### LICENSED SITE REMEDIATION PROFESSIONALS ASSOCIATION, INC. (LSRPA) RESOLUTION 2017-1

During the Annual Membership Meeting of the LSRPA held on **January 25, 2017**, the following individuals were elected to the Board of Trustees for 2017 by the membership of the Association for two-year terms:

John Oberer, LSRP
David Hoffman, LSRP
Mark Pietrucha, LSRP
Dudley Warner, LSRP
Steve Senior, Esq.
Joe Postorino

The remaining Board members' terms expire at the end of 2017:

Caryn Barnes, LSRP William Call, LSRP Scott Drew, LSRP Rodger Ferguson, LSRP David Morris, LSRP

The following Board members will serve as Officers of the Association for a one-year term for 2017:

John Oberer, President Rodger Ferguson, Vice President, Internal Affairs Caryn Barnes, Vice President, External Affairs Scott Drew, Secretary Mark Pietrucha, Treasurer

By adoption of this Resolution, the Board of Trustees hereby authorizes the Secretary to distribute the names of the Executive Officers and other Board members to the general membership of the LSRPA.

Resolution 2017-1 was adopted by the Board of Trustees on February 16, 2017.

Scott Drev

## LICENSED SITE REMEDIATION PROFESSIONALS ASSOCIATION, INC. (LSRPA) RESOLUTION 2017-2

During the Annual Membership Meeting of the LSRPA held on **January 25, 2017**, the budget for 2017 was approved by the membership of the Association.

By adoption of this Resolution, the Board of Trustees acknowledges that the budget that was approved was distributed to the general membership of the LSRPA via website posting prior to the January 25, 2017 Annual Meeting and that the budget remains on the LSRPA website for all members to view.

Resolution 2017-2 was adopted by the Board of Trustees on February 16, 2017.

Scott Drew

## LICENSED SITE REMEDIATION PROFESSIONALS ASSOCIATION , INC (LSRPA) RESOLUTION 2017-3

During the Annual Membership Meeting of the LSRPA held on **January 25, 2017**, the following two changes to the By-Laws of the LSRPA, Inc. were approved by the membership of the Association:

#### 1. The creation of a new clause in the By-Laws:

Section 3.19. Conflict of Interest. Situations can arise when the fiduciary responsibility of a Trustee comes into a real or perceived conflict with a Trustee's other professional obligations. Two examples are provided:

When the interest of a BOT member are contrary to those of the Association. There may be instances where the outcome of a proposed decision or action by the Association would either be unfavorable to, or a windfall for, the business interests of an individual Trustee; and

When a BOT member attempts to steer the actions of the Association to their benefit. There may be instances when a particular action or decision made by the Association would clearly favor the business interests of an individual Trustee. A Trustee should avoid knowingly and deliberately influencing and manipulating the acts of the Association primarily to obtain such a beneficial personal outcome.

The Association considers either case above to be a potential conflict of interest. When a Trustee becomes aware of a potential conflict of interest (associated with either self or another Trustee), he/she must, within 24 hours, disclose the situation to the Executive Director, who will bring the potential conflict to the Board for discussion and resolution. The Board can direct the affected Trustee to recuse himself or herself from discussion and participation in the matter creating a potential conflict and take any additional actions which the Board deems necessary to address the potential conflict of interest relating to the affected Trustee. The Board may also seek advice from outside parties relating to the handling of the potential conflict of interest.

#### Modification of an existing clause in By-laws:

Section 3.01. Powers and Duties; Number; Term of Office. The Board of Trustees of the LSRP Association shall have the power to act on, and shall be responsible for the management of all of the activities of the organization, including the determination of appropriate organization policies and of supporting programs and activities, and

shall have full power to adopt rules and regulations governing the actions of the Board of Trustees. The Board of Trustees of the LSRP Association shall consist of thirteen (13) Regular or Associate members, at least nine of whom will be LSRPs, to be determined in accordance with these By-Laws.

By adoption of this Resolution, the Board of Trustees hereby and authorizes the Secretary to post the Foundation By-laws on the LSRPA website.

Resolution 2017-3 was adopted by the Board of Trustees on February 16, 2017.

Scott Drew

# LICENSED SITE REMEDIATION PROFESSIONALS ASSOCIATION, INC. (LSRPA) RESOLUTION 2017-4

Per the adoption of LSRPA, Inc. Resolution 2017-3 on February 16, 2016, which contains the modification to LSRPA, Inc. By-laws clause Section 3.01. Powers and Duties; Number; Term of Office, the Board of Trustees of the LSRP Association appoints John Scagnelli, Esq. to a term of 1 year, ending December 31, 2017, to fill one of the vacancies that now exist.

By adoption of this Resolution, the Board of Trustees hereby authorizes the Secretary to distribute this resolution to the general membership of the LSRPA.

Resolution 2017-4 was adopted by the Board of Trustees on February 16, 2017.

Scott Drew