting of the board and until his or her successor shall have been elected and qualified.

4.9 Compensation

Directors shall not receive any stated salaries for their services as directors but, by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed in a reasonable amount for attendance at each regular or special meeting of the board; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving reasonable compensation therefor.

4.10 Informal Action

Any action which is required by law or the articles of incorporation or these By-laws to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the board of directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the board of directors.

ARTICLE V

OFFICERS

5.1 Officers

The officers of the Association shall be a president, one or more vice presidents, an executive director, a secretary, a treasurer, and such assistant secretaries, assistant treasurers, or other officers as may be elected by the board of directors in accordance with the provisions of this article. Officers may, but need not, be directors of the Association. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

5.2 *Election and Tenure*

The officers of the Association shall be elected annually by the board of directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until the adjournment of the next annual meeting of the board of directors and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided.

5.3 *Removal*

Any officer elected by the board of directors may be removed from office by the board of directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.4 *Vacancies*

A vacancy in any office may be filled or new offices created and filled by action of the board of directors at any meeting of the board. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and an officer elected to fill a new office shall serve until the adjournment of the next annual meeting of the board of directors and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

5.5 *President*

The president shall be the chief executive officer of the Association and shall in general supervise and direct all of the business and affairs of the Association, subject to the direction and control of the board of directors. The president shall preside at all meetings of the board of directors. The president may sign, with the secretary or any other proper officer of the Association authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the articles of incorporation, these by-laws, or the board of directors to some other officer or agent of the Association. The president shall, in general, perform all duties customarily incident to the office of president and such other duties as may be prescribed from time to time by the board of directors.

5.6 *Vice President*

The vice president shall assist the president in the discharge of the duties of the president as the president may direct, and shall perform such other duties as may be

assigned from time to time by the president or the board of directors. In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president, and when so acting shall have all of the powers of and be subject to all of the restrictions upon the president. If more than one vice president is elected, the vice presidents shall, in the event of an absence, inability to act or refusal to act of the president, assume the duties and powers of the president in the order designated by the board of directors.

5.7 *Executive Director*

The executive director shall be the chief operating officer of the Association and shall have general authority and responsibility with respect to the day-to-day operations of the Association, subject to the direction of the board of directors and the president.

5.8 *Secretary*

The secretary shall keep minutes of the meetings of the board of directors in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the articles of incorporation and these By-laws; shall be custodian of the corporate records and of the seal (if any) of the Association; shall keep a record of the mailing address of each member, director and officer of the Association, which addresses shall be furnished to the secretary by the members, directors and officers; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the president or the board of directors.

5.9 *Treasurer*

The treasurer shall be the principal accounting and financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have charge and custody of all funds and securities of the Association, and be responsible therefor, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-laws; and in general perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the president or the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety as the board of directors shall determine. With the approval of the board of directors, the cost of any such bond or surety may be paid from the funds of the Association.

5.10 *Assistant Treasurers and Assistant Secretaries*

Any assistant secretaries and assistant treasurers shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or the board of directors. If required by the board of directors, the assistant treasurers shall give a bond for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. With the approval of the board of directors, the cost of any such bonds or sureties may be paid from the funds of the Association.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND GIFTS

6.1 *Contracts*

The board of directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

6.2 *Checks, Drafts, etc.*

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president or the executive director of the Association.

6.3 *Deposits*

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the board of directors may select.

6.4 *Gifts*

The board of directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE VII

BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each calendar year.

ARTICLE IX

CORPORATE SEAL

The board of directors may provide for a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal, Illinois."

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the articles of incorporation or these By-laws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENTS

These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of the directors in office, acting at any duly called and constituted regular or special meeting of the board of directors, provided that written notice of the proposed change or changes shall have been included in the notice of any such special meeting of the board.

(As amended through October 24, 1997.)

ILLINOIS ENVIRONMENTAL CONTRACTORS ASSOCIATION

RESOLUTION OF THE BOARD OF DIRECTORS OF ILLINOIS ENVIRONMENTAL CONTRACTORS ASSOCIATION FOR THE AMENDMENT OF THE BY-LAWS OF THE CORPORATION TO PROVIDE FOR STAGGERED TERMS OF OFFICE FOR DIRECTORS OF THE CORPORATION

On this date, the Directors of Illinois Environmental Contractors Association did meet, pursuant to notice, to discuss amending the By-laws of the Corporation to provide for staggered terms of office of persons elected to serve as directors. A quorum was present at such meeting. Let it be known that the following Resolutions were adopted at such meeting:

RESOLVED, that effective October 30, 2003, Section 4.2(a) of the Corporation's By-laws is hereby amended to state the following:

"(a) The directors shall be divided into three (3) classes, each class consisting as nearly as may be of one-third (1/3) of the entire number of directors nominated and elected, with each class serving for three (3) year terms so that no more than one-third (1/3) of the entire number of directors is to be elected each year. Except as otherwise provided by the board pursuant to paragraph (b), below, at each annual meeting of the board of directors, the incumbent board shall elect the number of directors whose term(s) have expired as of such meeting, each to serve until the adjournment of the next annual meeting or the expiration of the term of each, whichever is later, and until his or her successor shall have been elected and qualified. Newly elected directors shall take office upon the adjournment of the annual meeting at which they are elected. Directors need not be residents of the State of Illinois, and there shall be no limit on the number of consecutive terms as a director that any individual may serve."

BE IT FURTHER RESOLVED, that the term of office of each existing director shall expire as of the adjournment of the annual meeting set forth set forth below next to his or her name:

Name of Director	Date of Expiration of Term
Steve Luse	2005 annual meeting
Pat Corrado, Jr.	2004 annual meeting
Bob Whitesell	2004 annual meeting
Bonnie Moschel	2004 annual meeting
Mike Eschenbaum	2005 annual meeting
Mike Hanratty	2006 annual meeting
Jim Holian	2006 annual meeting
Tim Boll	2006 annual meeting
Alex Foracappa	2005 annual meeting

The undersigned certifies that the foregoing Resolutions were made by the board of directors on October 30, 2003.


Michael Hanratty
Secretary