

ARTICLE I. OFFICES

Section 1. Principal Office

The principal office of the Society Corporation is 5506 Frenchman's Creek Road, Durham, North Carolina, 27713.

Section 2. Registered Office

The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices

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

ARTICLE II. MEMBERSHIP

Section 1. Members

Membership shall be open to all persons interested in emissions testing, including scientists, engineers, engineering consultants and regulatory and industrial representatives in the field of air pollution emissions measurement and testing.

Section 2. Annual Meetings

The annual meetings of members shall be held on a date and at a place specified by the Board of Directors with preference given to the one-week international meeting and conference in conjunction with the Stationary Source Sampling and Analysis for Air Pollutants Conference. The purpose of this meeting shall be to elect any officers of the Society and members of the Board of Directors as necessary and conduct any other appropriate business.

Section 3. Quorum

A quorum shall be the lesser of 50 members or 50% of the total membership.

ARTICLE III. DUES

Section 1. Amount

The annual dues shall be established by the Board of Directors.

Section 2. Payment

Annual dues shall be payable in advance on January 1 of the calendar year. A bill shall be mailed to each dues-paying member before that date, stating the amount of annual dues and the penalty for default. Members failing to pay by June 1 shall have their votes in the annual mail ballot disqualified. Members in arrears shall lose all privileges of membership until such arrears are met.

ARTICLE IV. RESIGNATION OF MEMBERS

Section 1. Resignation

Any member of the Society may resign at any time. Such resignation shall be submitted in writing to the Secretary. The date of submission of resignation shall be the date of postmark on the resignation.

Section 2. Rights

Any member in good standing who resigns under the provisions of Section 1 of this article ceases, as of the date of resignation determined in Section 1, to have any rights in the Society and ceases to incur further indebtedness to the Society.

Section 3. Reinstatement

Any person who has ceased to be a member under Section 1 of this article may be reinstated by majority vote of the Board of Directors subject to the payment of any outstanding dues and obligations which were incurred prior to the date when he ceased to be a member of the Society.

ARTICLE V. EXPULSION OF MEMBERS

Section 1. Suspension

Any member who fails to pay his dues by the last day of the calendar year shall automatically be suspended from the membership on that day. While he is suspended, he shall have no rights in the Society and shall not be charged any dues.

Section 2. Expulsion

Any member who has been suspended more than one year shall be expelled from the Society by the Board of Directors.

Section 3. Reinstatement from Suspension

A suspended member will automatically be reinstated by payment of outstanding dues and obligations and the dues for the current calendar year.

Section 4. Reinstatement from Expulsion

A member who has been expelled under the provisions of Section 2 of this Article may be reinstated by a majority vote of the Board of Directors subject to payment of outstanding dues and obligations and the dues for the current calendar year.

ARTICLE VI. DIRECTORS

Section 1. General Powers

The business and affairs of the Corporation shall be managed by the Board of Directors.

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(Amended February 2008)

Section 2. Number and Term of Directors

The number of Directors constituting the Board of Directors shall be not less than three (3) nor more than nine (9) as may be fixed or changed from time to time, within the minimum and maximum, by the Members. Directors need not be residents of the State of North Carolina. Each Director shall hold office for a term of three (3) years or until his or her death, resignation, retirement, removal, disqualification, or until his or her successor is duly elected and qualified. A Director may be re-elected.

Section 3. Election of Directors

The Directors shall be elected by the Members at the annual meeting of the Members. Those persons who receive the highest number of votes shall be deemed to have been elected.

Section 4. Resignations and Removal

Any member of the Board of Directors may resign from the Board at any time by giving written notice to the President or the Secretary of the Society and, unless otherwise specified herein, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

Any vacancy occurring among the elected Directors shall be filled by a majority of the remaining Directors, or by the sole remaining Director.

Section 6. Chair

There may be a Chair of the Board elected by the Directors from their number at any meeting. The Chair shall preside at all meetings of the Board and shall have and perform such other duties as may be directed by the Board.

Section 7. Reimbursement

Directors, as such, shall not receive any stated salary or other compensation for their services, except for reimbursement of expenses.

ARTICLE VII. MEETINGS OF DIRECTORS

Section 1. Annual Meetings

An annual meeting of the board of Directors shall be held each year on a date and at a time and place set by the Board for the purpose of nominating officers and conducting any other business as may be properly brought before the Board.

Section 2. Special Meetings

Special meetings of the Board may be called by or at the request of the Chair or President, or by a majority of the Directors. Such meetings may be held either within or without the State of North Carolina.

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Section 3. Notice of Meetings

Regular and special meetings of the Board shall be held upon at least ten (10) days prior notice, either in writing or by telephone. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in the notice or written waiver of notice of such meeting.

Attendance by a Director at a 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.

Section 4. 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.

Section 5. Manner of Acting

Except as otherwise provided in these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 6. Informal Action by Directors

Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is so taken.

ARTICLE VIII. OPERATIONS

Section 1. List of Membership

A membership list shall be maintained current by the Secretary and mailed to each member of record between June 1 through June 15 of each year.

Section 2. Conduct of Meetings

All meetings shall be subject to conducting under "Roberts Rule of Order".

Section 3. List of Committees

A listing of the standing committees and their chair-person shall be prepared by the president and distributed to members of record between June 1 and 15 of each year.

ARTICLE IX. OFFICERS

Section 1. Number

The Corporation shall have a President, a Vice-President, a Secretary, a Treasurer, an Editor, and such other Vice-Presidents, Assistant Secretaries, Assistant Treasurers and such other officers as the Board may from time to time appoint. Two (2) or more offices may be held by the same person, except the offices of President and Secretary.

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Section 2. Election and Term

The officers of the Corporation shall be elected by the members. Each officer shall hold office for a term of two years or until his death, resignation, retirement, removal, disqualification, or his successor is elected and has qualified.

Section 3. Resignation and Removal

Any officer or agent elected or appointed by the Board may be removed by the Board with or without stated cause. Vacancies resulting from removal or resignation shall be filled by the Board.

Section 4. President

The President shall be the chief executive officer of the Corporation, and subject to the control of the Board, shall supervise the affairs and management of the Corporation in accordance with the Bylaws. The President shall sign all official documents or instruments of the Corporation as authorized by the Board and shall make reports to the Board. The President shall perform all duties and exercise all powers incident to that office and such other powers and duties as may be prescribed by the Board.

Section 5. Secretary

The Secretary shall keep and distribute minutes of all meetings of the Board and shall have custody of the books and records of the Corporation, 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 properly required by the Board.

Section 6. Treasurer

The Treasurer shall have custody of all funds and securities of the Corporation and shall deposit them in the name of the Corporation in such bank or banks as the Board may elect or direct. The Treasurer shall disburse the funds of the Corporation in payment of the just demands of the Corporation or as may be ordered by the Board, keeping proper vouchers for such disbursements, and shall render to the Board from time to time as may be required an account of all transactions as Treasurer and of the financial condition of the Corporation. Procedures for bonding, the signing of checks and the like shall be provided by Resolution of the Board.

ARTICLE X. 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 Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans to or from the Corporation shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a majority vote of the Members. 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 Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board.

Section 4. Deposits

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

ARTICLE XI. GENERAL PROVISIONS

Section 1. Seal

The corporate seal of the Corporation shall consist of two (2) concentric circles between which is the name of the Corporation 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 Corporation.

Section 2. Waiver of Notice

Whenever any notice is required to be given to any Director under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the Charter or Bylaws, of this Corporation, 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 3. Fiscal Year

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

Section 4. Amendments

Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Board; or, by the written consent of the majority of the Directors then holding office. If an amendment is adopted by written consent without an official meeting of the Board, it shall be the duty of the Secretary to enter the amendment in the records of the Corporation and mail a copy of such amendment along with notice of this approval to each member of the Board.

Section 5. Inconsistencies

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

ARTICLE XII. INDEMNIFICATION

Section 1. Definitions for Purposes of This Article

(a) Covered Person. A covered person shall include any person who, at any time,

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serves or has served as a director or officer of the Corporation, or in such capacity at the request of the Corporation for another corporation, 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 5 of this Article, the Corporation shall indemnify a covered person if he is made, or is threatened to be made, a party to an action whether or not the action is brought by or on behalf of the Corporation (i.e., a derivative action), or otherwise (i.e., a direct action).

Section 3. Covered Expenses

A covered person shall be indemnified against:

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

Section 4. Advanced Payment of Expenses

Covered expenses may be paid by the Corporation in advance of final disposition of the action if authorized pursuant to Section 6 below. 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 Corporation against such expense.

Section 5. Standard of Care

The Corporation shall not indemnify a covered person for covered expenses if his acts or omissions were adjudged in the action to be in bad faith or if he was adjudged liable or guilty by reason of willful misconduct.

Section 6. 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 of Directors by majority vote of a quorum consisting of Directors not at the time parties to the action;
- (b) If a quorum can not be obtained under subdivision (a), by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate), consisting solely of two or more

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Directors not at the time parties to the action;

- (c) If a quorum of the Board of Directors can not be obtained under subdivision (a) and a committee can not be designated under subdivision (b), then by special legal counsel selected by a majority vote of the full Board of Directors (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 7. Reliance

A covered person shall be deemed to be serving the Corporation 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.

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Section 8. Nonexclusivity

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 XIII. PUBLICATIONS

Section 1. Journal

The Society shall publish a journal, or the Board of Directors or majority of membership may designate an existing publication as the Society's Official Journal.

Section 2. Publications

The Journal shall be published at intervals designated by the Editorial Committee.

Section 3. Notice

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

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 Journal. The Editor, upon approval by the Editorial Committee, shall determine whether such material is to be published.

Section 5. Special Publications

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