



March, 2020

VIA EMAIL TO SES MEMBERS

Subject: Proposed SES Constitution Amendment - Draft Bylaws

Dear Member,

The Source Evaluation Society (SES) Governance Committee and Board of Directors propose the attached amendment to the SES Constitution (2007). The amendment combines the current Constitution (2007) and Bylaws (2008) into a single new document called Bylaws. In accordance with Article XVII of the Constitution (2007), the proposed amendment is being provided to you, via this email and via the SES website (www.sesnews.org), at least thirty (30) days before the next Annual Meeting scheduled for April 9, 2020 in Panama City, Florida coincident with the Stationary Source Sampling and Analysis for Air Pollutants Conference. At the Annual Meeting, the Board will move to distribute the proposed amendment for a vote of the full membership by ballot. Members who are present at the Annual Meeting may participate in the discussion after the motion is seconded, and propose further amendments to the proposed amendment if desired, before a vote is called. If the motion is approved, the proposed amendment will be distributed to the full membership, along with any additional proposed amendments, with a ballot to vote for or against the amendments.

Why is your Board proposing to amend the SES Constitution? For the following reasons:

- The SES Board of Directors supports a change in SES's non-profit tax-exempt category from Section 501(c)(6) of the Internal Revenue Code to Section 501(c)(3). In simple terms, Section 501(c)(3) is for non-profit educational organizations, whereas Section 501(c)(6) is for non-profit trade organizations. The vast majority of SES's activities – the SSSAAP conferences, the SES newsletter, the QSTI/QSTO approval program – are much more consistent with educational organization than they are with trade organization activities. This change also will reduce certain financial liabilities. The change requires an amendment to SES's mission statement and activities in its governing documents to emphasize educational objectives and conform with Section 501(c)(3).
- Constitution (2007) amendments are needed to bring SES's governing documents up to date with current requirements of the North Carolina Nonprofit Corporation Act of 1993 (as amended). SES is incorporated in the State of North Carolina.
- The SES Board of Directors supports increasing the number of Members-At-Large on the Board from three (3) to five (5). This will improve leadership succession planning and provide for greater involvement of SES members on the Board.
- Constitution (2007) and Bylaws (2008) amendments are needed: to bring procedures up to date with modern practices (for example, electronic voting, notices via email, etc.); to eliminate conflicting requirements within and between the two; and to make other changes in the interests of clarity and consistency.



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Your Board encourages you to review the proposed amendment and we look forward to seeing you at the Annual Meeting in Panama City, Florida at 13:30 to 15:00 EDT on April 9, 2020! If you are planning to propose any further amendments, we encourage you to submit them in writing to the SES Secretary (SESSecretary@gmail.com) by Friday April 3, 2020, or any time before the start of the Annual Meeting.

On behalf of the SES Board of Directors and Governance Committee,

Glenn C. England
President (2019-2021)
Source Evaluation Society