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**The Stack Testing Accreditation Council**

**Bylaws**

Version **54**, April 12, 2017

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**STAC: 500 W. Wood Avenue, Palatine IL, Illinois 60041**

**Bylaws of the Stack Testing Accreditation Council ~~A~~  
~~Trade Association~~  
A Trade Association**

Table of Contents

Article I: <del>Name, Organization, Territory, Office and Seal</del> <u>General</u>	1
Article II: Statements of Purpose	1
Article III: <del>Limitation of Power</del> <u>Membership</u>	2
Article IV: <u>Membership</u>	2
<del>Article V: Membership</del> Dues and Special Assessments	3
Article <del>VV</del> <u>VI</u> : Organization	4
<u>Article VI: Powers and Limitations</u>	7
Article VII: Reimbursement of Expenses and Compensation	8
Article VIII: Meetings and Meeting Protocols	<u>89</u>
Article IX: Amendments	<u>910</u>
Article X: Liability and Indemnification	<u>910</u>

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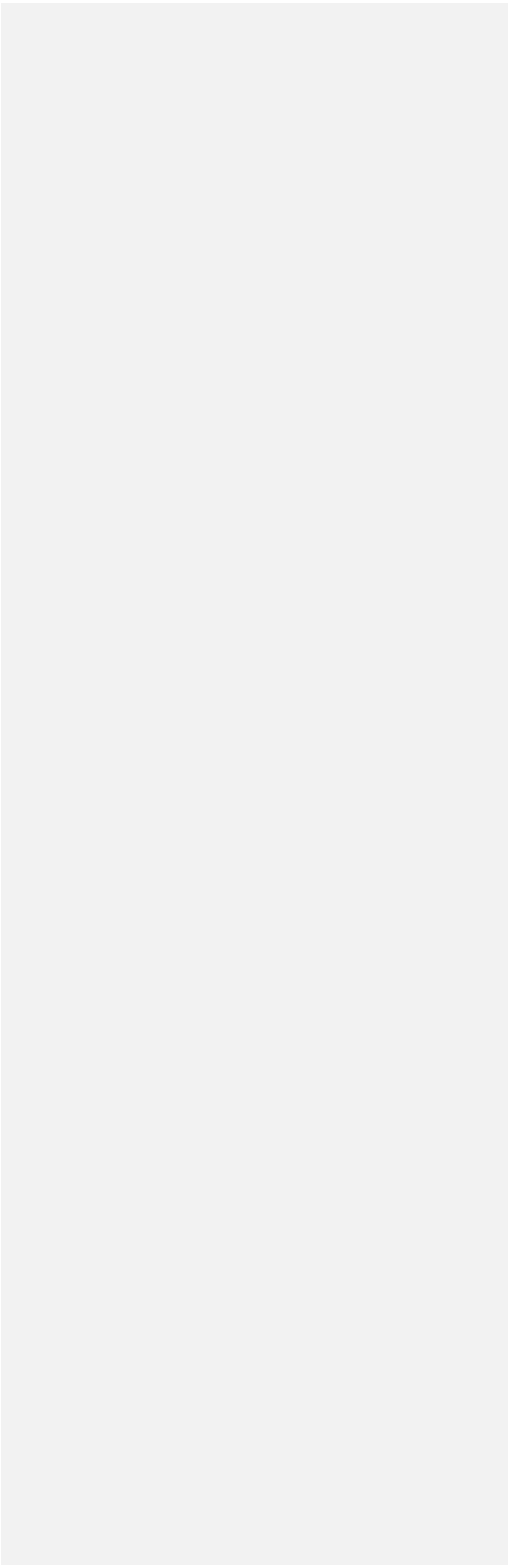
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BYLAWS  
of the  
Stack Testing Accreditation Council, Inc.

STACK TESTING ACCREDITATION COUNCIL, INCORPORATED

ARTICLE I  
NAME, ORGANIZATION, TERRITORY, OFFICE AND SEAL

GENERAL

**A. Name-**

This corporation is ~~organized under the Illinois Not for Profit Corporation Act and is~~ named the Stack Testing Accreditation Council, ~~Inc. It~~Incorporated (the "Corporation"). The Corporation may register the assumed ~~name~~names of "Stack Testing Accreditation Council" or "STAC-"

**B. Not-For-Profit Status**

~~The STAC is a not for profit organization.~~

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 (the "Act"), as amended.

**C. Territory-**

The territory covered by the ~~Stack Testing Accreditation Council (STAC)~~Corporation shall be universal.

**D. Principal Office-**

The principal office of the ~~corporation~~Corporation shall be located in the United States at a venue designated by the Board ~~of Directors (as defined below).~~ The Board ~~of Directors~~ may change the venue of the principal office according to the activities of STAC Corporation and may designate such other offices of STAC Corporation as the activities of the corporation may from time to time require.

**E. Registered Office and Registered Agent**

The ~~organization~~Corporation shall have and continuously maintain in the State of Illinois a registered ~~office and a registered agent, whose office shall be identical with such registered office~~ as required ~~for the Illinois Not for Profit Corporation by the~~ Act.

**F. Corporate Seal-**

The corporate seal shall contain (i) the name of "STAC", (ii) the date of its creation and (iii) the words INCORPORATED ILLINOIS. The Corporation may use the corporate seal by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

**G. In Writing**

For the avoidance of doubt, any reference in these Bylaws to a notification or action required to be "in writing" may be made or taken through e-mail.

ARTICLE II  
STATEMENTS OF PURPOSE

**A. Accreditation-**

STACThe Corporation is organized to serve the interests of the all stakeholders affected by the quality

STAC Bylaws Rev. 5, 2017

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of air emissions testing data and will do so by operating and continually improving the process for accrediting Air Emission Testing Bodies (~~“(AETBs)”~~) to ASTM D7036, “Standard Practice for Competence of Air Emission Testing Bodies,” (the ~~“standard”~~*Standard*”).

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**B. Representation**

STACThe Corporation may represent its ~~members~~Members (as defined below) in areas consistent with its purpose by appearing before, and cooperating with, federal, national or regional legislative and regulatory bodies and agencies so that the interests of its members shall be thoroughly and adequately considered and understood in relation to contemplated legislation, rules and regulations.

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**C. Co-operation**

It is the intent of ~~STAC~~the Corporation to cooperate with other associations and organizations who share similar ~~aims~~goals and objectives.

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**D. Education**

It is the intent of ~~STAC~~the Corporation to gather and disseminate information which will improve its ~~members'~~Members' environmental data quality, and their knowledge of their rights and privileges.

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ARTICLE III  
LIMITATION OF POWER

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~~A. Earnings Distribution~~

~~No part of the net earnings of STAC shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that STAC 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 in Article II.~~

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~~B.A. Prohibited Activities~~

~~Notwithstanding any other provision of these Articles, STAC shall not carry on any activities not permitted for a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law.)~~

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~~C.A. Dissolution~~

~~Upon dissolution of STAC, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of STAC, dispose of all of its assets exclusively for the purposes of STAC in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purpose.~~

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ARTICLE IV MEMBERSHIP

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**A. Eligibility**

Membership in ~~STAC~~the Corporation shall be open to ~~entities~~ that have an interest in AETB accreditation issues and improvement of environmental data quality. There are two categories of membership: (individually, a "Member" and collectively, the "Members"):

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1. General Members: ~~STAC members~~Members are AETBs that hold or have applied for accreditation to ASTM D7036 from ~~STAC~~the Corporation or joint accreditation from ~~STAC~~the Corporation and A2LA, (the "General Members").

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2. Associate Members: ~~STAC associate members~~Associate Members are AETBs or individuals who seek to improve and advance accreditation to ~~ASTM D7036~~the Standard, but who do not hold accreditation (or joint accreditation) to ~~ASTM D7036~~Standard or who are not employed by firms holding accreditation to ~~ASTM D7036~~the Standard from ~~STAC~~. Associate members~~the~~

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Corporation (the "Associate Members") or joint accreditation from the Corporation and A2LA. Associate Members must declare a company affiliation. ~~Voting privileges are restricted to one employee per company.~~



**B. Rights and Privileges**

1. Members are entitled to all the privileges of membership in ~~STAC~~the Corporation including the right to vote on ~~STAC~~issues of the Corporation and serve on the Board ~~of Directors~~ or committees in accordance with the provisions of these ~~bylaws~~Bylaws.
2. ~~Each of the General~~ Members may designate two (2) employees as AETB representatives ~~with voting privileges. Each of the General Managers shall be entitled to STAC with no additional fee two (2) votes on all matters to be voted on by the Members. These votes will be cast by their designated AETB representatives.~~ A designated ~~employee~~AETB representative may designate a proxy when needed.
3. ~~Each of the Associate members~~Members may designate one (1) employee as ~~the AETB representative with voting privileges,~~an AETB representative. ~~Each of the Associate Members shall be entitled to one (1) vote on all matters to be voted on by the Members. This vote will be cast by their designated AETB representative.~~ The designated ~~employee~~AETB representative may designate a proxy when needed.

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**C. Application**

Application for membership shall be in writing, in a form approved by the Board ~~of Directors~~, and shall state the name and location of applicant and such other information as shall be determined by the Board ~~of Directors~~, and ~~The application~~ shall also contain an agreement that ~~applicant~~, if admitted to membership, ~~the applicant will (i)~~ observe all provisions of the Articles of Incorporation and ~~the~~ Bylaws of the Corporation and ~~will~~(ii) pay all applicable fees, dues and assessments.

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**D. Termination of Membership by the Board**

1. The Board ~~of Directors~~ may ~~expel any Member, with or without cause,~~ by the affirmative vote of not less than two-thirds ~~(2/3)~~ of the ~~members thereof, expel any member who shall have violated or refused to comply with any~~ Directors then in office present and voting at a ~~meeting of the provisions of the Articles of Incorporation, the Bylaws, or any other rules or regulations that have been adopted by the Board of Directors, or whose behavior or conduct has or may have a negative effect on the purposes or reputation of STAC~~Board at which a quorum is present.
2. Any ~~member~~Member so expelled shall have the right to appeal the expulsion to the Board in person or in writing at the next ~~annual~~Annual Meeting (as defined below) or ~~special meeting~~Special Directors Meeting (as defined below) of the ~~STAC~~Corporation. Any ~~individual~~Member so expelled may be reinstated by the affirmative vote of not less than three-fourths ~~(3/4)~~ of the Board ~~of Directors~~. The action of the Board ~~of Directors within relation to~~ any such reinstatement shall be final.

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ARTICLE IV

~~ARTICLE V~~

MEMBERSHIP DUES AND SPECIAL ASSESSMENTS

**A. Annual Dues**

Dues shall be reviewed and set annually by the Board ~~of Directors~~ and shall be payable on the first day of each fiscal year. Partial years shall be prorated.

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**B. Fees**

The Board ~~of Directors~~ may establish fees for each of the ~~STAC's~~Corporation's functions and services as the Board deems necessary.

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C. **Special ~~assessments~~ Assessments**

The Board ~~of Directors~~ shall have the power to levy special assessments when it determines that extenuating circumstances call for such a levy.

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**~~D. Self-assessments.~~**

~~Any segment of STAC may assess itself for its own purposes and benefit, subject to the approval of the Board of Directors, which shall determine the identity of the members belonging to the segment. Such assessments shall be separately accounted for in the general fund of STAC.~~

**~~E.D. Arrears.~~**

Thirty (30) days after the dues or other indebtedness to ~~STAC~~the Corporation is payable, the ~~secretary shall notify~~Secretary (as defined below) shall provide written notice to all ~~members~~Members who have failed to pay dues or other indebtedness. All Members so notified shall be denied all ~~membership~~privileges of ~~STAC~~the Corporation, including voting rights, while they are delinquent and shall automatically be terminated if said indebtedness has not been paid within ~~sixty (60) days of notification from the date the Secretary provided written notice.~~ Members terminated in such fashion shall be subject to re- application and ~~liability~~shall be responsible for ~~all~~ previous obligations as well as new dues.

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ARTICLE V

~~ARTICLE VI~~ ORGANIZATION

**A. Board of Directors-**

1. *Number of Directors and Term.* The Board of Directors (the "Board") shall consist of not more than nine (9) members (each a "Director" and collectively, the "Directors") who shall be elected for three-year terms. ~~As these directorships expire, the positions shall be filled in accordance with the provisions of this article. With the exception of the Treasurer, directors~~Each Director shall hold office until his or her successor has been elected, or until his or her earlier removal, resignation, or death. Each Director's term shall ~~be limited~~begin the day after such Director is elected to ~~one office.~~ Directors may not serve consecutive ~~term, but~~terms (the "Directors' Term Limit"). A Director may be re-elected after a ~~4one~~-year absence from servicing on the Board. ~~Once elected, if a Director serves as~~ the Treasurer ~~may serve continually, without, then such Director is not subject to the Directors' Term Limit; provided, however, such Director is still subject to re-election, by a two thirds (2/3) vote of the Board of Directors present at any properly constituted regular or special meeting of the Board of Directors in which a quorum is present, provided written notice of the intent to vote is mailed at least ten days before the meeting at which the vote is to occur.~~ as a Director pursuant to Article V(A)(5) of these Bylaws.

2. *Composition.* Only active ~~STAC members or associate members~~Members are eligible to serve as ~~directors~~Directors on the Board of Directors. At least seven (7) of the ~~directors~~Directors shall be AETB representatives of members or associate members designated by the Members. No two ~~members of the Board of~~(2) Directors shall be affiliated with the same organization. One (1) seat on the Board shall be reserved for a representative of the Source Evaluation Society (~~the "SES"~~). Should SES decline to provide a representative, ~~STAC~~the Corporation may fill that Director's seat with an alternate pursuant to these Bylaws.

3. *Voting.* Each Director shall be entitled to one (1) vote as to matters determined by the Board ~~of Directors.~~

4. *Duties.* The Board ~~of Directors~~ shall have supervision, control and direction of the affairs of the ~~STAC Corporation and shall have all of the powers set forth in Article VI below. The Board shall determine its~~the policies ~~or changes there within the limits of the law or the Bylaws~~Corporation and ~~Articles of Incorporation,~~ shall actively pursue ~~its~~the mission and objectives of the Corporation. The Board shall have sole discretion in the disbursement of ~~its~~the Corporation's funds. ~~The Corporation may also~~ adopt such rules and regulations for the conduct of ~~its~~the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

5. *Election.* ~~New members of the Board of~~Directors shall be elected at ~~each annual meeting of the members of STAC~~the Annual Meeting by the Members. The nominations committee appointed by the Chair (as defined below) shall present nominees for ~~these positions~~each vacant Director's seat. Nominations by the Members for Directors shall also be taken from the floor at the ~~annual meeting.~~ Election Annual Meeting. The election of the Directors shall be by vote of the majority of the Members present ~~if the number of candidates equals the number of director positions to~~at which a quorum is present. If a quorum is not present at the Annual Meeting, then the Chair shall schedule a Special Meeting for the Members for the election of Directors and the election shall take place at such Special Meeting. ~~If there is a contested election of the Directors, the vote shall be filled or~~conducted by secret

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ballot ~~if the number of candidates exceeds the number of positions to be filled. The three newly elected members of the Board of Directors shall assume their duties immediately following their election.~~

**B. Officers.**

1. Number of Officers and Term. The officers of ~~STAC~~the Corporation shall be: ~~chair, vice chair, secretary and treasurer. With the exception of Chair, Vice Chair, Secretary, and Treasurer (each an "Officer" and collectively, the "Officers"). Except for~~ the Treasurer, the terms of all ~~officers~~Officers shall be one (1) year; provided, however, the Treasurer shall still be subject to re-election as an Officer pursuant to Article V(B)(6) of these Bylaws.

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The Board of Directors may extend the term of any ~~officer~~Officer based on an affirmative vote by ~~at least~~ two-thirds (2/3) vote of the ~~Board of Directors~~ present at any properly constituted ~~regular~~Regular Meeting (as defined below) or ~~special meeting~~Special Directors Meeting of the Board of Directors in which a quorum is present; ~~provided, however,~~ provided, however, written notice of the intent to vote ~~is on the extension of the term for such Officers must have been~~ mailed to all Directors at least ten (10) days before the meeting at which the vote is to occur. ~~Officers shall be~~ Each Officer shall hold office until his or her successor has been duly elected according to the provisions of this Article, or until his or her earlier resignation, removal, or death.

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12. Duties of the Chair. The ~~chair~~Chair shall preside at all meetings of ~~STAC Board of Directors~~, whether or not an elected member of the Board ~~of Directors~~; shall enforce all provisions respecting the general welfare of STAC the Corporation; shall call ~~special meetings of the STAC general membership~~a Special Meeting whenever necessary or upon the written request of at least twenty percent (20%-%) of the ~~active members~~Members in good standing; shall make a full report at the ~~annual meeting of the members~~Annual Meeting; and, shall perform all other acts and duties usually required of an Officer in a presiding officers similar position.

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23. Duties of the Vice Chair. The ~~vice chair~~Vice Chair, in the absence of the ~~chair, perform~~Chair, performs the duties of the ~~chair~~Chair and shall perform such other duties as may be prescribed by the Board ~~of Directors~~.

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34. Duties of the Secretary. The ~~secretary~~Secretary shall keep a full and complete record of ~~STAC~~all meetings of the Members and the Board ~~of Directors~~; shall maintain a full and correct list of ~~members~~Members; shall give written notice to all ~~members~~Members of each ~~regular, special or adjourned~~ meeting at least ten (10) days prior to the date thereof; and, shall notify ~~members~~Members of proposed changes of these Bylaws as hereinafter provided. In addition, the Secretary shall have the authority to certify the bylaws, resolutions of the Board and committees thereof, and other documents of the Corporation as true and correct copies thereof.

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45. Duties of the Treasurer. The ~~treasurer~~Treasurer shall receive all monies paid into ~~STAC~~the Corporation, depositing the funds in a bank account in the name of STAC the Corporation; shall render a quarterly statement to each ~~member~~Member who is indebted to ~~STAC, the Corporation~~ showing such ~~members~~Member's indebtedness; shall keep a full and accurate account of all receipts and disbursements in a suitable book or books provided by STAC the Corporation for that purpose, and shall, when requested by the Board ~~of Directors~~, open such books to inspection and exhibit proper vouchers for disbursements; shall submit a written report at each ~~regular Board meeting~~Regular Meeting and a full annual report at the ~~annual meeting~~Annual Meeting; and, shall submit to an audit at any time as the Board ~~of Directors~~ may direct. A statement of financial condition shall be provided to any ~~member~~Member upon written request. The ~~treasurer~~Treasurer shall be bonded if directed by the Board

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of Directors.

~~56 Elections. The~~ Unless the term of an Officer has been extended pursuant to Article V(B)(6) above, the election of ~~officers~~ Officers by the Board of ~~Directors~~ shall take place following ~~Board~~ the Annual Meeting each year. The Officers shall be elected by affirmative vote of ~~Director elections~~ a majority of the Directors present and voting at the ~~annual meeting~~ Annual Meeting provided a quorum is present. The installation of the newly elected ~~officers~~ Officers shall take place at the close of the ~~annual meeting~~ Annual Meeting.

**C. Committees.**

1. *Executive Committee.* The Executive Committee shall consist of the Officers of ~~STAC~~ and two ~~members of the Board of (2)~~ Directors of ~~STAC~~ appointed by the Chair.

~~21 Standing Committees. The Board of Directors shall designate standing committees to discuss pertinent matters that may affect STAC. The Board of Directors shall appoint chairs for each such committee. Committee membership is open to all interested members and their designated employees.~~

~~32 Duties of the Executive committee~~ *Committee.* The Executive Committee shall advise and aid the ~~Administrative Staff of STAC~~ administrative staff of the Corporation in all matters concerning ~~STAC's~~ the Corporation's interest and the management of ~~STAC's~~ the Corporation's day-to-day business, and ~~when between meetings of the Board of Directors is not in session,~~ the Executive Committee shall have and may exercise ~~all the~~ such powers and authority of ~~as~~ the Board of Directors with reference ~~as delegated to the conduct of such business~~ it and, under unforeseen exigencies, exercise other powers subject to Board policy, subject to the following limitations.

The Executive Committee may not:

- (A) Submit to the ~~Membership~~ Members an action in which ~~Membership~~ membership authorization is required,
- (B) Amend or repeal the Bylaws, or adopt new Bylaws; or
- (C) Amend or repeal any resolution of the Board of ~~Directors~~.

The ~~Members~~ members of the Executive Committee shall be appointed at the ~~annual meeting of STAC~~ Annual Meeting and shall hold office for a term of one (1) year. In the event of a death, resignation, or removal of ~~an a member of the~~ Executive Committee ~~person,~~ the Chair shall appoint a ~~member of the Board of Directors~~ Director to serve the unexpired term.

All Executive Committee meetings shall convene and meet at the call of the Chair or the call of two-thirds (2/3) of the members of the Executive Committee. Six (6) members of the Executive Committee shall constitute a quorum for the transaction of business.

~~3 Standing Committees. The Board shall designate standing committees to discuss pertinent matters that may affect the Corporation. The Board shall appoint chairs for each such committee. Committee membership is open to all interested members and their designated employees.~~

4. *Duties of Standing and special committees* ~~Special Committees.~~ Standing and special committees shall study matters associated with their particular subject and shall recommend actions to the ~~membership~~ Members and the Board of ~~Directors~~.

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**D. Administration**

1. *General Manager.* The Board ~~of Directors~~ may designate a General Manager who is not a ~~member of the Board of Directors~~ Director or Member to conduct the day-to-day business and operations of ~~STC~~ the Corporation. In the absence of a General Manager, the Board ~~of Directors~~ shall conduct the day-to-day business and operation of ~~STAC~~ the Corporation.

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~~2~~ *Duties of the General Manager.* The General Manager shall carry out the polices of ~~STAC~~ the Corporation as determined by the Board ~~of Directors~~; prepare the agenda for; attend or delegate another to attend all meetings and record all proceedings; consult with the chairs of all committees; prepare and publish the programs of the meetings of the ~~STAC~~;

2 *Corporation;* present an annual budget; pay all proper charges against the ~~STAC~~ Corporation; and prepare and submit financial documents in such frequency and detail as requested with a summary thereof to each ~~member of the Board of Directors~~ Director; have access to the books and records of ~~STAC~~ the Corporation and make them available for a certified audit annually or as otherwise specified, and perform other such duties as may be specified elsewhere in these Bylaws or as may be assigned by the Board ~~of Directors~~.

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**E. Vacancies**

Vacancies in any office or directorship shall be filled by the Board ~~of Directors~~ at the first meeting after such occurrence. Such replacement Officer or Director shall be elected by the affirmative vote of a majority of the Directors present at such meeting provided a quorum is present. The term of the individual filling the vacancy shall be the term of the ~~director~~ Director or ~~officer~~ Officer so replaced.

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**F. Resignation and Removal of Directors and Officers**

A Director or Officer may resign at any time upon written notice to the Board. Such resignation shall take effect at the time specified therein, if any; otherwise it will take effect upon receipt by the first such person to whom it is addressed and received. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any ~~officer~~ Officer or ~~director~~ Director may be removed ~~from office~~ for cause by a two-thirds (2/3) vote of all the ~~members~~ Members entitled to vote at a ~~meeting of STAC~~ Special Meeting called for that purpose ~~or at a regular~~ which a quorum is present, provided written notice of the intent to vote is mailed at least ten (10) days before the meeting ~~at~~ at which ~~such purpose~~ the vote is ~~noticed to occur~~. Such ~~officer~~ Officer or ~~director~~ Director subject to removal shall be notified of said meeting by certified or registered mail sent to a last known address at least ten (10) calendar days ~~previous~~ prior to the date of the meeting. Any ~~officer~~ Officer or ~~director~~ Director convicted of a felony while in office shall be removed immediately from such office. Any Director serving as an Officer who resigns or is removed as a Director will automatically be removed as an Officer of the Corporation.

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**G. Conflict of Interest**

A conflict of interest may exist where a Director is directly or indirectly a party to a transaction, if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director, or general partner.

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No Director may vote upon a matter coming before the Board ~~of Directors~~ in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, a ~~Board member~~ Director must disclose the existence of the potential conflict to the remaining Directors, withdraw

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from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the Board of Director Board's meeting minutes.

**H. Rights, Patents and Copyrights.**

All rights, patents, copyrights and other such legal control over ownership of any and all materials and information created as a result of the regular operations and research undertaken by the STAC Corporation shall remain the property of the STAC Corporation. All income received from the sale, lease or other such transactions relating to these assets, shall be paid directly, in total, to the STAC Corporation.

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ARTICLE VI  
POWERS AND LIMITATIONS

**A. General Corporate Powers**

Subject to the provisions of the Act, the Articles of Incorporation, and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**B. Contracts**

The Board may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

**C. Checks and Notes**

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 the Treasurer or such Officer or Officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by the Board.

**D. Gifts and Contributions**

The General Manager or his or her designee may accept on behalf of the Corporation any contribution, gift, bequest, or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state, or federal law. In the absence of a General Manager, the Chair or his or her designee may accept on behalf of the Corporation any contribution, gift, bequest, or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state, or federal law.

**E. Authority for Expenditures**

No agent, Officer, or other person shall expend any money or make any contract, agreement, promise or undertaking in the name of the Corporation unless authority for such action is contained in these Bylaws, and either is provided for in the Corporation's budget or has been specifically granted by the Board.

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**F. Earnings Distribution**

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 in Article II.

**G. Prohibited Activities**

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted for a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law.)

**H. Dissolution**

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purpose.

ARTICLE VII  
REIMBURSEMENT OF EXPENSES AND COMPENSATION

**A. Reimbursement of expenses**

Officers and Directors may be entitled to actual expenses incurred while carrying out their duties on behalf of ~~STAC~~ the Corporation. The Board ~~of Directors~~ shall determine the policy for such reimbursements and shall approve in advance expenditures in excess of \$100. Nothing contained herein shall pertain to reimbursement for expenses where a budget has been set and approved.

**B. Compensation**

Except as provided for reimbursement of expenses, no ~~officer, member of the Board of Directors~~ Officer, Director or committee member shall receive compensation for activities undertaken on behalf of ~~STAC~~ the Corporation.

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ARTICLE VIII  
MEETINGS ~~AND MEETING PROTOCOLS~~

~~A. Group membership meetings.~~

**A. Annual Meeting**

The annual meeting of the ~~members~~Members (the "Annual Meeting") shall occur at the at the annual SES-Stationary Source Sampling and Analysis of STACAir Pollutants meeting and shall be held at such time and place as designated by the BoardChair for the purpose of conducting the business of the Corporation and electing Directors and Officers.

**B. Board of Directors ~~meetings.~~Meetings**

The Board of Directors shall meet at least once annually. Quarterly meetings of the Board of Directors may be scheduled in March, June, September and December at times and places as designated by the Board, if deemed necessary by the Board (each a "Regular Meeting"). Special meetings of the Board shall be called immediately following Director elections, on other occasions upon the call of by the Chair or upon call of at least three members of the Board of (3) Directors (each a "Special Directors Meeting"). The STAC Secretary or Chair shall give notice of special meetings such Special Directors Meetings in writing not later than three (3) days prior to their meeting dates. Except for the Annual Meeting, any meeting may be conducted through electronic mail or telephonically.

Any Director may waive notice of any meeting in writing, either before or after the time of the meeting. 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.

**C. Special ~~meetings.~~Meetings**

Special membership meetings (each a "Special Meeting") may be called by written application request to the Chair from twenty percent (20%) of the membersMembers in good standing or two-thirds (2/3) of the full Board of Directors provided such applicationwritten request shall state the purpose for which the meetingSpecial Meeting is to be called. No business other than that stated in the call shall be transacted at such special meetingsSpecial Meeting.

~~D. Meeting protocols.~~

General Membership Meeting-Any Member may waive notice of any meeting in writing, either before or after the time of the meeting. Attendance of a Member at any meeting shall constitute a waiver of notice of such meeting except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**D. Quorum**

1. Quorum for Annual Meetings and Special Meetings. A quorum shall consist of 25 voting members in good standing or 25% of STAC's active membersMembers in good standing, whichever is smaller.

2. Board of Directors Quorum. A quorum for Board of Director meetings of any kind shall consist of five (5) directors. If no quorum appears within 30 minutes after the hour named in the meeting notice, no meeting shall be held. Participation at a meeting by electronic communication shall be allowed, and shall count toward a quorum.

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**E. Open meeting.**

**E. Action by Board without a Meeting**

The authority of the Board may be exercised without a meeting if a written consent setting forth the action taken is signed by each of the Directors entitled to vote with respect to the subject matter thereof. Any such consent approved in writing by all the Directors shall have the same effect as a unanimous vote. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

**F. Open Meeting**

All meetings of the Board of Directors, Executive Committee, or any committees of STACthe Corporation shall be open to any and all members of STACMembers to attend as an observer subject to the confidentiality policies of STACthe Corporation.

**F.G. Proxy**

Any memberMember in good standing, serving in any capacity, may designate a proxy. Designation must be in writing and specify a term.

ARTICLE IX AMENDMENTS  
AMENDMENTS AND FISCAL YEAR

**A. Articles of Incorporation.**

The Articles of Incorporation may be amended by a majority vote of the membershipMembers entitled to vote at a properly constituted meeting of those membersMembers. All membersMembers entitled to vote shall be notified in writing of proposed amendments to the Articles of Incorporation. Such notification shall be mailed to each Member at least ten (10) days before the meeting at which the vote to amend is to occur.

**B. Bylaws.**

The bylawsBylaws of the STACCorporation may be repealed, altered or amended by a two-thirds (2/3) vote of the Board of Directors present at any properly constituted regularRegular Meeting or special meeting of the Board of Special Directors Meeting in which a quorum is present, provided written notice of the intent to repeal, alter or amend these bylawsBylaws is mailed to each of the Directors at least three (3) days before the meeting at which the vote is to occur.

Revisions to the bylaws shall be effective upon adoption by the Board of Directors but shall require ratification by a majority of the eligible membersMembers present at a regularthe Annual Meeting or special meeting of the STAC general Membership at a Special Meeting to become permanent. Notice of request for ratification shall be mailed to all eligible membersMembers at least ten (10) days before the meeting at which the ratification vote is to occur. Failure of ratification shall cause the Bylaws to revert to their unrevised version.

ARTICLE X  
LIABILITY AND INDEMNIFICATION

**A. Liability**

1. Nothing herein shall constitute members of the STACMembers as partners for any purpose. No officer, director, governor, memberOfficer, Director, Member, regent, agent, or employee of STACthe Corporation or of any memberMember shall be liable for the act or failure to act on the part

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of any other ~~officer, director, governor, member~~Officer, Director, Member, regent, agent, or employee of STAC-the Corporation

**B-A. Indemnification**

2. No ~~Board of~~Director ~~member~~ will be liable to the ~~organization~~Corporation or to other ~~Board of~~Director ~~members~~Directors for decisions made on behalf of the ~~organization~~Corporation. A Director shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the Director has breached or failed to perform the duties of his or her office; and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The STACCorporation may, by resolution of the Board ~~of Directors~~, provide liability coverage for Directors and/or Officers.

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**B. Indemnification**

Each person who at any time is or shall have been a Director, Officer, employee or agent of the Corporation, or is or shall have been serving as a Director, Officer, employee or agent of any other entity at the Corporation's request, shall be indemnified by the Corporation in accordance with and to the full extent permitted by the Act, including advanced payment of expenses, as described in Board policies. If authorized by the Board, the Corporation may purchase and maintain insurance against any liability asserted against any such Director, Officer, employee or agent of the Corporation to the full extent permitted by the Act.

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