

**BY-LAWS
OF
NORA, AN ASSOCIATION OF
RESPONSIBLE RECYCLERS**

ARTICLE I

Section 1. Name. The name of this not-for-profit corporation is NORA, an Association of Responsible Recyclers, Inc. (“NORA”), formerly the National Oil Recyclers Association, Inc. For the purposes of these by-laws, NORA shall also be referred to as “the Association.”

Section 2. Mission Statement. NORA’s principal purpose is to encourage and promote the proper recycling of used oil, oil filters, used antifreeze, wastewater, parts cleaners, and other recyclable chemicals and materials through education and governmental policies at the federal, state and local levels that will protect human health and the environment.

ARTICLE II

BOARD OF DIRECTORS AND COMMITTEES

Section 1. Function and Powers. The business of NORA shall be managed by a Board of Directors (“the Board”) which shall establish and direct the policies of the Association, and, acting through its officers, control its property and operations, be responsible for the expenditure of its funds and exercise all the powers of the Association except as otherwise provided by law or by these by-laws. These powers shall include the authority to establish such committees and working groups as may be necessary to carry out the goals and objectives of the Association. Such committees may carry out the functions of the Board on particular matters when so authorized by the Board. Following consultation with the Board of Directors, the President of NORA shall appoint members of all committees and working groups and shall appoint the chairperson and vice-chairperson of each committee and each working group.

Section 2. Membership and Size of the Board of Directors and Executive Committee

(a) The Board of Directors shall consist of twelve (12) members (“directors”), including the *ex officio* members as set forth in section 2(b). An additional (13th) member of the Board is provided for in section 2(e). During their terms of office all directors shall be representatives of NORA members in good standing.

(b) The President and the Vice President shall be members of the Board of Directors during their terms of office.

(c) Representatives of three Associate members shall be voting members of the Board of Directors.

(d) Except in the case of vacancies as set forth in Section 3 of this Article and as otherwise provided in these by-laws, directors who are not officers shall be elected by the members of the Association for a term of two (2) years.

(e) Upon the expiration of his or her term as President of NORA, the immediate past President of NORA shall serve as a member of the Board of Directors and the Executive Committee for a term of one year. In the event that the Immediate Past President of NORA declines to serve in this capacity, resigns or is otherwise disqualified, his or her immediate predecessor, referred to herein as a Previous Past President, shall serve as a member of the Board of Directors. In the event that such predecessor is unable or unwilling to serve, the Board shall select a person who has previously served as president of the Association to serve as a member of the Board of Directors and the Executive Committee.

(f) The Executive Committee is authorized to make decisions on behalf of the Board of Directors except (1) any decisions approving or disapproving of the expenditure of funds inconsistent with the budget or direction of the Board; (2) decisions exclusively delegated in the by-laws to the Board; or (3) when any member of the Executive Committee determines that any decision should be made by the Board. The Executive Committee shall consist of the President, the Vice President, and the Immediate Past President or other past president designated pursuant to subsection 2(e). The Executive Director, the General Counsel and the

Treasurer shall be non-voting members of the Executive Committee. The Executive Committee shall consider and oversee the Association's management, financial, and personnel matters as well as strategic and policy issues. The Executive Committee shall make such recommendations as may be appropriate to the Board of Directors.

(g) In the event that there is a tie vote on any motion made at any meeting of the Executive Committee, the President shall have the authority to cast two votes.

Section 3. Vacancies.

(a) Except as otherwise provided in these by-laws, any vacancy in the position of a member of the Board of Directors may be filled by the Board of Directors. The Board may fill the vacancy for the remaining period of the term or until the next regularly scheduled election for the Board of Directors. The word "vacancy" as used in this section shall include any directorship that is unfilled as the result of the death, resignation, removal or disqualification of a director. Grounds for disqualification, to be determined by the Board, shall include repeated failure to attend regularly scheduled meetings of the Board of Directors or conduct inconsistent with the mission of NORA or its good reputation. Removal of a director may also be necessary to comply with the requirements of section 10(c).

(b) In the case of a vacancy in the office of President, the Vice President shall become President. All other vacancies in the positions of elected or non-elected officers shall be filled by the Board.

Section 4. Proxies. A member of the Board of Directors who is unable to attend a meeting of the Board may designate another NORA member in good standing, including a member of the Board of Directors, to attend such meetings and to cast votes in his or her place. Such designation must be made in writing and addressed to either the President or the Executive Director.

Section 5. Meetings. A meeting of the Board of Directors shall be held at the same place before or after the Annual Meeting of the Association. In general, the Executive Director shall fix the times and places for regular meetings of the Board. Meetings of the Board may be also held whenever called by the President or pursuant to the written request of a majority of the

Board of Directors. Meetings of the Board shall be held at such time and place as the Board or officers calling the meeting may determine, and adequate notice thereof shall be given to each director by the President, the Executive Director or by the directors calling the meeting. Meetings may be conducted by an approved electronic means.

Section 6. Written Consent in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, provided all members of the Board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the Executive Director for insertion into the books and records of the Association. Such writings include facsimile and electronic mail communications.

Section 7. Quorum. A majority of the number of directors as fixed by these by-laws shall constitute a quorum, and when a quorum is present, except as otherwise provided by law or by these by-laws, action may be taken by a vote of a simple majority of those present (including the presence of members voting by proxy). Pursuant to Article II, section 2, a quorum consists of seven (7) members.

Section 8. Compensation of Directors. Members of the Board of Directors shall serve without compensation, but may be reimbursed for reasonable expenses incurred in carrying out assignments of the Board, provided such reimbursements are approved by the Board of Directors.

Section 9. Minutes. The Executive Director or his or her designee shall record and maintain minutes of the meetings of the Board of Directors, the Executive Committee, and Annual and Special Meetings of the Association which shall be filed with the records of the Association and be available for review by any member in good standing. The minutes shall faithfully summarize all actions taken at NORA meetings. The minutes of each meeting shall be signed by the Executive Director and approved as correct by the Board of Directors. At the discretion of the Executive Director, such minutes shall be forwarded by mail or electronic means to all members of the Association in good standing. Notes of meetings taken by directors do not constitute minutes or records of the Association.

Section 10. Resignation and Removal; Restriction on Membership

(a) Any director may resign from his or her office at any time by giving written notice to the President or Executive Director. Any such resignations shall be effective at the time specified therein or, if the time is not specified, upon receipt thereof.

(b) Any director may be removed, for cause, by a two-thirds vote of the members of the Board present at a meeting or by a two-thirds vote of the total membership at an Annual or Special meeting. Board members present at a meeting include those members voting by proxy.

(c) Except for the position of Immediate Past President or Previous Past President, the membership of the Board of Directors shall not contain more than one director employed by or representing any company or other entity. In the event that two or more directors become employed by the same company or other entity, one or more directors shall resign at, or prior to, the next meeting of the Board of Directors to assure compliance with this provision. If necessary, the Board of Directors shall remove one or more directors to assure compliance with this provision.

(d) Notwithstanding the requirements of Article II, subsection 10(c), at its sole discretion, the Board may, by an affirmative vote, allow a director (whose company or entity has been acquired by another company or entity that employs a member of the Board of the Board of Directors) to serve the remainder of his or her term or serve until the next election for members of the Board of Directors.

Section 11. Term Limits.

(a) Any director who has served three or more consecutive terms shall not be eligible to serve as a director until one year after his or her most recent term as a director was completed. Following the year in which such director did not serve as a director he or she is eligible to serve for up to three consecutive terms.

(b) Any elected officer who has served three or more consecutive terms in one position shall not be eligible to be re-elected to such position until one year after his or her term as an elected officer was completed. Following the year in which such person did not serve as an

elected officer he or she is eligible to serve for up to three consecutive terms.

Section 12. Standing Committees. The following shall constitute permanent committees of the Association:

- (a) Executive Committee;
- (b) Government Affairs Committee;
- (c) Membership and Marketing Committee;
- (d) By-laws Committee;
- (e) Finance Committee;
- (f) Past Presidents Committee;
- (g) Conference Committee; and
- (h) Nominations for Elected Positions Committee.

ARTICLE III

OFFICERS AND ELECTIONS

Section 1. Officers. The officers of the Association are the President, the Vice President, the General Counsel, Treasurer and the Executive Director.

Section 2. Terms of Elected Officers; Vacancies; Tie Votes

(a) Terms and Vacancies of Elected Offices. Officers elected by the voting members of NORA shall serve for a term of one year but may be re-elected subject to the provisions of Article II, section 11. Except as otherwise provided by these by-laws, any vacancy of an elected office may be filled by the Board of Directors until the next annual meeting. The elected officers are the President and the Vice President.

(b) Tie Votes. In the event that candidates for an elected office

receive an equal number of votes, the Board of Directors shall vote and select one of such candidates. In the event that such candidates receive an equal number of votes of the members of the Board of Directors, the election of the officer shall be decided by the toss of a coin or other random and unbiased method of selection as determined by the Executive Committee.

Section 3. The President. There shall be elected as President an individual who shall devote substantial time and effort in representing NORA and carrying out its objectives. The President shall preside at all meetings of the Board of Directors, the Executive Committee, and all Annual and Special Meetings of the Association. In his or her absence, the Vice President shall preside at such meetings. Except as provided in Article III, section 2(b), in the event that there is a tie vote on any motion made at any meeting of the Board of Directors, the President shall have the authority to cast two votes. Following consultation with the Board of Directors, The President shall appoint the members of all committees, the chairperson and vice-chairperson of each committee and working group and shall perform such other duties as are incident to the office of President, or as may be designated by the Board of Directors.

Section 4. The Vice President. The Vice President shall carry out the duties and functions of the President in his or her absence and shall carry out such assignments and all duties assigned by the President and/or the Board of Directors. The Vice President shall be responsible for leadership of the Conference Committee or the Government Affairs Committee during his or her term. Upon the vacancy of the office of President, the Vice President shall become President.

Section 5. The Treasurer. The Treasurer shall be a member of NORA in good standing and be chosen by the Board of Directors. The Treasurer may be an officer or employee of a member of NORA notwithstanding that another officer or employee of such NORA member is a member of the Board of Directors. The Treasurer shall manage and supervise NORA's accounts and financial activities and report to the Board of Directors on such accounts and activities. The Treasurer and Executive Director shall confer frequently concerning revenue, expenditure and adherence to the approved budget. The Treasurer shall serve a one-year term of office but may serve additional terms of office without limitation.

Section 6. The Executive Director. The Executive Director shall be chosen by and shall hold office at the pleasure of the Board of Directors. In addition to the other functions prescribed by these by-laws, the Executive Director shall have the custody of the books, papers and the corporate seal of the Association, shall keep a correct roster of all members with their last known addresses, shall collect membership dues, and shall perform those duties normally performed by a chief executive officer of a corporation as well as any other such duties as may be delegated or assigned by the Board of Directors. The Executive Director and Treasurer shall confer frequently concerning revenue, expenditures and adherence to the budget approved by the Board. The Executive Director shall receive and disburse the funds of the Association and keep all records that are required for such purpose. Except as otherwise provided herein, the Executive Director shall give notice of and attend all meetings of the Association and the Board of Directors and shall keep minutes of such meetings. He or she shall notify the officers, directors and members of the Association of all election results. The Executive Director shall also represent the Association in regulatory and legislative matters. The Executive Director shall be a non-voting member of the Executive Committee. The Executive Director shall be compensated for her or his service to the Association. She or he shall supervise other full time and part time NORA staff members. The Executive Director shall sign contracts or other agreements on behalf of NORA following review by and consultation with the General Counsel.

Section 7. Division of Duties. The Board of Directors may, at its discretion, divide the duties of the Executive Director among two or more individuals, provided the responsibilities of such individuals are not duplicative and are clearly described in writing.

Section 8. The General Counsel. The General Counsel shall be chosen by and shall hold office at the pleasure of the Board of Directors. He or she shall be paid for his or her services to the Association. The General Counsel shall represent the Association in all regulatory and legislative matters. He or she shall represent or supervise the representation of the Association in all legal matters, litigation or proceedings. The General Counsel shall also be responsible for all legal matters including the review of all contracts prior to signing by the Executive Director. The General Counsel shall maintain the by-laws of the Association. The General Counsel

may attend all meetings of the Board of Directors and the Executive Committee, and perform such other duties as may be delegated or assigned by the Board of Directors, the President, or the Executive Director.

Section 9. Elections. Members of the Board of Directors shall be elected by a majority of eligible NORA members in good standing. In the event that candidates receive an equal number of votes, the Board of Directors shall vote and select one of such candidates. In the event that such candidates receive an equal number of votes of the members of the Board of Directors, the election of the director shall be decided by the toss of a coin or other random and unbiased method of selection as determined by the Executive Committee.

Section 10. Compensation of Officers. Except as provided by the by-laws, the elected officers of the Association shall serve without compensation, but may, upon approval by the Board of Directors, receive reimbursement for expenses necessary to carry out specific assignments made by the Board.

Section 11. Removal of Officers. Any of the officers may be removed, for cause, by a two-thirds vote of the members of the Board present at a meeting or by a two-thirds vote of the total membership at an Annual or Special meeting. Board members present at a meeting include those members voting by proxy.

ARTICLE IV

MEMBERSHIP

Section 1. Qualification for Membership. Any person, firm, association, partnership or corporation engaged in the proper recycling of used oil, oil filters, antifreeze, wastewater, parts cleaners or other recyclable chemicals or materials, may apply for membership in NORA.

Section 2. Application for Membership. Applicants shall apply in writing for membership in NORA and shall state:

(a) if the applicant is an individual, his or her name and address; if the applicant is a partnership, the name and address of the

partnership and of each partner thereof; if the applicant is a corporation (or a division or other unit thereof), its name, address and place of incorporation; if the applicant is an association, the name, address and officers and directors of such association;

(b) the general nature of the applicant's business activities; and

(c) that the applicant agrees to abide by the By-laws of the Association and the NORA's Guiding Principles.

Section 3. Acceptance of Applicants. The Executive Director, in consultation with the Membership Committee, shall carefully review each application for membership and shall determine the eligibility of the applicant for membership. Following acceptance to membership, notice thereof shall be mailed to the applicant by the Executive Director and, upon payment of the initial annual dues, the applicant shall become a member of NORA.

Upon request of the Executive Director, any applicant for membership or member of the Association shall furnish information relating to its current or continuing eligibility for membership in NORA. Any applicant which is considered ineligible or is not accepted for membership shall be given written notice thereof.

Section 4. Withdrawal. Any member may, upon payment of any unpaid obligations to the Association, withdraw from membership at any time giving at least thirty days prior written notice thereof to the President or the Executive Director.

Section 5. Suspension or Expulsion. Any member, after having been provided with written notice of the relevant charges, and granted a reasonable opportunity to be heard by the Board of Directors, may, by a three-fourths vote of the entire Board of Directors, be suspended for a specified period of time or expelled from membership for violation of the Guiding Principles or for conduct prejudicial to the best interests of the Association. No dues shall be returned to any member in the event of the suspension or expulsion.

Section 6. Rights and Privileges of Membership. All members of NORA shall be entitled to attend all meetings of the Association (except

those meetings of the Board of Directors or the Executive Committee which, for appropriate reasons of confidentiality, may be closed to members) and all legislative, regulatory and other briefings. Starting 30 days prior and ending 10 days prior to the Annual Meeting, Regular Members shall be entitled to vote on election of all members to the Board of Directors, election of the President, the Vice President and all issues properly decided by the members of the Association. Members may vote by proxy by providing written authorization to another member in good standing or an officer of the Association.

All members are entitled to receive current information on the activities, policies and regulatory and legislative positions of the Association.

Section 7. Associate Membership. The Membership Committee, acting through the Executive Director, is authorized, at its discretion, to grant associate membership to a corporation, partnership, association or individual. Associate membership shall be available only to entities that are not directly engaged in the recycling or marketing of used oil, oil filters, antifreeze, wastewater, parts cleaners, or other recyclable chemicals or materials. Associate members may participate in the functions and proceedings of the Association and shall be entitled to vote for the Associate members who shall serve on the Board of Directors as provided in Article II, section 2(c) but shall not be entitled to vote on any other matter.

Section 8. Membership Not Transferable. A membership in NORA shall not be transferable or assignable except by approval of the Board of Directors.

ARTICLE V

DUES

Section 1. Dues Structure. The dues of the Association shall be established by the Board of Directors.

Section 2. Assessments. The Board may assess members additional amounts if it determines, by a two-thirds vote of the entire Board of Directors, that additional funds are needed from time to time to accomplish

the purposes of the Association.

Section 3. Non-Payment of Dues. The Board of Directors may suspend or expel any member for non-payment of dues.

ARTICLE VI

MEETINGS

Section 1. Annual Meetings. Annual Meetings of members of the Association for the purposes prescribed by the Board of Directors shall be held at such time and place as may be fixed by the President and the Executive Director. At least ten (10) days prior written notice of the Annual Meeting shall be given by the Executive Director to each member of the Association.

Section 2. Special Meetings. A Special Meeting of the Association may be called by the President, the Executive Director, or by a majority of the Board of Directors at any time to transact only such business as shall be specified in the notice thereof. Special Meetings may be conducted by telephone or any approved electronic means.

Section 3. Quorum. A majority of the members in good standing (not including associate members) present or represented by proxy shall constitute a quorum for the transaction of business at Annual or Special Meetings. In the absence of an objection from a member of the Association concerning the lack of a quorum, the business of the Association may be conducted at any Annual or Special Meeting of the Association.

Section 4. Voting. Each member in good standing shall be entitled to one (1) vote at any Annual or Special Meeting of the members of the Association, which shall be exercisable by the member, by its duly authorized representative, or by proxy, provided that any proxy shall be duly executed in writing, designating any member in good standing as the proxy-holder and a copy received by any officer of the Association prior to or at the meeting at which it is to be used. A proxy given for any meeting shall, unless notice of revocation is delivered to the presiding officer thereof, be valid for any issue put to a vote at such meeting.

Section 5. Rules of Order. The rules contained in *Robert's Rules of Order* shall govern the deliberations of the Association in all cases in which they are applicable and not in conflict with the provisions of the By-laws, provided that nothing in *Robert's Rules of Order* shall be deemed to supply any substantive requirements to the By-laws.

ARTICLE VII

MISCELLANEOUS

Section 1. Fiscal Year and Budget. The fiscal year of the Association shall be from January 1 to December 31, inclusive. The Executive Director and President, in cooperation with the Executive Committee, shall prepare a proposed budget for the following fiscal year for consideration by the Board of Directors. With respect to necessary expenditures not contemplated by the annual budget, a budget to actual report will be reviewed regularly by the Executive Committee and approved by the full Board. The Board should adopt an annual budget by January 1 of each fiscal year, but not later than February 1st of each fiscal year.

Section 2. Reports. At the request of the President, chairpersons of Committees shall make reports to the Board of Directors at the Annual Meeting and at any other Board of Directors meeting. Officers shall prepare such additional reports as may be required by the Board of Directors or the Executive Committee.

Section 3. By-laws Review. The By-laws Committee shall meet every two years to review the by-laws and make any necessary recommendations for changes to be approved by the Board of Directors.

Section 4. Corporate Emblem. The Corporate Emblem of the Association shall be as follows:



ARTICLE VIII

OFFICES AND INCORPORATION

The Association shall be incorporated under the laws of the State of Montana and shall maintain its principal office in the Commonwealth of Virginia.

ARTICLE IX

AMENDMENTS

These by-laws may be amended or repealed in whole or in part, at any time:

(a) at any Annual or Special Meeting of the members of the Association, by affirmative vote of a majority of the members present in person or by duly authorized representatives, or by proxy; or

(b) at any meeting of the Board of Directors, by affirmative vote of a majority of all members of the entire Board then in office.

ARTICLE X

LIMITATIONS OF LIABILITIES

Section 1. Nothing in these by-laws shall be construed as conferring the status of partner on any member or officer of the Association.

Section 2. No member, officer, agent, or employee of this Association shall be liable for the acts, or failure to act, on the part of any other member, officer, agent or employee of the Association.

Section 3. The Association may, by a two-thirds vote of the entire Board of Directors, provide for indemnification by the Association of any and all of its directors or officers or former directors or officers for expenses actually and necessarily incurred by them in connection with any action, suit or proceeding in which they or any of them are made parties, or a party by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for misconduct.

ARTICLE XI

POLICIES AND PROCEDURES

Section 1. NORA Antitrust Policy. NORA shall conduct all its day-to-day business activities and all meetings in accordance with the federal Antitrust laws. NORA recognizes that antitrust laws are subject to on-going development and shall make compliance with these evolving laws a priority. In furtherance of compliance with the antitrust laws, NORA has established

operating procedures for Association meetings. NORA members with questions or concerns about antitrust issues relating to NORA activities are requested to consult NORA's General Counsel or their own attorneys.

Section 2. Operating Procedure of NORA Meetings. All meetings shall be conducted on the basis of a written agenda. Each Committee Chairperson shall prepare an agenda for committee meetings. At any Association meeting the General Counsel or any other officer shall have the duty and authority to terminate any discussion which presents any risk of violating Federal Antitrust laws.

ARTICLE XII

DISSOLUTION

No member or officer of the Association shall have any vested or other interest in any of the property or assets of the Association. No part of the property and assets of this Association shall inure to the benefit of its members or any private person upon liquidation, dissolution or abandonment. Upon dissolution all property and assets of the Association shall be transferred and distributed as determined by the Board of Directors, in accordance with applicable law.