

# **The Stack Testing Accreditation Council**

## **Bylaws**

**Version 1.2 September 22, 2005**

**STAC PO Box xxx, Ingleside, Illinois 60041**

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

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**BYLAWS**  
**of the**  
**Stack Testing Accreditation Council, Inc.**

**ARTICLE I**  
**NAME, ORGANIZATION, TERRITORY, OFFICE AND SEAL**

**A. Name.**

This corporation is organized under the Illinois Not-for-Profit Corporation Act and is named the Stack Testing Accreditation Council, Inc. It may register the assumed name of Stack Testing Accreditation Council and/or STAC.

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

The Council is a not-for-profit organization.

**C. Territory.**

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

**D. Office.**

The principal office of the corporation shall be located in the United States at a venue designated by the Board of Directors. The Board of Directors may change the venue of the principal office according to the activities of STAC and may designate such other offices of STAC as the activities of the corporation may from time to time require. The organization shall continuously maintain in the State of Illinois a registered agent, as required for the Illinois Not-for-Profit Corporation Act.

**E. Seal.**

The corporate seal shall contain the name of STAC, the date of its creation and the words INCORPORATED ILLINOIS.

ARTICLE II  
STATEMENTS OF PURPOSE

**A. Accreditation.**

STAC is organized to serve the interests of the all stakeholders affected by the quality of air emissions testing data and will do so by operating and continuously improving a process for accrediting Air Emissions Testing Bodies (AETBs) to the ASTM D7036 Practice and to ISO 17025.

**B. Representation**

STAC may represent its members 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.

**C. Co-operation**

It is the intent of STAC to cooperate with other associations who share similar aims.

**D. Education**

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

ARTICLE III  
LIMITATION OF POWER

**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.

**B. 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.)

**C. 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.

**ARTICLE IV  
MEMBERSHIP****A. Eligibility**

Membership in STAC shall be open to all individuals, companies, entities, organizations and governmental agencies that have an interest in AETB accreditation issues and improvement of environmental data quality.

**B. Rights and Privileges**

Members are entitled to all the privileges of membership in STAC including the right to vote on Council issues and serve on the Board of Directors or committees in accordance with the provisions of these bylaws.

**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 shall contain an agreement that if admitted to membership, the applicant will observe all provisions of the Articles of Incorporation and its Bylaws and will pay all applicable fees, dues and assessments.

**D. Termination.**

The Board of Directors may, by the affirmative vote of not less than two-thirds of the members thereof, expel any member who shall have violated or refused to comply with any 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.

Any member so expelled shall have the right to appeal the expulsion to the Board in person or in writing at the next annual or special meeting of the STAC. Any individual so expelled may be reinstated by the affirmative vote of not less than three-fourths of the Board of Directors. The action of the Board of Directors with any such reinstatement shall be final.

## 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.

### **B. Fees.**

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

### **C. Special assessments.**

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

### **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. Arrears.**

Thirty days after the dues or other indebtedness to STAC is payable, the secretary shall notify all members who have failed to pay dues or other indebtedness. Members so notified shall be denied all privileges of STAC, including voting rights, while they are delinquent and shall automatically be terminated if said indebtedness has not been paid within 60 days of notification. Members terminated in such fashion shall be subject to re-application and liability for previous obligations as well as new dues.

ARTICLE VI  
ORGANIZATION

**A. Board of Directors.**

1. *Number of Directors.* The Board of Directors shall consist of not more than nine voting members who shall be elected for three-year terms. One-third of these directorships expire annually and shall be filled according to the provisions of this Article.

2. *Composition.* Only active STAC members are eligible to serve as directors on the Board of Directors. At least seven of the directors shall be representatives of active members of an AETB. No two members of the Board of Directors shall be affiliated with the same organization.

3. *Voting.* Each Director shall be entitled to one 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, shall determine its policies or changes there within the limits of the law or the Bylaws and Articles of Incorporation, shall actively pursue its mission and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

5. *Election.* Three new members of the Board of Directors shall be elected at each annual meeting of the members of STAC. The nominations committee appointed by the Chair shall present nominees for these positions. Nominations shall also be taken from the floor at the annual meeting. Election shall be by vote of the majority present if the number of candidates equals the number of director positions to be filled or by secret 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.* The officers of STAC shall be: chair, vice chair/chair-elect, secretary and treasurer. The terms of all officers shall be one year. Officers shall be elected according to the provisions of this Article.

2. *Duties of the Chair.* The 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; shall call special meetings of the STAC general membership whenever necessary or upon written request of at least 20% of the active members in good standing; shall make a full report at the annual meeting of the members; and, shall perform all other acts and duties usually required of a presiding officer.

3. *Duties of the Vice Chair/Chair-Elect.* The vice chair/chair-elect shall, in the absence of the chair, perform the duties of the chair and shall perform such other duties as may be prescribed by the Board of Directors.

4. *Duties of the Secretary.* The secretary shall keep a full and complete record of STAC and the Board of Directors; shall maintain a full and correct list of STAC members; shall give written notice to all members of each regular, special or adjourned meeting at least ten days prior to the date thereof; and, shall notify members of proposed changes of these Bylaws as hereinafter provided.

4. *Duties of the Treasurer.* The treasurer shall receive all monies paid into STAC, depositing the funds in a bank account in the name of STAC; shall render a quarterly statement to each member who is indebted to STAC, showing such members indebtedness; shall keep a full and accurate account of all receipts and disbursements in a suitable book or books provided by STAC 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 and a full annual report at the 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 upon written request. The treasurer shall be bonded if directed by the Board of Directors.

#### 5. *Elections.*

The election of officers by the Board of Directors shall take place following Board of Director elections at the annual meeting. The installation of the newly elected officers shall take place at the close of the annual meeting.

### **C. Committees.**

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

2. *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.

3. *Duties of the Executive committee.* The Executive Committee shall advise and aid the Administrative Staff of the Institute in all matters concerning the Institute's interest and the management of the Institute's business, and when the Board of Directors is not in session the Executive Committee shall have and may exercise all the powers and authority of the Board of Directors with reference to the conduct of such business, subject to the following limitations.

The Executive Committee may not:

(A) Submit to the membership [UNDEFINED] an action in which 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 of the Executive Committee shall be appointed at the annual meeting of STAC and shall hold office for a term of one year. In the event of a death, resignation, or removal of an Executive Committee person, the Chair shall appoint a member of the Board of Directors to serve the unexpired term.

All Executive Committee meetings shall convene and meet at the call of the Chair or the call of a majority of the members of the Executive Committee. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business.

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

#### **D. Administration**

1. *Executive Director.* The Board of Directors shall designate an Executive Director who is not a member of the Board of Directors to conduct the day-to-day business and operation of STAC.

2. *Duties of the Executive Director.* The Executive Director shall carry out the policies of STAC as determined by the Board of Directors; prepare the agenda for; attend or delegate another to attend all meetings of and record all proceedings; consult with the chairs of all committees; prepare and publish the programs of the meetings of STAC; present an annual budget; pay all proper charges against STAC; 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; have charge of the books and records of the Council 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.

#### **E. Vacancies**

The Board of Directors shall fill vacancies in any office or directorship at the first meeting after occurrence. The term of the individual filling the vacancy shall be the term of the director or officer so replaced.

**F. Removal.**

Any officer or director may be removed from office for cause by a two-thirds vote of all the members entitled to vote at a meeting of STAC called for that purpose or at a regular meeting in which such purpose is noticed. Such officer or 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 to the date of the meeting. Any officer or director convicted of a felony while in office shall be removed immediately from such office.

**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.

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 must disclose the existence of the potential conflict to the remaining Directors, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the STAC 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 shall remain the property of the STAC. All income received from the sale, lease or other such transactions relating to these assets, shall be paid directly, in total, to the STAC.

ARTICLE VII  
REIMBURSEMENT OF EXPENSES AND COMPENSATION

**A. Reimbursement of expenses.**

Officers, Directors, and the Executive Director may be entitled to actual expenses incurred while carrying out their duties on behalf of STAC. 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 or committee member shall receive compensation for activities undertaken on behalf of STAC.

ARTICLE VIII  
MEETINGS AND MEETING PROTOCOLS

**A. Group membership meetings.**

The annual meeting of the members of STAC shall be held at such time and place as designated by the Board of Directors.

**B. Board of Directors meetings.**

Regular quarterly meetings of the Board of Directors shall normally be scheduled in March, June, September and December at times and places as designated by the Board. Special meetings of the Board shall be called immediately following Director elections, on other occasions upon the call of the Chair or upon call of three members of the Board of Directors. The secretary shall give notice of special meetings in writing not later than three days prior to their meeting dates.

**C. Special meetings.**

Special membership meetings may be called by written application to the Chair from 20% of the members in good standing or a majority of the full Board of Directors, provided such application shall state the purpose for which the meeting is to be called. No business other than that stated in the call shall be transacted at such special meetings.

**D. Meeting protocols.**

1. *General Membership Meeting Quorum.* A quorum shall consist of 25% (or a minimum of seven members) of STAC's active members in good standing. If no quorum appears within 30 minutes after the hour named in the meeting notice, no meeting shall be held.

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.

**E. Open meetings.**

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

## ARTICLE IX AMENDMENTS

**A. Articles of Incorporation.**

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

**B. Bylaws.**

The bylaws of STAC may be repealed, altered or amended by

- a two-thirds (2/3) vote of the Board of Directors present at any properly constituted regular or special meeting in which a quorum is present, provided written notice of the intent to repeal, alter or amend these bylaws is mailed at least ten days before the meeting at which the vote is to occur, or
- by act without a meeting upon two-thirds (2/3) vote of all of the Board of Directors.

Revisions to the bylaws shall be effective upon adoption by the Board of Directors but shall require ratification by a majority of the eligible members present at a regular or special meeting to become permanent. Notice of request for ratification shall be mailed to all eligible members at least ten 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**

Nothing herein shall constitute members of STAC as partners for any purpose. No officer, director, governor, member, regent, agent, or employee of the Council or of any

member shall be liable for the act or failure to act on the part of any other officer, director, governor, member, regent, agent, or employee of the Council.

**B. Indemnification**

No Board of Director member will be liable to the organization or to other Board of Director members for decisions made on behalf of the organization. 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. STAC may, by resolution of the Board of Directors, provide liability coverage for Directors and/or Officers.