

**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 Nonstock 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. Power and Authority of Trustees. There shall be no members of the Foundation other than the Trustees.

ARTICLE II

Board of Trustees

Section 2.01. Power and Authority of Trustees. Except as otherwise provided by law, the Articles of Incorporation of the Foundation or these Bylaws, all of the authority of the Foundation shall be exercised by the Board of Trustees. The Trustees serving hereunder shall have the power, authority and responsibilities provided for under the Virginia Nonstock Corporation Act. The Board of Trust shall supervise, direct and control the policies and programs of the Foundation.

Section 2.02. Appointment of Trustees. The voting members of the Board of Directors of The Composting Council (the "Council") shall be appointed as the voting members of the Board of Trustees of the Foundation. Each voting Trustee of the Foundation shall serve for a term consistent with his or her term as a voting Director of the Council.

The Executive Vice President of the Council shall serve as a non-voting, ex officio Trustee of the Foundation. The Executive Vice President of the Council shall serve on the Board of Trustees

of the Foundation for as long as he or she is engaged by the Council in the capacity of Executive Vice President.

The Board of Trustees of the Foundation from time to time may appoint additional Trustees to serve on the Board for one (1) year terms. Such additional Trustees shall have demonstrated their interest in the work of the Foundation and their willingness to support its activities and objectives.

Section 2.03. Provisions Relating to Trustees.

A. Number. The Trustees shall not be less than one (1) nor more than one hundred (100).

B. Term. Each Trustee designated in the Articles of Incorporation shall be deemed to be appointed as such as of the time of filing the Articles of Incorporation, to serve until a successor has been duly qualified and appointed. Thereafter, the Trustees appointed as set forth herein shall serve for terms consistent with their terms as members of the Board of Directors of the Council and consistent with the provisions of Section 2.02. of these Bylaws.

C. Resignation and Removal. Any Trustee, by notice in writing to the Board of Trustees, may resign at any time. A Trustee may be removed at any time and for adequate reason by a two-thirds majority vote of the voting Trustees, with the Trustee being considered for removal not participating in the vote.

Section 2.04. Quorum and Voting.

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

Section 2.05. 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 sixty (60) days nor less than thirty (30) days before the date of such meeting. Any notice referred to in this Section 2.05 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 or Officer 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 2.06. Meeting of Trustees.

A. Regular Meetings. Meetings of the Trustees, including that 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 President as authorized by the Board. Trustees may participate at such meeting through any communications equipment if all persons participating can hear each other.

B. Special Meetings. Special meetings of the Board of Trustees may be called by the President or by two (2) Trustees who deliver a written request to the President for the calling of a meeting at least five (5) business days prior to the minimum notice period (as provided in Section 2.05) for the meeting to be called.

Section 2.07. 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.

ARTICLE III

Committees

Section 3.01. Executive Committee. The authority of the Board of Trustees shall be delegated to the Executive Committee when the Board is not in session, consistent with any policies

established by the Board. The Executive Committee of the Foundation shall consist of the Officers of the Foundation.

Section 3.02. 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 Trustees is required, or establish committees of the Board of Trustees or appoint members thereof.

ARTICLE IV

Officers

Section 4.01. Appointment. The Officers of the Foundation shall consist of a President, three Vice Presidents, Secretary-Treasurer and Executive Vice President. These offices shall be held by the President, Vice Presidents, Secretary-Treasurer and Executive Vice President of the Council. The Officers of the Foundation shall serve terms that are consistent with there terms as Officers of the Council.

Section 4.02. President. The President shall preside at all meetings of the Board of Trustees. The President shall, subject to the direction of the Board of Trustees, have general supervision, direction and control of the business and Officers of the Foundation. The President shall be an ex officio member of all standing committees. The President shall have the general powers and duties usually vested in the chief executive officer of a nonprofit corporation under the laws of the Commonwealth of Virginia, and shall have such other powers and duties as may be prescribed by the Board of Trustees or these Bylaws. In the case of a vacancy in the office of President, the Vice President shall succeed to such office for the unexpired term.

Section 4.03. Vice Presidents. The Vice Presidents shall, in the absence of disability of the President, perform all duties of the President and when so acting shall have such other powers and

shall perform such other duties as from time to time may be prescribed by the President or the Board of Trustees.

Section 4.04. Secretary-Treasurer. The Secretary-Treasurer shall keep the minutes of the proceedings of the Board of Trustees, shall be the custodian of all books, records, papers and property of the Foundation, shall be the chief financial officer of the Foundation, and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Foundation. He or she shall have such other duties as may be established by the President with the consent of the Board of Trustees.

Section 4.05. Executive Vice President. The Executive Vice President shall be engaged by the Board of Trustees as an employee or contract agent, and shall serve as the chief operating officer of the Foundation. The Executive Vice President shall manage the day-to-day, activities and programs of the Foundation, and shall have exclusive authority over any other employed or contract staff of the Foundation.

The Foundation shall indemnify any Trustee, Officer, employee or agent who entirely prevails in the defense of any proceeding to which he was a party because he is or was a Trustee, Officer, employee or agent of the Foundation, for reasonable expenses incurred by him 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 Board of Trustees or otherwise, and shall not restrict the power of the Foundation to make any indemnification permitted by law.

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 him or imposed on him in connection with any claim, action, suit, or proceeding whether actual or threatened, civil, criminal, administrative, or investigative, including appeals to which he 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 his 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 his 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 Trustee, 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 he was a party because he is or was a Trustee, Officer, employee or agent of the Foundation, for reasonable expenses incurred by him 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 Nonstock 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 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 this 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

Miscellaneous

Section 6.01. 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 6.02. 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 6.03. 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.