

BYLAWS OF SOURCE EVALUATION SOCIETY

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ARTICLE I: NAME AND NONPROFIT STATUS

Section 1: Name

The name of the organization shall be the "Source Evaluation Society" (the "Society").

Section 2: Not for Profit Society

The Society is organized under and shall operate as an North Carolina nonprofit corporation and shall have such powers as are now or as may hereafter be granted by the North Carolina Nonprofit Corporation Act of 1993 (as amended, the "Act").

Section 3: Use of Name

The Society may approve or adopt any report, standard, code, formula, or recommended practice, but shall forbid the use of its name, emblem, or initials in any manner, except upon specific written approval of the Society to indicate conformity with its policies, standards, codes, formulae or recommended practices.

ARTICLE II: MISSION AND CORE PURPOSE

Section 1: Mission

The mission of the Society is to assist in the education, knowledge growth and professional development of its members and others related to air pollution measurements including source emissions evaluation, measurements, analysis, characterization, monitoring and control, for the benefit of society.

Section 2: Core Purpose

- (a) Provide a neutral forum for developing and disseminating technical information to provide a continuing education to source emissions sampling and analysis professionals;
- (b) Develop and disseminate information regarding the source emissions measurement industry's standards, codes, safety practices, and operating principles;
- (c) Encourage and promote the advancement of source emissions measurement concepts and techniques and data quality improvements;
- (d) Encourage the professional development of practicing source emissions measurement professionals, specialists, and students;
- (e) Maintain a body of current emissions measurement knowledge;
- (f) Encourage and support a high standard of ethical and professional conduct;
- (g) Provide an examination and approval program for the Society's members and others practicing air pollution measurements; and
- (h) Seek cooperation with other professional organizations.

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ARTICLE III: OFFICES

Section 1: Principal Office

The principal office of the Society is 105 Alba Lane, Durham, NC 27707.

Section 2: Registered Office

The registered office of the Society shall be maintained in the State of North Carolina and may be, but need not be, identical with the principal office.

Section 3: Other Offices

The Society may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors (the "Board") may from time to time determine, or as the affairs of the Society may require.

Section 4: Seal

The corporate seal of the Society shall consist of two (2) concentric circles between which is the name of the Society and in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Society.

ARTICLE IV: MEMBERS

Section 1: General and Ethics

Membership shall be open to all persons interested in emissions testing, including but not limited to scientists, engineers, engineering consultants, academics, law practitioners, and regulatory and industrial representatives with an interest in air pollution emissions measurement and testing, and who are willing to conform with the established Code of Ethics.

Section 2: Good Standing

All members under the Bylaws that are current in their dues.

Section 3: Students

An undergraduate student enrolled and in good standing at a university or college may be a member and shall be in good standing if current in their dues. A student shall be entitled to attend the meetings of the Society and to purchase its publications on the same terms as a general member. They shall have none of the other privileges of membership, and in publishing affiliation with the Society shall clearly indicate a student membership.

Section 4: Dues

The Board shall establish the amount of annual dues, which dues shall be payable in advance on January 1 of the calendar year. Members shall be notified of their dues status by mail (postal, courier or e-mail) before that date, stating the amount of annual dues and the penalty for default.

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Section 5: Resignation

Any member of the Society may resign at any time. Notice of resignation shall be submitted by a member in writing via mail (postal, courier or e-mail) to the Secretary. The member's resignation shall become effective on the date of postmark or timestamp on the resignation notice and as of such date shall cease to have any rights in the Society. Members failing to pay dues by December 31 shall be deemed to have resigned and be removed from the membership list and not allowed to participate in any business of the Society, including elections.

Section 6: Expulsion

Any member who has been reprimanded for a breach of the Society's Code of Ethics may, subject to the Act, be expelled from the Society by the Board.

Section 7: Reinstatement

Any person who has ceased to be a member under Section 5 of this article may rejoin the Society, subject to the payment of current annual dues. A member who has been expelled under the provisions of Section 6 of this Article may rejoin the Society subject to a majority vote of the Board.

Section 8: Annual Meeting

The Society shall hold at least one meeting of the members each year on a date and at a place specified by the Board with preference given to the Stationary Source Sampling and Analysis for Air Pollutants Conference. This meeting shall be known as the Annual Meeting. At one session of the Annual Meeting, the Officers of the Society shall be presented, and the Officers-elect introduced.

Section 9: Special Meeting

Special meetings of the Society members may be called by the Board, or within 30 days after the holders of at least ten percent (10%) of all the votes entitled to be cast on any issue to be considered at the proposed special meeting notify the Secretary writing via mail (postal, courier or e-mail). The written notification must be signed, dated and delivered to the Secretary describing the purpose or purposes for the meeting.

Written notice of any special meeting of the members shall be given to each member via mail (postal, courier or e-mail) at least thirty (30) days before the time named for the meeting in accordance with these Bylaws. The purpose of any special members meeting shall be specified in the notice.

Section 10: Minutes

Written minutes of every meeting of the Society, recording the matters discussed at the meeting and every action taken thereat, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary and approved by the Board. A copy of the minutes from the Annual Meeting shall be published by the Society (in the newsletter and/or website) and a permanent copy shall be retained in the official archives.

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Section 11: Voting. Record Date and Voting Records

Each member in good standing at the time of the notice of shall be entitled to one vote on any noticed item of business.

Members shall be entitled to vote on noticed business items by voice unless the President shall order or any member entitled to vote on such matter shall demand that the vote be by ballot. In the event of a vote by ballot, such a vote may occur by written ballot, e-mail, other electronic means, or by facsimile, at the discretion of the President, subject to the Act. Votes may be cast for any issue brought for vote to the members by the Board, or for any candidate nominated by the Board, or for any other members of the Society in good standing.

There shall be no proxies.

All voting records shall be kept by the Secretary and held by the Society for a period of not less than one (1) year after a Society-wide vote is concluded and results are reported to the membership, except as noted in Article XIII.

Voting records shall be made available for viewing and copying during normal business hours, upon written request of any member. All reasonable copying expenses shall be borne by said member.

Section 12: Ballot Report

At any meeting of members, the Secretary shall ascertain and report the number of voting members represented at the meeting; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members.

Section 13: Notice to All Members

Except as elsewhere provided in these Bylaws, whenever notice is required to be given to all members, notice shall be provided, unless otherwise set forth in these Bylaws, at least thirty (30) but not more than sixty (60) days before the meeting or deadline for action, by one or more of the following:

- (a) A written notice given personally, or by mail (including, without limitation a postcard, facsimile transmission or e-mail) to the member's addresses on record with the Society;
- (b) Publication in the Society's next available newsletter (when publication occurs within thirty (30) to sixty (60) days before the meeting or deadline for action); and
- (c) Publication on the Society's website.

All notices shall specify the nature of the business to be transacted, the date, place and time of the meeting or the deadline for action and shall reference a website or person at the Society who may be contacted for more information.

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Section 14: Quorum

Members holding ten (10) percent of the votes entitled to be cast , or at least 25 members, constitute a quorum. The vote of a majority of the votes entitled to be cast at a meeting at which a quorum is present is necessary for the adoption of any matter voted upon by the members.

Section 15: Transactions with Members

The Society may enter into one or more transactions with a member, a member's parent, spouse or child, or any such person's parent, spouse or child (a "Member's Relative"), an entity in which a member or a Member's Relative has a material financial interest, or in which a member or a Member's Relative is an Officer, Director, general or limited partner, member or manager (a "Member Related Party"), to provide goods or services to the Society, only upon: (a) the member's written disclosure of the material facts of the prospective transaction to the Board; (b) the member's written disclosure of their relationship with the Member's Relative or the Member Related Party, as the case may be, to the Board and (c) the majority vote of the Board not having an interest in the prospective transaction, after receiving all required disclosures and determining that the prospective transaction is fair to the Society.

ARTICLE V: BOARD OF DIRECTORS

Section 1: General Powers

The Board shall be the governing body of the Society and, subject to the provisions of the Act and the Bylaws, shall have full control and management of the affairs, policy and funds of the Society.

The Board may delegate the management of the activities of the Society to any person or persons, administrator, management company or committee however composed, provided that the activities and affairs of the Society be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

The Board may adopt such rules and policies for the conduct of its business as shall be deemed advisable and may in the execution of the powers granted, employ and appoint such agents and establish such officers as it may consider necessary.

Section 2: Number, Election and Term of Directors

The Board of Directors shall consist of the following nine (9) to eleven (11) members: President, Vice-President, Secretary, Treasurer, Editor, Past President, and a minimum of three (3) or a maximum of five (5) at-large members (collectively, these nine (9) to eleven (11) are known as "Directors"). Each member shall be elected to a three-year term, with at least one at-large member elected each year. No individual shall hold more than one Board position and a Director may be re-elected. The Board shall be elected by a majority of the votes timely cast by members of the Society entitled to vote upon a matter in accordance with these Bylaws. The election shall occur either at the annual meeting or by electronic means to the membership in advance of the annual meeting.

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The Directors shall assume the duties of their respective offices immediately at the close of the last official function of the annual meeting following their election. The election of a Director shall create no contract rights. Each Director shall be a member of the Society.

Section 3: Regular and Special Meetings

Regular or special meetings of the Board may be called by or at the request of the President, or by a majority of the Directors. The person or persons authorized to call regular or special meetings of Board may fix any place for holding any regular or special meeting of the Board called by them.

Section 4: Notice

Notice of any regular or special meeting shall be given at least five days prior thereto by written, facsimile or electronic means to each Director at their preferred address. If mail, such notice shall be deemed to be delivered on the second business day following deposit in the United States mail so addressed, with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when confirmation of receipt of such facsimile is received by the sender's facsimile transmitting device. If notice be given by electronic transmission, such notice shall be deemed to be delivered when such transmission is sent. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting for purposes of establishing a quorum and voting, 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 5: Location of Meeting

Meetings of the Board may be conducted either in person or by means of conference telephone, web conference or similar communications by means of which all persons participating in the meeting can hear each other. Participation in a Board meeting in such a manner shall constitute presence in person at the meeting for purposes of establishing a quorum and for voting.

Section 6: Quorum

A majority of the number of Directors who are holding office shall constitute a quorum for the transaction of business at any meeting of the Board. Committee chairs may attend Board meetings but shall not have any voting rights and shall not count for purposes of determining a quorum.

Section 7: Manner of Acting

Except as otherwise provided in these Bylaws, the act of a majority of the Directors present at a meeting at which the President and/or Vice President, and a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, these Bylaws, or the articles of incorporation. The Board may vote on any

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matter via voice vote (in person, via telephone or web conference, or via other means), show of hands, mail (postal, courier or e-mail) or electronic ballot.

Section 8: Action Without a Meeting

Unless specifically prohibited by these Bylaws, any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board thereof 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. Any such consent signed by all of the Directors shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary or with anyone else.

Section 9. Resignation and Removal of Directors

A Director may resign at any time upon written notice to the Board. A Director may be removed with or without cause, on motion of the President by affirmative vote of a simple majority of all Directors if the notice of the Directors' meeting states that removal of one or more Directors is one of the purposes of the meeting and names the Director or Directors proposed to be removed at said meeting. Only the Director or Directors so named may be removed.

Section 10. Vacancies

Any vacancy occurring on the Board (whether by resignation, removal, death or otherwise) may be filled; by ballot or by appointment at a special meeting of Directors called for that purpose. A majority of Directors may vote to fill any vacancy by appointment. A Director elected or appointed to fill a vacancy shall serve for the unexpired portion of the term of their predecessor in office.

Section 11: Committees

A majority of the Board may create one or more committees to exercise appropriate authority of the Board. A majority of such a committee shall constitute a quorum for transaction of business. A committee may transact business without a meeting by unanimous written consent.

Section 12: Directors' Duties; Conflicts of Interest

A conflict of interest is a transaction with the Society in which the Director of the Society has a direct or indirect financial interest, as defined in the Act. A conflict of interest transaction is not voidable by the Society to the extent it is disclosed as required by the Act or is fair to the Society. In determining whether to approve a conflict of interest transaction, the vote of the Director(s) who has such an interest or relationship shall not be counted; provided that there must be at least two Directors eligible to vote. Each Director shall sign a statement, annually, affirming that he or she has no conflicts of interest.

Section 13: Compensation and Expense Reimbursement

No Director, except as stated elsewhere in the bylaws, shall receive any compensation

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as such for services. By resolution of the Board, the Directors may be paid their expenses, if any, of attendance at each meeting of the board.

ARTICLE VI: OFFICERS

Section 1: Officers

The officers of the Society shall be President, Vice-President, Secretary, Treasurer, Editor and such other Vice-Presidents, Assistant Secretaries, Assistant Treasurers and such other officers as the Board may appoint from time to time (collectively, the "Officers").

Section 2: Elections and Term of Office

The Officers of the Society shall be elected by a majority of the votes timely cast by members of the Society entitled to vote upon a matter in accordance with these Bylaws, which election shall, occur either by electronic means to the membership in advance of the annual meeting or at the annual meeting. Term of office shall be three years and there shall be no limit to the number of terms of any Officer, except that the Treasurer may not be elected to that office for more than five consecutive terms. The Officers shall assume the duties of their respective offices immediately at the close of the last official function of the annual meeting following their election. The election of an Officer shall create no contract rights. Each Officer shall be a member of the Society.

Section 3. Resignation and Removal of Officers

An Officer may resign at any time upon written notice to the Board. An Officer may be removed with or without cause, on motion of the President by affirmative vote of a simple majority of all Directors, if the notice of the Directors' meeting states that removal of one or more Officers is one of the purposes of the meeting and names the Officer or Officers proposed to be removed at said meeting. Only the Officer or Officers so named may be removed.

Section 4. Vacancies

Any vacancy occurring on the Board (whether by resignation, removal, death or otherwise) may be filled by election at an annual meeting or at a special meeting of Directors called for that purpose. A majority of all Directors may vote to fill any vacancy prior to such annual or special meeting of members. An Officer elected or appointed to fill a vacancy shall serve for the unexpired portion of the term of their predecessor in office.

Section 5: President

The President shall:

- (a) Be the chief executive officer of the Society, and subject to the control of the Board, shall supervise the affairs and management of the Society's business in accordance with the Bylaws;
- (b) Be the presiding officer or chairperson at all meetings of the Society;

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- (c) Sign (or a delegate shall sign) all official documents or instruments of the Society as authorized by the Board;
- (d) Prepare at least annually a listing of the standing committees and their chairperson and distributed such list to members of record;
- (e) Perform all duties and exercise all powers incident to that office, including providing reports to the Board, and such other powers and duties as may be prescribed by the Board; and
- (f) Appoint such committees as are required for the purposes of the Society. The President may, at their option, serve on, and may be chairperson of, any committee.

Section 6: Vice President

The Vice-President shall assume the duties of the President in case of a vacancy in that office and shall assume the duties of the President during the absence or disability of the President. The further line of succession is, in order, Secretary, Treasurer, Editor. The Vice-President shall perform such duties as may be delegated by the President or the Board.

Section 7: Secretary

The Secretary shall:

- (a) Keep and distribute minutes of all meetings of the membership and the Board and shall have custody of the books and records of the Society, except as they shall have been vested in the Treasurer or some other Officer and shall perform such other duties as are incidental to the office and are required by the Board;
- (b) Maintain a current membership list in a manner required by the Act and annually email such list to each member of record and/or publish such updated list on the Society website;
- (c) Maintain the records of the Society; and
- (d) Handle the general correspondence of the Society and attend to other data as specified by the Board or the President.

Section 8: Treasurer

The Treasurer shall:

- (a) Oversee the financial affairs of the Society and shall submit a report as Treasurer covering the fiscal year which shall be included in the annual report of the Society;
- (b) Have custody of all funds and securities of the Society and shall deposit them in the name of the Society in such bank or banks as the Board may select or direct;
- (c) Arrange, under the direction of the Board, for the receipt of the Society funds;

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- (d) Disburse the funds of the Society in payment of Society's expenses as may be ordered by the Board, keeping proper vouchers for such disbursements. The procedures for the signing of checks shall be provided by resolution of the Board;
- (e) Render to the Board from time to time as may be required an account of all transactions and of the financial condition of the Society;
- (f) Cause a review to be prepared annually by a public accountant at the expense of the Society; and
- (g) Give a bond, and shall cause to be bonded all members and who are delegated to handle the Society funds. The amount of such bond shall be set by the Board and the expense shall be borne by the Society. The procedures for bonding shall be provided by resolution of the Board.

Section 9: Editor

The Editor shall conduct the editorial business of the Society and shall submit an annual report of such business. The Editor shall have authority to solicit papers and material for the publications of the Society and may accept or reject material offered for publication upon approval of the editorial committee. The Editor may appoint associate, regional, and special editors.

Section 10: Compensation

The Board may provide monetary or other compensation to the Editor, the Secretary and/or other members of the Society as deemed appropriate by a majority of the Board.

Section 11: Officers' Duties; Conflicts of Interest

Each Officer shall act in good faith and in a manner he or she reasonably believes to be in, or not opposed to, the best interest of the Society and shall disclose, in writing, to the President the material facts of any material direct or indirect interest in or relationship to any transaction of the Society. Each Officer shall sign a statement, annually, affirming that he or she has no known conflicts of interest.

ARTICLE VII: COMMITTEES

Section 1: Term

All committees shall remain in existence until terminated by act of the President or by the Board unless otherwise prescribed in the Bylaws.

Section 2: Reporting

The chair of each committee shall prepare a written report of their committee's activities to be submitted to the Board and distributed at the annual meeting of the Society. If the chair cannot attend the annual meeting a proxy may submit the report on the chair's behalf. The committee chair shall make interim reports at the request of the President.

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Section 3: Editorial Committee

The Editorial Committee shall conduct the editorial business of the Society as directed by the Editor. They shall solicit papers and material for the publications of the Society and proof draft publications prior to release by the Editor and Secretary.

Section 4: Governance Committee

There shall be a committee on governance of the Society consisting of the President, who shall be chairperson, and the President shall appoint three (3) members in good standing who are not candidates for election. Any vacancy in this committee for any reason shall be filled by appointment of the President. The Governance Committee shall nominate candidates from among the members in good standing for each office to be filled. Additional nominations of members in good standing may be made by petition. The President may assign the Governance Committee other such duties as may be necessary for proper governance of the Society.

ARTICLE VIII: LOCAL SECTIONS AND ASSOCIATED OR AFFILIATED SOCIETIES

Section 1: Local Sections

Local Sections, consisting of members of the Society and other persons engaged in source evaluation or a related field residing or employed within an appropriate distance from a central point, may be organized as provided for in Section 2 of this Article.

Section 2: Associated or Affiliated Societies

If the Board determines that the Society should establish an associate or affiliate relationships with another group or society, the terms of such association or affiliation must be approved by a majority vote of the members who actually vote by submitting a ballot in accordance with the Bylaws. Any such association or affiliation agreement shall provide that the Society shall have the right to dissolve such association or affiliation at any time, subject only to the payment of sums it may legally owe the associated or affiliated group or society.

ARTICLE IX: CONTRACTS, LOANS AND DEPOSITS

Section 1: Contracts

The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2: Loans

No loans to or from the Society shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a majority vote of the Board. Such authority may be general or confined to specific instances.

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Section 3: Checks and Drafts

All checks, drafts or other orders for the payment of money issued in the name of the Society shall be signed by such Officer or Officers, agent or agents of the Society and in such manner as shall be determined by resolution of the Board.

Section 4: Deposits

All funds of the Society not otherwise employed shall be deposited to the credit of the Society in such depositories as the Board shall direct.

ARTICLE X: INDEMNIFICATION

Section 1: Definitions for Purposes of This Article:

- (a) Covered Person. A Covered Person shall include any person who, at any time, serves or has served as a Director or Officer of the Society, or in such capacity at the request of the Society for another Society, partnership, joint venture, trust, or other enterprise.
- (b) Action. An action shall include any threatened, pending, or completed civil, criminal, administrative, investigative suit or proceeding, any appeal therefrom, and any inquiry or investigation that could lead to such a suit or proceeding.

Section 2: General

Except as provided in Section 6 of this Article, the Society shall indemnify a Covered Person if they are made, or are threatened to be made, a party to an Action whether or not the Action is brought by or on behalf of the Society (i.e., a derivative Action), or otherwise (i.e., a direct Action).

Section 3: Insurance

The Society shall purchase and maintain a Directors and Officers insurance policy from a reputable insurance company to indemnify its Directors and Officers and may purchase and maintain insurance (including, without limitation, insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any Covered Person against any liability asserted against them or incurred by them in any such capacity or arising out of their status as such.

Section 4: Covered Expenses

A Covered Person shall be indemnified against:

- (a) Reasonable expenses, including without limitation, all attorney's fees actually and necessarily incurred by them in connection with an Action,
- (b) All reasonable payments made by them in satisfaction of any judgment, money decree, fine, penalty, or settlement for which they may have become liable in an Action, and
- (c) All reasonable expenses incurred in enforcing the indemnification rights provided herein.

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Section 5: Advanced Payment of Expenses

Covered expenses may be paid by the Society in advance of final disposition of the Action.

The Society shall pay or advance funds for the reasonable expenses (including attorneys' fees) incurred by a Director or Officer who is a party to proceeding in advance of the final disposition of the proceeding if:

- (a) The Covered Person furnishes the Society a written affirmation of their good faith belief that they conducted one's self in good faith;
- (b) The Covered Person furnishes the Society with a written undertaking, executed personally or on their behalf, to repay the advance if it is determined that they did not conduct one's self in good faith, which undertaking shall be an unlimited general obligation of the Covered Person but which need not be secured and which may be accepted without reference to financial ability to make repayment; and
- (c) A determination is made pursuant to Section 7 below and that the facts then known to the party making such determination would not preclude indemnification.

For the avoidance of doubt, to the extent corporate funds are available, a Director or Officer who is entitled to indemnification in accordance with this Policy shall not be required to pay their expenses and may seek reimbursement of such expenses from the Society.

Any advance payment shall be made only upon receipt of an undertaking by the Covered Person to repay such amount unless it shall ultimately be determined that the Covered Person is entitled to be indemnified by the Society against such expense.

Section 6: Standard of Care

- (a) Except as provided in subsection (b) of this section, the Society shall indemnify a Covered Person if the individual:
 - (1) Conducted one's self in good faith;
 - (2) Reasonably believed (i) in the case of conduct in their official capacity with the Society, that this conduct was in its best interests; and (ii) in all other cases, that their conduct was at least not opposed to its best interests; and
 - (3) In the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful.
- (b) A corporation shall not indemnify a Covered Person under this section:
 - (1) In connection with a proceeding by or in the right of the Society in which the Covered Person was adjudged liable to the corporation;
 - (2) In connection with any other proceeding charging improper personal

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benefit to the Covered Person, whether or not involving action in their official capacity, in which the Covered Person was adjudged liable on the basis that personal benefit was improperly received by the Covered Person; or

- (3) A Covered Person for covered expenses if their acts or omissions were adjudged in the Action to be in bad faith or if they were adjudged liable or guilty by reason of willful misconduct.

Section 7: Determination and Evaluation of Indemnification

The determination to indemnify a Covered Person, and the amount and terms of the indemnification shall be made:

- (a) By the Board by majority vote of a quorum consisting of Directors not at the time parties to the Action;
- (b) If a quorum cannot be obtained under subdivision (a), by majority vote of a committee duly designated by the Board (in which designation Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to the Action;
- (c) If a quorum of the Board cannot be obtained under subdivision (a) and a committee cannot be designated under subdivision (b), then by special legal counsel selected by a majority vote of the full Board (in which selection Directors who are parties may participate).

Evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible.

Section 8: Reliance

A Covered Person shall be deemed to be serving the Society in reliance upon, and as consideration for the rights provided for herein. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification.

Section 9: Nonexclusively

The rights provided for herein shall not be exclusive of any other rights to which the Covered Person may be entitled, including, without limitation, statutory rights to indemnification and benefits under policies of insurance.

ARTICLE XI: GENERAL

Section 1: Fiscal Year

The fiscal year of the Society shall be determined by resolution of the Board.

Section 2: Books and Records

The Society shall keep correct and complete books and records of account, minutes of the proceedings of its Board and of the committees having any of the authority of the

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Board. All books and records of the Society may be inspected by any Director or member, or their agent or attorney, for any proper purpose at any reasonable time.

Section 3: Waiver

Whenever any notice is required under the Bylaws or under the provisions of the Act, a waiver thereof in writing signed by the individual entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 4: Inconsistencies

In case any provision of these Bylaws shall be inconsistent with the Society's Articles of Incorporation, the Articles of Incorporation shall govern.

ARTICLE XII: PUBLICATIONS

Section 1: Newsletter

The Society shall publish a newsletter, or the Board or majority of membership may designate an existing publication as the Society's official newsletter.

Section 2: Publications

The Newsletter shall be published quarterly as designated by the Editorial Committee. The Newsletter shall be posted on the Society website for access by all the Society membership.

Section 3: Notice

All members of the Society shall be presumed to have due notice of all Society matters published in the Newsletter.

Section 4: Material for Publication

Original papers, reviews, abstracts, notes or letters containing information deemed by the Editor and approved by the Editorial Committee to be of interest to the members of the Society shall be published in the newsletter. The Editor, upon approval by the Editorial Committee, shall determine whether such material is to be published.

Section 5: Special Publications

The Board may authorize the printing of special publications and determine the manner in which they are to be financed and distributed.

ARTICLE XIII: AMENDMENTS TO THE BYLAWS

Section 1: General

Amendments to these Bylaws may be proposed by any ten (10) members of the Society, the Board or by the Governance committee as appointed by the President. A modification of the Quorum requirements shall be in compliance with the Act.

Section 2: Timing and Notice

Any proposed amendment shall be submitted to the President at least sixty (60) days

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prior to the voting. At least thirty (30) days prior to voting, the proposed amendment(s) will be submitted to all members in good standing in accordance with Article IV(12) of the Bylaws.

Section 3: Voting

All proposed amendments to the Bylaws received and submitted as prescribed in this Article shall be considered at the Annual Meeting. The chairperson of the Annual Meeting shall request a vote on the proposed amendments by the members present at the Annual Meeting.

The Secretary shall prepare a written ballot on those amendments receiving a majority vote by the members present at the Annual Meeting. The Secretary shall submit the ballot for voting in accordance with Article IV(3) of the Bylaws to all members within sixty (60) days after the Annual Meeting is adjourned. Ballots received within thirty (30) days following submittal shall be counted by the Secretary. Proposed amendments receiving a majority of votes on ballots received within this thirty (30) day period shall become effective at the expiration of this thirty (30) days. Voting records for an amendment to the Bylaws shall be retained until the Bylaws are further amended.

ARTICLE XIV: STATEMENT OF TAX-EXEMPT PURPOSE AND DISSOLUTION

Section 1: Statement of Purpose

As set forth in Article II of the Bylaws, the Society is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code], and this Society 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. Notwithstanding any other provisions of these Bylaws, this Society shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, Board members, Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and reasonable reimbursements for expenses advanced or incurred on behalf of the Society, and to make payments and distributions in furtherance of the purposes set forth hereinabove.

Section 2: Dissolution

The Society may be dissolved on thirty (30) days' notice by a majority vote by written ballot of the members in accordance with Article IV(12) of the Bylaws. Such dissolution should be effective ninety (90) days after such vote is taken, provided all outstanding

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obligations of the Society have been paid. in the event of dissolution of the Society, its surplus funds and other assets shall be distributed evenly to the Scholarship funds approved by the members. No part of the net earnings of this Society shall inure to the benefit of, or be distributable to its members, Directors or trustees, Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

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