

EXHIBIT A

BYLAWS¹

OF

SURPLUS PROPERTY ROUNDTABLE

¹ These Bylaws were adopted on January 22, 2013.

ARTICLE I

NAME

The name of the corporation shall be Surplus Property Roundtable ("SPR").

ARTICLE II

PURPOSES

Section 1. Not For Profit. The corporation is organized under and shall operate as an Illinois not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986, as amended.

Section 2. Purposes. The corporation is organized exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, and the Illinois General Not For Profit Corporation Act of 1986, as amended. The purposes for which the corporation is formed includes, but is not limited to, providing educational opportunities and resources for the purpose of promoting the responsible ownership, management, remediation and disposition of real estate with legacy environmental issues.

Section 3. Rules. The following rules shall conclusively bind the corporation and all persons acting for or in behalf of it:

a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

b. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

c. Notwithstanding any other provision of these bylaws, the corporation shall not directly or indirectly carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.

d. In the event of dissolution or final liquidation of the corporation, all of the remaining assets and property of the corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any Director or Officer, or any private individual.

e. The corporation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, religion, or creed.

ARTICLE III

REGISTERED OFFICE AND AGENT

Section 1. Registered Office. The corporation shall have and continuously maintain in the State of Illinois a registered office. In addition, the corporation may maintain other offices within or without the State of Illinois as its registration requires.

Section 2. Registered Agent. The Registered Agent of the corporation may be either an individual resident of the State of Illinois or a domestic or foreign corporation, authorized to act as such agent. The corporation shall maintain continuously an agent in the State of Illinois. A new Registered Agent may be appointed if the office of the Registered Agent becomes vacant for any reason or if the Registered Agent becomes disqualified or incapacitated to act, or if the corporation through its Board of Directors revokes the appointment of its Registered Agent by a duly adopted resolution of the Board of Directors and the submission of the appropriate statement to the Secretary of State's office. Such Registered Agent will be recognized as an agent of the corporation on whom any process, notice, or demand required or permitted by law to be served on a corporation may be served.

ARTICLE IV

MEMBERS

Section 1. Membership. The corporation shall not have members. All authority shall be vested in a perpetual Board of Directors as set forth in Article VI below.

ARTICLE V
OFFICERS

Section 1. Officers. The Officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers as it shall deem desirable, such Officers to have the authority to perform the duties prescribed from time to time by Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. Officers need not be residents of Illinois.

Section 2. Election and Term of Office. The Officers shall be elected by the Board of Directors for an annual term. The Officers shall be elected at the annual meeting of the Board of Directors nearest the expiration of their term of office and shall serve until their death, resignation, removal, or disqualification, or their successors have been duly elected. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Section 3. Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive Officer of the corporation and shall in general supervise and control all of the affairs of the corporation. He shall preside at all meetings of the Board of Directors and shall be the Chairman of the Board. He may sign, with the Secretary or any other proper Officer of the corporation authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other Officer or agent of the corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in

accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any sources whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Composition, Tenure and Qualifications. The number of Directors shall be no less than three and no more than seven. Initially, the Board of Directors be composed of four directors. Subject to the first sentence of this section, the Board of Directors may by resolution increase or decrease the number of Directors. Each Director shall hold office until their death, resignation, removal, or disqualification, or their successor has been duly elected. Directors need not be residents of Illinois.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at such times and places as may be designated by resolution by the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution. Directors may participate in and act at any meeting of the Board of Directors through use of conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other and such participation shall constitute attendance and presence in person at any such meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice delivered personally or sent by mail, electronic mail, or facsimile transmission to each director. If notice be given by mail, such notice shall be deemed to be delivered on the day following the day such notice is deposited with postage prepaid in the United States mail. If notice be given by facsimile transmission, such notice shall be deemed to be delivered upon confirmation of the receipt of the transmission. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any regular or special meeting of the Board needs to be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

Section 8. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. Compensation. Directors shall not receive any salaries for their services as such, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VII

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, and shall have a majority of its members be Directors. Such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be Directors of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the Board whenever in its judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his death, resignation, removal, or disqualification, or his successor is appointed, unless the committee shall be sooner terminated.

Section 4. Chairman. One member of each committee shall be appointed chairman by the president of the corporation.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own governance not inconsistent with the Illinois General Not For Profit Corporation Act of 1986, as amended, the Articles of Incorporation, these bylaws or rules duly adopted by the Board of Directors.

ARTICLE VIII

CONTRACTS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such Officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX

CONFLICTS OF INTEREST

Section 1. Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence policies or actions of SPR which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his or her immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or she or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

Section 2. Disclosure of Conflicts of Interest. A director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise performing his or her duties with respect to any matter involving the conflict which comes before the Board of Directors; (b) prior to entering into any contract or transaction involving the conflict; and (c) as soon as possible after the director or officer learns of the conflict.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest. A director or officer who has or learns about a potential conflict of interest should disclose promptly to the secretary of the organization the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board of Directors before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board of Directors shall consider the material facts concerning the proposed contract or transaction. The Board of Directors shall approve only such contracts or transactions that, in the determination of the Board of Directors, are fair and reasonable to SPR and are consistent with the best interests of the organization. The Board of Directors shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made.

ARTICLE X

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XI

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended, or under the provisions of the Articles of Incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting of the Board, provided that at least fifteen days' written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting.

ARTICLE XIV

INDEMNIFICATION

The corporation shall indemnify all officers and directors of the corporation to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall be entitled to purchase insurance for such indemnification of Officers and Directors to the full extent as may be determined from time to time by the Board of Directors of the corporation.

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