

**BYLAWS
of the
THE COMPOSTING COUNCIL RESEARCH AND EDUCATION FOUNDATION**

Adopted: March 11, 2011

CONTENTS

ARTICLE I - The Foundation

- Section 1.01 Name and Location
- Section 1.02 Members

ARTICLE II – Board of Trustees

- Section 2.01 Power and Authority
- Section 2.02 Composition of Trustees
- Section 2.03 Term of Office
- Section 2.04 Commencement of Term of Office
- Section 2.05 Resignation and Removal
- Section 2.06 Trustee Responsibility
- Section 2.07 Compensation
- Section 2.08 Quorum and Voting.
- Section 2.9 Notice of Meetings.
- Section 2.10 Meeting of Trustees
- Section 2.11 Action without Meeting
- Section 2.12 Attendance
- Section 2.13 Vacancies

ARTICLE III – Committees

- Section 3.01 Financial Committee
- Section 3.02 Project Review Committee
- Section 3.03 Additional Committees

ARTICLE IV – Officers

- Section 4.01 Presiding Officers
- Section 4.02 Chairperson
- Section 4.03 Secretary
- Section 4.04 Treasurer
- Section 4.05 Executive Director

ARTICLE V: Indemnification and Insurance

- Section 5.01. Indemnification
- Section 5.02. Insurance
- Section 5.03. Severability

ARTICLE VI – ASSETS

- Section 6.01. Use of Funds
- Section 6.02. Dissolution
- Section 6.03. Assets

ARTICLE VII – Miscellaneous

- Section 7.01. Amendments
- Section 7.02. Separate Meetings, Books and Accounts
- Section 7.03. Fiscal Year

**BYLAWS
OF
THE COMPOSTING COUNCIL RESEARCH AND EDUCATION FOUNDATION**

ARTICLE I: THE FOUNDATION

Section 1.01. Name and Location. The Composting Council Research and Education Foundation (the "Foundation") is a nonprofit corporation organized and existing under the Virginia Non-stock Corporation Act. The principal office of the Foundation shall be located within or without the Commonwealth of Virginia, at such place as the Board of Trustees shall from time to time designate. The Foundation may maintain additional offices at such other places as the Board of Trustees may designate. The Foundation shall continuously maintain a registered office within the Commonwealth of Virginia at such place as may be designated by the Board of Trustees.

Section 1.02. Members. There shall be no voting members of the Foundation other than the Trustees.

ARTICLE II: BOARD OF TRUSTEES

Section 2.01. Power and Authority of Trustees. All of the authority of the Foundation shall be exercised by its Board of Trustees except as otherwise provided by law, the Foundation's Articles of Incorporation, or these by-laws. The Foundation's Trustees serving hereunder shall have the power, authority and responsibilities provided for under the Virginia Non-stock Corporation Act. The Foundation's Board of Trustees shall supervise, direct and control the policies and programs of the Foundation.

The Foundation's Board of Trustees shall manage the business affairs of the Foundation, including, but not limited to, all matters affecting the Foundation. The Foundation's Board of Trustees shall develop and direct the policies and programs of the Foundation. Such policies shall include but not be limited to a policy regarding conflicts of interest between a Trustee, Foundation Board Members, and any staff or contractors who work for the Foundation. Such a policy must be adopted and revised by a two-thirds (2/3) supermajority vote of the Trustees of the Foundation. The Foundation's Board of Trustees shall elect the officers of the organization.

Section 2.02. Composition of Trustees. The Foundation's Board of Trustees shall be appointed by the USCC Board of Directors and consist of seven (7) Trustees of which three (3) shall be appointed from the U.S. Composting Council (USCC) Board of Directors and three (3) will be USCC members appointed outside of the USCC Board of Directors. The seventh member of the

Board of Trustees may not be a member of the USCC Board of Director and need not be a member of the USCC.

- A. US Composting Council Members: The USCC Board of Directors shall appoint three (3) members of its Board as voting members of the Board of Trustees of the Foundation. To provide for smooth transitions, the Trustees appointed from the USCC Board of Directors should be staggered, such that, a minimum of two (2) of the seated USCC Board Members who are also Foundation Trustees remain on the Foundation Board in any given year.
- B. Non-USCC Trustees: The three (3) members of the Board of Trustees appointed from the USCC Board of Directors will forward a list of recommendations to the USCC Board of Directors for the appointment to the four (4) remaining Foundation Trustees seats.
- C. Board of Advisors: Excluding the Executive Director, the Foundation Board may appoint up to five (5) additional non-voting members to the Foundation. These non-voting members are individuals who: 1) have expertise in the areas in which the Foundations is funding or seeking project funding, 2) have expertise in working with non-profit foundations; or 3) bring knowledge or skills deemed valuable the Foundation Board of Trustees. The Foundation Board of Trustees will review the Board of Advisors appointments annually and make changes as needed.

Section 2.03 Term of Office. Each Trustee appointed from the USCC Board of Directors shall serve for a term consistent with their term as a Director of the USCC. The four (4) Trustees appointed from outside the USCC Board of Directors and appointed by the USCC Board of Directors will serve three (3) year terms. Initially, to establish offsetting terms, these four (4) Trustees will be appointed as follows, two Trustees will be appointed to two (2) year terms and two (2) Trustees will be appointed to a 3 year term. Foundations Trustees appointed from the USCC Board of Directors will serve concurrent terms with their USCC Board of Directors terms.

Section 2.04 Commencement of Term of Office. The term of office of each Trustee appointed from the USCC Council Board of Directors to the Foundation Board of Trustees shall commence on January 1 following certification of election to the Council. Non USCC Council Directors terms shall commence July 1.

Section 2.05. Resignation and Removal.

A. Resignation: Any Trustee, by notice in writing to the Board of Trustees, may resign at any time.

B. Removal: The Board of Trustees, may with the presence of the full Board of Trustees terminate a Trustee with a vote of two-thirds (2/3) of the Trustees, only for due cause. Should the Trustee proposed to be terminated, refuse to be present at the meeting designated for the termination vote, the Board of Trustees may still vote on termination, but the calculation of a two-thirds (2/3) of the Trustees will remain seven (7). The Trustee subject to removal shall not vote on their removal.

C. Communication of Removal of Trustee: The action to remove a Trustee must be communicated in writing to that Trustee and the USCC Board of Directors. Both the Trustee and the USCC Board of Directors must be furnished with reasons for the termination, and the Trustee must be given the opportunity to contest the action in writing or in person before the Board of Trustees. Both the Trustee and the USCC Board of Directors must be given a forty-five (45) notice of intent to terminate a Trustee.

Section 2.06. Trustee Responsibility

Each Trustee of the Board of Trustees is required to participate actively on at least one committee, task force, or special project activity during every year of service on the Board.

Section 2.07. Compensation

Trustees of the Board of Trustees do not receive compensation for their services, but may be reimbursed for expenses according to the policies and procedures established by the Board of Trustees.

Section 2.08. Quorum and Voting.

A. Quorum. Except as otherwise provided in these Bylaws, a majority of the voting Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

B. Voting. Except as otherwise provided in these Bylaws, each voting Trustee then in office shall have one vote and the vote of a majority of the voting Trustees present at a meeting at which a quorum is present shall constitute the action of the Board of Trustees. Trustees may not vote by proxy or mail.

Section 2.09. Notice of Meetings. Notice of the place, date and time of each meeting of the Board of Trustees shall be given to each Trustee not more than forty-five (45) days nor less than twenty-one (21) days before the date of such meeting. Any notice referred to in this Section 2.10 may be given by any reasonable means and need not specify the purposes of the meeting, except that if an amendment to the Articles of Incorporation or these Bylaws is proposed, a copy of such proposed amendment must accompany said notice, and except with respect to proposed action to remove a Trustee of the Foundation. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered to the Trustee at his or her address specified in the records of the Foundation. The giving of notice shall be deemed to be waived by any Trustee who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, in writing, by any Trustee either before, at or after such meeting.

Section 2.10. Meeting of Trustees.

A. Regular Meetings. Meetings of the Trustees, including the annual meeting, shall, except as otherwise provided herein, be at a place (within or without the Commonwealth of Virginia), date and time as may be fixed by the Board of Trustees or by the Chairperson as authorized by the Board. Trustees may participate at such meeting through any communications equipment if all persons participating can hear each other.

B. Annual Meeting: The Annual Meeting of the Trustees shall be held at such time and place as the Chairman acting alone or as the Secretary upon the direction of the Board of Trustees shall decide.

C. Special Meetings. Special meetings of the Board of Trustees may be called by the Chairperson or by two (2) Trustees who deliver a written request to the Chairperson for the calling of a meeting at least five (5) business days prior to the minimum notice period (as provided in Section 2.10) for the meeting to be called.

Section 2.11. Action without Meeting. Any action which might be taken at any meeting of the Board of Trustees may be taken without such meeting by a writing or writings signed by all of the voting members of the Board. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary-Treasurer of the Foundation for insertion in the permanent records relating to meetings of the Board of Trustees.

Section 2.12. Attendance. Trustees who do not participate in 75% of the physical meetings and meetings conducted via Alternative Means in a year, may be subject to the Trustee's position being declared vacant, and the Board may then appoint a replacement for the unexpired term. Trustees may be reimbursed for some or all of their costs of travel to attend Board meetings, subject to policies and procedures established by the Board of Trustees.

Section 2.13. Vacancies. Vacancies in the Board of Trustees that occur between appointment must be filled within ninety (90) days of the date that the seat is vacated. The Board of Trustees will make recommendations for appointments to the vacancy to the USCC's Board of Directors. A Trustee appointed to a vacancy shall serve the remainder of the term of office, unless he or she otherwise resigns or is removed pursuant to these Bylaws.

ARTICLE III: COMMITTEES

All committees shall be advisory and report to the Foundation Board of Trustees on a regular basis.

Section 3.01 Financial Committee. The Finance Committee shall be responsible for review and oversight of all Foundation financial matters, development of an annual budget, recommendation of such a budget to the Foundation Board for approval, and for recommendations to the Foundation Board on matters relating to the financial development of the Foundation. The Foundation's Chairperson shall select a committee chair, who shall serve at the discretion of the Foundation Chairperson, subject to ratification by the Foundation Board. The committee chair shall select individual to serve on the committee, and the entire list of those proposed for committee service shall be submitted for approval by the Foundations Board of Trustees.

Section 3.02 Project Review Committee. The Committee Chairperson is appointed by the Foundation Board Chairperson upon ratification by the Foundations Board of Trustees. Committee Members shall be selected by the Committee Chair person. Committee duties consist of developing policies and procedures for submission or solicitation of projects to be funded by outside agencies or private foundation and projects to be funded by the Foundation. The committee will review project submissions and make recommendations for grant solicitation or project funding to the Board of Trustees.

Section 3.03. Additional Committees. The Board from time to time may create additional committees of the Board and appoint the members thereof, provided that at least two (2) Trustees

shall be members of each such committee. The Board of Trustees may prescribe or limit the powers and duties of any such committee. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, each such committee may act by a majority of the whole number of its members. No committee shall have the authority to approve any action, for which the approval of the board of Directors is required, or establish committees of the Board of Trustees or appoint members thereof.

ARTICLE IV: OFFICERS

Section 4.01. Presiding Officers. The Foundations Board of Trustees will elect a Chairperson from its Board of Trustees.

Section 4.02. Chairperson. The Chairperson presides at all meetings of the Board of Trustees; appoints the Secretary and the Treasurer, is a member of all committees and appoints the chairs of all committees. The Chairperson has responsibility for general and active direction of the affairs of the Foundation. The Chairperson, or their designee, will report to the USCC Board of Directors at its regular scheduled Board meetings.

Section 4.03. Secretary. The Secretary, or authorized representative, shall attend all meetings of the Board of Trustees and shall record the minutes and votes of those meetings as official records of the Foundation. The Secretary will coordinate the recording keeping of the Foundation with the Executive Director.

Section 4.04 Treasurer. The Treasurer, or authorized representative, shall maintain Foundation records, including dues payments, as well as other financial records of the Foundation and shall be responsible for the financial affairs of the Foundation in accordance with the policies of the Board of Trustees.

Section 4.05. Executive Director: The CCREF Board of Trustees shall appoint the Executive Director of the Foundation. The Executive Director shall be a non-voting member of the Foundation.

The Executive Director implements, administers, and manages the business affairs, activities and programs of the Foundation within the policies of the Board of Trustees. The Executive Director shall have the authority over any other employees or individuals under contract to the Foundation subject to the policies and procedures adopted by the Board.

ARTICLE V: INDEMNIFICATION AND INSURANCE

Section 5.01. Indemnification. The Foundation shall indemnify any Trustee, Officer, employee, or agent against any and all expenses and liabilities actually and necessarily incurred by them or imposed on them in connection with any claim, action, suit, or proceeding whether actual or threatened, civil, criminal, administrative, or investigative, including appeals to which they may be or is made a party by reason of being or having been such Trustee, Officer, employee or agent; subject to the limitation, however, that there shall be no indemnification unless such person (1) conducted himself in good faith; (2) believed in the case of conduct in his official capacity with the Foundation that his conduct was in the best interest of the Foundation; and in all other cases that their conduct was at least not opposed to the best interests of the Foundation; or (3) in the case of any criminal proceeding, had no reasonable cause to believe that their conduct was unlawful. Further, there shall be no indemnification in connection with a proceeding (1) by or in the right of the Foundation in which the Director, Officer, employee or agent was judged liable to the Foundation, or (2) in which improper personal benefit is charged.

The Foundation shall indemnify any Trustee, Officer, employee or agent who entirely prevails in the defense of any proceeding to which they were a party because they are or were a Trustee, Officer, employee or agent of the Foundation, for reasonable expenses incurred by them in connection with the proceeding.

Amounts paid in indemnification of expenses and liabilities may included, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties imposed against, and amounts paid in settlement by, a Trustee, Officer, employee or agent. The Foundation may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding provided that the provisions of section 13.1-878 of the Virginia Non-stock Corporation Act are met.

The provisions of this Article V shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article V shall not be deemed exclusive of any other rights to which a Trustee, Officer, employee or agent may be entitled under any statute, bylaw, agreement, vote of the Foundations Board of Trustees or otherwise, and shall not restrict the power of the Foundation to make any indemnification permitted by law.

Section 5.02. Insurance. The Board of Trustees may authorize the purchase of and maintain insurance on behalf of any Trustee, Officer, employee or agent of the Foundation against

any liability asserted against or incurred by him which arises out of such person's status as a Trustee, Officer, employee or agent of the Foundation.

Section 5.03. Severability. If any part of Article V shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

ARTICLE VI: ASSETS

Section 6.01. Use of Funds. The Foundation shall use its funds only to accomplish the purposes specified in these Bylaws, and no part of said funds shall accrue to, or be distributed to the Trustees, officers, staff, or any other authorized agent of the Foundation, except as authorized by the policies and procedures established by the Board for reimbursement of expenses.

Section 6.02. Dissolution: The USCC Board of Directors may take action regarding the dissolution of the Foundation if the purpose can no longer be sustained. Such action requires a two-thirds (2/3) vote of the USCC Board of Directors at a meeting at which a quorum of USCC Directors. The two-thirds (2/3) vote will be calculate using the full number of Directors on the USCC Board of Directors. Notice must be submitted to the USCC Board at least forty-five (45) days in advance of the Board meeting called for the purpose of approving the recommendations to dissolve the Foundation. The Board of Trustees may provide a recommendation for the dissolution of the Foundations assets at the time of dissolution.

Section 6.03. Assets. In the event of action to dissolve the organization, all assets of the Foundation will be transferred in whole or in parts to one or more non-profit organizations or foundations that meet the requirements as a 501 (c)(3) organization as defined by the Internal Revenue Code, to be selected by the Board of Trustees at the time of the action to dissolve the Foundation.

ARTICLE VII: MISCELLANEOUS

Section 7.01. Amendments. These Bylaws may be amended, or new Bylaws may be adopted, by the Board of Trustees of the Foundation at a meeting held for such purpose, by the affirmative vote of a two-thirds majority of the voting Trustees present at such a meeting, provided that notice of the general nature or subject matter shall have been given in the notice of said meeting, or, without a meeting, by the written consent of all the voting Trustees of the Foundation.

Section 7.02. Separate Meetings, Books and Accounts. At all times, the Foundation shall conduct its meetings and affairs separate from the meetings and affairs of the Council. In addition, the Foundation shall maintain books and accounts that are separate from the books and accounts maintained by the Council.

Section 7.03. Fiscal Year. The fiscal year of the Foundation shall end of the last day of December in each year, or on such other date as may be fixed, from time to time, by the Board of Trustees.

This modification replaces in their entirety the Bylaws of the Composting Council Research and Education Foundation adopted on March 11, 2011 and all subsequent amendments and modifications thereto. This modification to the Bylaws shall become effective immediately upon adoption by the Board.