

**AMENDED AND RESTATED BY-LAWS OF
PENNSYLVANIA ENVIRONMENTAL COUNCIL, INC.
("COUNCIL")**

November 29, 2006

ARTICLE I

Membership

Section 1. Classes of Qualifications for Membership. There shall be one or more classes of members as determined from time to time by the Board of Directors which may, unless changed by the Board of Directors, consist of the following: (1) individuals; (2) corporations, partnerships, or associations; and (3) nonprofit organizations. Any entity that files an application pursuant to Section 8 hereof and that meets such requirements as are promulgated from time to time by the Board of Directors is eligible for membership.

Section 2. Meetings. The annual meeting of members shall be held in the month of September, or at such other time and place as the Board of Directors agree upon.

Section 3. Notice. Written notice of the time and place of the annual meeting of the members shall be mailed or delivered at least thirty (30) days in advance of the meeting. Written notice of the time and place of all special meetings of members shall be mailed, electronically mailed, or delivered at least ten (10) days in advance of the meeting and shall specify the general nature of business to be conducted at such special meeting.

Section 4. Voting. Each member of the Council shall be entitled to one vote on each matter submitted to the membership at a meeting of the members. The affirmative vote of a majority of the members represented at a meeting duly convened and at which a quorum is present shall be the act of the members as a whole unless the vote of a greater number of members is required by law or otherwise in these By-Laws.

Section 5. Proxy. A member may vote either in person or through a proxy executed in writing by the member or the holder of a lawful power of attorney of said member. No proxy shall be valid after three (3) months from the date of its execution, unless otherwise expressly provided in the proxy.

Section 6. Quorum. Twenty five (25) members entitled to vote present in person, or by proxy, shall constitute a quorum for the transaction of business at any meeting of the members.

Section 7. Dues. The Board of Directors may determine from time to time the amount of annual dues payable and the date on which they must be paid to the Council by the members.

Section 8. Membership Application. Applications for membership shall be on a form supplied by the Council and accompanied by one year's dues. Corporations, partnerships, associations, and nonprofit organizations shall designate, in writing, one person as voting representative; said designated representative shall not be required to be an officer of the entity.

Section 9. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3^{rds}) of all the Directors, may suspend or expel a member after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for a period in excess of three (3) months from the date established by the Board of Directors for payment.

Section 10. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors or upon written request of fifty (50) members or not less than ten percent (10%) of the membership—whichever is greater.

ARTICLE II

Board of Directors

Section 1. Number. The Board of Directors shall consist of not less than twenty three (23), nor more than fifty (50), individuals. Each Director, although possibly being a representative of an entity shall, as a Director, be acting solely as an individual.

Section 2. Nominations. Nominations of individuals to serve on the Board of Directors shall be made by the Nominating Committee or by at least twenty five (25) members of the Council by letter submitted to the Nominating Committee at least forty five (45) days before the annual meeting of members.

Section 3. Term and Election. Directors shall be elected by the Council's members at their annual meeting for a term of three (3) years, one-third (1/3rd) of the Board of Directors being elected each year. The term of each Director shall commence immediately after the annual meeting of members. Vacancies occurring in the Board of Directors between annual meetings of the members shall be filled by action taken by the remaining Directors. An election for the unexpired term of such vacancy temporarily filled by the Board of Directors shall occur at the next annual meeting of the members.

Any Director who has served two or more three-year terms with distinction may be elected by the Board of Directors to serve as a Director Emeritus for a three-year

term. In this capacity, he or she may attend Board of Director and Committee meetings, but shall not have the right to vote at such meetings.

Emeritus Directors shall not be counted in the size limitation of the Board of Directors imposed by Article II, Section 1 of these By-Laws.

Section 4. Meetings. The annual meeting of the Board of Directors for the election of officers shall be held in the month of September immediately following the annual meeting of members. Regular meetings of the Board of Directors shall be held at such time and place as the Directors may from time to time determine. Special meetings of the Board of Directors may be called at any time by the Chair or the President or in their absence by any Vice Chair or any three (3) Directors.

Section 5. Actions. Resolutions of the Board of Directors shall be adopted, and any action of the Board of Directors upon any matters shall be valid and effective, with the affirmative vote of a majority of the Directors present at a meeting duly convened and at which a quorum is present.

Section 6. Notice. Written notice of the time and place of the annual and all regular meetings of the Board of Directors shall be mailed or delivered at least ten (10) days in advance of the meeting. Written notice of the time and place of, and general nature of the business to be conducted at all special meetings of the Board of Directors shall be mailed, electronically mailed, or delivered at least ten (10) days in advance of the meeting.

Section 7. Quorum. Twelve Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

ARTICLE III

Officers

Section 1. Officers. The officers of the Council shall include a Chair, one or more Vice Chairs, Treasurer, Secretary, President, and such other officers or assistant officers as the Board of Directors deems desirable. Officers shall be elected by action of the Board of Directors in accordance with these bylaws; provided that only Directors may serve as Chair, Vice Chair, Secretary, or Treasurer. Assistant Officers may be appointed by the Board of Directors pursuant to Section 7 of this Article. In addition to the powers and duties set forth in these By-Laws, each officer shall have such powers and duties as are usually related to his or her office and as the Board of Directors may determine by resolution. Officers shall be elected for a period of one year or at the discretion of the Board of Directors.

Section 2. Chair. The Chair shall preside over meetings of the Board of Directors and the membership, and appoint the chairs and members of the Council's

Committees; provided that only members of the Board of Directors shall serve as Committee chairs.

Section 3. Vice Chair. The Vice Chair or Chairs shall assist the Chair in the performance of his or her duties, and in the order specified by the Board of Directors, shall perform the duties of the Chair in the event of the absence, incapacity or death of the Chair subject to the policies and directions of the Board of Directors.

Section 4. Treasurer. The Treasurer shall have charge and custody over the funds of the Council, and shall present financial reports to the Board of Directors in such a manner as the Board may from time to time determine.

Section 5. Secretary. The Secretary shall be responsible for keeping the minutes of all meetings of the Board of Directors, and shall have charge and custody of the records of the Board of Directors and the Council.

Section 6. President. The President shall be the chief executive officer of the Council and shall oversee the management of the property, business and affairs of the Council, subject to the direction of the Board of Directors. At the discretion of the Board of Directors, the President may serve as a Director.

Section 7. Assistant Officers. Assistant Officers, who may be employees of the Council, shall be appointed by action of the Board of Directors in accordance with these bylaws. Assistant Officers may, at the discretion of the Board of Directors, serve as Directors of the Council. At the discretion of the Board of Directors, the duties of the Assistant Officers may include exercising the functions of the Treasurer and Secretary, respectively, in their absence. Assistant Officers shall be appointed for one-year terms to be automatically renewed every year unless the Board of Directors determines otherwise.

ARTICLE IV

Committees

Section 1. Committees. By resolution adopted pursuant to Article II, Section 5 of these By-Laws, standing or temporary committees consisting of at least two (2) Directors may be appointed by the Board of Directors from time to time. Committees may include members that are not Directors of the Council. Each such committee shall have and exercise such authority of the Board of Directors in the management of the business and affairs of the Council as the Board of Directors may specify from time to time, to the extent permitted by the Pennsylvania Nonprofit Corporation Law of 1988.

Section 2. Executive Committee. The Board of Directors may establish an Executive Committee, which shall consist of five (5) or more Directors only. The

Executive Committee, to the extent provided by resolution, shall have and exercise the authority of the Board of Directors between meetings of the Board of Directors.

Section 3. Nominating Committee. The Board of Directors may establish a Nominating Committee, which shall consist of not less than three (3) Directors only, to propose a slate of individuals for election to the Board of Directors before the Council's annual meeting. Upon approval of the Board of Directors, the Nominating Committee shall present its slate of proposed Directors to the membership of the Council at the time that notice of the annual meeting of members is mailed. The Nominating Committee may also propose Director(s) for election at any Board of Directors meeting to serve for an interim term until the next annual meeting of the membership.

Section 4. Governance Committee. The Board of Directors may establish a Governance Committee, which shall consist of three (3) or more Directors only. The Governance Committee shall have such purpose as established by resolution of the Board of Directors, in compliance with these By-Laws and applicable law.

Section 5. Finance Committee. The Board of Directors may establish a Finance Committee, consisting of not less than five (5), nor more than ten (10), members. The Finance Committee shall have such purpose as established by resolution of the Board of Directors, in compliance with these By-Laws and applicable law.

Section 6. Audit Committee. The Board of Directors may establish an Audit Committee, consisting of not less than five (5), nor more than ten (10), members. The Audit Committee shall have such purpose as established by resolution of the Board of Directors, in compliance with the By-Laws and applicable law.

Section 7. Personnel Committee. The Board of Directors may establish a Personnel Committee, consisting of not less than five (5), nor more than ten (10), members. The Personnel Committee shall have such purpose as established by resolution of the Board, in compliance with the By-Laws and applicable law.

Section 8. Policy Committee. The Board of Directors may establish a Policy Committee, which shall have such purpose as established by resolution of the Board of Directors, in compliance with these By-Laws and applicable law.

Section 9. Removal. Any member of a committee may be removed by resolution of the Board of Directors if, in the sole discretion of the Directors, the best interests of the Council would be best served by such removal.

Section 10. Authority of Board. Any action taken by any committee shall be subject to alteration or revocation by the Board of Directors.

ARTICLE V

Director Liability

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Council shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director. The provisions of this Article shall be deemed to be a contract with each Director of the Council who serves as such at any time while this Article is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any provision of the By-Laws or articles of the Council which has the effect of increasing Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

ARTICLE VI

Indemnification

Section 1. Right to Indemnification.

(a) Unless in a particular case indemnification would jeopardize the Council's tax exempt status under Section 501(a) of the Internal Revenue Code of 1986, as amended ("the Code"), or result in the Council's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, the Council shall indemnify any person who was or is party or threatened to be made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or officer of the Council, or is or was serving at the formal request of the Council as a Director or officer of another organization, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

(b) A person who is not a Director or officer of the Council may be similarly indemnified in respect of service to the Council to the extent the Board of Directors at any time designates such person as entitled to the benefits of this Article.

(c) The rights to indemnification provided for in this Section shall be deemed to create contractual rights in favor of each person indemnified who serves the Council at any time while this Section is in effect, and each

such person indemnified shall be deemed to be so serving in reliance on the provisions of this Section.

(d) Unless in a particular case advancement of expenses would jeopardize the Council's tax exempt status under Section 501(a) of the Code or result in the Council's failure to be described in Section 501(c)(3) of the Code, every person indemnified shall be entitled as of right to have his or her expenses in defending any action, suit, or proceeding paid in advance by the Council, as incurred, provided that the Council receives a written undertaking by or on behalf of the indemnified person to repay the amount advanced if it should ultimately be determined that the indemnified person is not entitled to be indemnified for such expenses.

Section 2. Indemnification Not Exclusive. The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Section 3. Insurance and Other Indemnification. The Board of Directors shall have the power to (i) purchase and maintain, at the Council's expense, insurance on behalf of the Council and on behalf of others to the extent that power to do so has been or may be granted by statute, and (ii) give other indemnification to the extent permitted by law.

ARTICLE VII

Conflicts of Interest

The Board of Directors shall adopt and maintain a Conflict of Interest Policy governing the affairs of the Council.

ARTICLE VIII

Fiscal Year

The Council's fiscal year shall end on June 30.

ARTICLE IX

Amendment of By-Laws

Except as otherwise required by applicable law, these By-Laws may be altered, amended or replaced by the Directors at any meeting of the Board of Directors after ten (10) days notice of the proposed amendments has been given to the Directors.