

BYLAWS OF THE AMERICAN ASSOCIATION OF
RADON SCIENTISTS AND TECHNOLOGISTS (AARST)

Pursuant to the Certificate of Incorporation of The American Association of Radon Scientists and Technologists, Inc. (The "Association"), the following Bylaws for the regulation and governing of the Association are adopted effective as set forth in Section 13.01 hereof.

Article I

Name and Mission of the Association

Sec. 1.01 Name

The name of this Association shall be The American Association of Radon Scientists and Technologists, Inc.

Sec. 1.02 Mission

AARST is a nonprofit, professional organization of members who are dedicated to the highest standard of excellence and ethical performance of radon measurement, mitigation and transfer of information for the benefit of members, consumers and the public at large.

Article II

Membership

Members are typically industry practitioners, members of academic institutions, staff of regulatory or environmental, health, energy or other governmental agencies, and other individuals interested in radon science and technology.

Sec. 2.01 Plenary Membership

Plenary Members in good standing are members entitled to identify themselves as a Member of the Association, utilize the AARST Logo, vote on matters brought before the general membership, and enjoy all other rights, privileges and benefits of the Association.

1. Individual Membership: Membership in the Association shall be available to individuals interested in and supportive of the purposes and activities of the Association upon application to and approval by the Board.
2. Organization Membership: Membership in the Association shall be available to organizations (i.e. corporations, private organizations, government agencies, partnerships, etc.) interested in and supportive of the purposes and activities of the Association upon application to and approval by the Board. Such Organizations may designate up to 5

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persons who by virtue of employment or other affiliation are appointed by such Organization to be the Organization's "Individual Member Representative(s)".

3. Charter Membership: Charter membership was available during the first year of the Association's founding to Corporate, Partnership, and Individual by paying the annual membership fee for two years. Such Individuals or Organizations who are members in good standing are furthermore granted the privilege to represent themselves as "Charter Members" of the Association.

Sec 2.02 Associate Membership

An Associate membership is available to government officials staff /faculty of educational institutions nonprofit organizations and individuals from associated professional organizations as approved by the Board. Associate members in good standing are entitled to receive and review all official communications, but are not eligible for membership on the Board nor are they permitted to vote in the election of Board members or matters brought before the general membership. Associate members are not granted the privilege to utilize the AARST logo nor the enjoyment of other plenary rights, privileges and benefits of the Association

Sec 2.03 Student Membership

Student membership is available to bonafide, full-time students not employed in a field related to radon science and technology in a status equivalent to Associate membership.

Sec 2.04 Honorary Membership

In recognition of exceptional service to the Association or contribution to radon science and technology, the Board may elect individuals who have been nominated by the Nominating Committee to Honorary membership in the Association. Honorary members shall not be required to pay annual dues.

Sec. 2.05 Dues

The Annual Dues applicable to each class of membership shall be set by the Board as required.

Sec 2.06 Members in Good Standing

As used in these Bylaws, a member in good standing is an individual or organization who (i) is in conformance with the scientific, technical, and ethical principles of the Association; (ii) fulfills such other requirements as may be established by the Board; (iii) is not delinquent in the payment of annual dues applicable to that class of membership by more than three months.

By applying for or seeking to maintain the privilege of membership, a member in good standing assumes certain recognized professional responsibilities. The definition of a

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member in good standing includes abiding by the Association's Code of Ethics in a manner more than mere passive observance. A member in good standing shall also support the purposes of the Association and shall not act in a manner that may bring the profession or the Association into disrepute.

Sec. 2.07 Disciplinary Actions

Any conduct which violates or is contrary to, or inconsistent with, the announced purposes of the Association, the Association's bylaws, standards, rules, or code of ethics is grounds for disciplinary action. Communications to the Board regarding alleged violations are to be in writing and in a manner consistent with guidelines established by the Board. In observance of guidelines established and approved by the Board, the Board reserves the right to investigate any alleged violation and to render disciplinary action. The findings of the Board will be final. The Board may take actions including but not limited to: oral reprimand, written reprimand, censure, suspension, denial or revocation of membership, expulsion, or decision that no action is needed.

Sec. 2.08 Suspended or Expelled Members.

- a. Any member that is suspended may reapply for membership after the period of suspension.
- b. Any member that is expelled may reapply after no less than one year and after such time that he/she has shown to have satisfied the reason for expulsion.

Article III

Association Meetings

Sec. 3.01 Annual Meeting

An annual meeting of the members of the Association shall be at such time and place as may be fixed by the Board.

Sec. 3.02 Special Meetings

Special meetings of the members of the Association shall be held at such place and time as may be designated in the notice of said meeting, upon call of the Board or of the President. Special meetings shall be called by the President or the Secretary upon the request in writing of not less than 10% of the members in good standing of the Association. Such request shall state the purpose or purposes of the proposed meeting.

Sec. 3.03 Notice and Purpose of Meeting

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Notice of time and place and, in the case of a Special Meeting the purpose or purposes thereof, shall be given by the President or a Vice President or the Secretary either personally or by mail or by any other lawful means of communication not less than thirty (30) days nor more than sixty (60) days prior to the meeting to each member in good standing of the Association. Except where otherwise required by law, notice of any adjourned meeting of the members of the Association shall not be required to be given.

Sec. 3.04 Quorum

A quorum at all Annual or Special meetings of the members of the Association shall consist of 10% of the members in good standing of the Association, present in person, except as otherwise provided by law or the Certificate of Incorporation. In the absence of a quorum at any meeting or any adjournment thereof, a majority of the members in good standing present in person or by proxy may adjourn such meeting from time to time. At such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

Sec. 3.05 Organization

Meetings of members of the Association shall be presided over by the President, or in the absence of the President by the Immediate Past-President or the President-elect. The Secretary of the Association shall act as secretary of each meeting. In the absence of the Secretary, the presiding Officer shall choose any person present to act as secretary of the meeting.

Sec. 3.06 Voting

When a quorum is present at any meeting, all matters coming before any meeting of the members shall be decided by a majority vote of the members in good standing present in person or by proxy at such meeting except as otherwise required by law or by the Certificate of Incorporation.

Except as otherwise required by law or by the Certificate of Incorporation, at every meeting of the members of the Association (i) each Individual Member in good standing shall have one vote; (ii) each Organization Member in good standing shall have no more than 5 votes which may be voted by designated representative(s) or by Individual Member Representative(s). Persons who are Individual Member Representatives as a result of an Organization Membership do not have a vote in addition to the maximum votes allowed to their respective Organization. Associate, Student and Honorary Members are not eligible to vote.

Votes may be voted in person or by a proxy appointed by way of an instrument in writing, subscribed by a member in good standing. The powers assigned by way of such instruments in writing shall be revoked and vote(s) not voted or deemed invalid in the event: (i) said instrument in writing is not delivered to the Secretary of the meeting prior to casting a vote; (ii) said instrument in writing fails to indicate the meeting for which the proxy assignment relates to and the vote is not cast prior to 7 days after the commencement of such meeting; (iii) said instrument in writing fails to be dated and

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provide the name and signature of the subscribing member in good standing; (v) said instrument in writing fails to provide the name of the person designated to render the proxy vote(s). All properly executed unrevoked proxies shall be voted. A member who executes a proxy may revoke it at any time before it is voted. Attendance at the meeting by a member who has given a proxy shall not have the effect of revoking the proxy unless the member shall so notify the Secretary of the meeting at any time before the voting of the proxy.

Sec. 3.07 List of Members

A complete list of the members in good standing shall be published from time to time at the Board's discretion for the benefit of members. A complete list of the members in good standing shall be kept and available at the headquarters office to members in good standing. A complete list of the attendees for each meeting of the members of the Association, arranged in alphabetical order, and showing the address of each such attendee, shall be prepared by the Secretary, and shall be produced and made available to any member in good standing for review.

Article IV The Board

Sec. 4.01 Composition of the Board

The Board shall consist of all Officers, Nationally Elected Directors and Local Chapter Presidents.

Sec. 4.02 Election of the Nationally Elected Board

Board members shall be members in good standing of the Association. Officers and Nationally Elected Directors shall be elected by the membership of the Association by a ballot mailed, or otherwise distributed, to all members in good standing not less than thirty (30) days or more than sixty (60) days prior to the Annual Meeting of the Association. The results of the ballot shall be tabulated based upon ballots returned either by a majority vote or, for competing candidates, by popular vote. The results of the ballot shall be tabulated by the Secretary, verified by another person designated by the Executive Committee, and announced at the Annual Meeting of the Association.

Sec. 4.03 Terms of Nationally Elected Directors

Nationally Elected Directors shall hold office for a term of two years. Each Nationally Elected Director shall hold office until a successor shall have been elected and shall qualify, or until the death, resignation or removal of the Director. A Nationally Elected Director may serve a maximum of three consecutive terms plus the unexpired term of a previous Director

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Sec. 4.04 Number of Nationally Elected Directors

The number of Nationally Elected directors, excluding the Executive Committee, shall not be more than ten (10). Membership on the Nationally Elected Board shall be restricted to no more than two Individual Member Representatives from each Organization Member of the Association. The Nationally Elected Board membership shall include at least two Individual Members.

Sec. 4.05 Vacancies

The Board may at any meeting fill any vacancy in its membership.

Sec. 4.06 Local Chapter Presidents

Presidents of local chapters in good standing shall be de facto members of the Board in regards to voting privileges for issues before the Board. Due to distant proximity, chapter election timetables, and other natural logistical complications, sections 4.02, 4.03, 4.04 and 4.07 herein are not applicable to Chapter Presidents. Chapter Presidents may designate an alternate from their chapter to serve in his/her absence with full voting privileges. Such designations should be made in writing and presented to AARST National's Secretary for approval prior to any vote. The absence of any or all Chapter representation at Board meetings shall in no way restrict the Board from proceeding with business as usual.

Sec. 4.07 Meetings

The Board shall in each year hold one or more meetings on such days and at such hours as the Board may from time to time determine. Special meetings shall be held on the call of the President or upon the request of three members of the Nationally Elected Board. The Secretary shall give notice of all meetings to all members of the Board and Chapter Presidents not less than thirty (30) days or more than sixty (60) days prior to each meeting. Attendance by Nationally Elected members of the Board at all meetings is expected. A Nationally Elected Board member of the who has more than three consecutive absences shall be removed and replaced by action subject to the approval of the Executive Committee.

Sec. 4.08 Quorum

The presence of the majority of the entire Nationally Elected Board shall constitute a quorum for the transaction of any business at any meeting of the Board, and the act of a majority of such quorum shall be deemed the act of the Board. Presence is defined as: (i) in person; (ii) by proxy as prescribed in the third paragraph of 3.06 herein; (iii) in a manner where Board Members can, within reason, communicate in real time including but not limited to conference calls and computer conference; (iv) in any other manner of written operating procedure determined to be acceptable by the majority of the entire Nationally Elected Board. At any meeting where less than a quorum is present, the

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President shall set a new date and instruct the Secretary to advise the Board. In the absence of the President at such a meeting where less than a quorum is present, a representative of those present shall advise the President that a quorum was not present.

Sec. 4.09 Purpose and Powers

"The Board shall have all such powers as are provided by law, its Articles of Incorporation, and these Bylaws, including without limitation the power to hire and discharge employees and consultants, to acquire, own, and dispose of property, including contributions made to it, and the power to do any and all lawful acts necessary or desirable for carrying out the Association's purposes. The Association is not organized for profit and no part of its assets or income shall inure to the benefit of any private individual, partnership, or corporation. The Association shall not engage in any activities that are inconsistent with its qualification as a tax exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law). Without prejudice to the foregoing, it is hereby expressly declared that the Board shall have the following powers:

The operations of the Association shall be managed by its Board. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board may exercise all such powers of the Association and do all such lawful acts as are not by statute or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the membership.

Without prejudice to the general powers conferred by the foregoing, and the other powers conferred by statute, by the Certificate of Incorporation, and by these Bylaws, it is hereby expressly declared that the Board shall have the following powers:

1. From time to time to make and change rules, operating procedures and regulations, not inconsistent with these Bylaws, for the management of the Association's business and affairs.
2. To appoint and at their discretion remove or suspend such subordinate officers, agents, or employees as they think fit, and to determine their duties, and to fix, and from time to time to change, their salaries or emoluments, and to require security in such instances and in such amounts as they think fit.
3. To confer by resolution upon any elected officer of the Association the power to choose, remove or suspend such subordinate officers, agents, or employees.
4. To select such depositories as it shall deem proper for the funds of the Association and determine who shall be authorized on the Association's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.
5. To invest the funds of the Association in such property, real, personal or otherwise, or stocks, bonds or other securities as in its discretion it may deem desirable.
6. To delegate any of the powers of the Board in the course of the current business of the Association to any standing or special committee, or to any officer or agent of the

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Association, with such powers, including the power to subdelegate, and upon such terms as they think fit.

7. To fix and enforce penalties for the violation of the Bylaws and rules.
8. To admit applicants to membership and to suspend, deny or revoke membership privileges or take other disciplinary actions approved by the Board.
9. To approve the formation of additional organizations or chapters and to disapprove or revoke authorization, approval or affiliation with AARST.
10. To make, alter, and amend rules for the conduct of the members of the Association, and for the government and proceedings of the Board.
11. To amend these Bylaws, subject to the provisions of the Certificate of Incorporation. The fundamental and basic purposes of the Corporation, as expressed in the Certificate of Incorporation, shall not be amended or changed.
12. To be absolute judges of the disability of any officers and to remove any officer or director from office by a two-thirds vote of the entire Board.
13. To indemnify any Director or Officer or subordinate agent or employee from any legal action resulting from the authorized performance of Board duties.
14. To set and alter the amount for Annual Membership Dues.

Sec. 4.10 Remuneration

Members of the Board shall not received any salary or other compensation for their services as directors. The Board shall not permit any part of the investment earnings or capital to inure to the benefit of any member or other private individual.

Sec. 4.11 Indemnification

The Association shall indemnify, to the full extent permitted by the laws of the state of New Jersey any Board Member, officer, employee, or agent of the Association against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which such individual is made a party by reason of being or having been such Board Member, officer, employee, or agent, except the Association shall not indemnify such individuals for willful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which such Board Member, officer, employee, or agent may be entitled under any agreement, vote of the Board, or otherwise.

Sec. 4.12 Ethics

The President of the Board shall advise Board members and officers of their positive duty to make a full disclosure to the Board of any financial interest or other potential conflict of interest which they may have in matters under consideration by the Board. The minutes of the Board shall record this fact and any member's disclosure of an interest shall be referred to in the minutes. At the discretion of the Board, the Board may require that the interested Board member shall not be present during nor participate in discussions involving a possible conflict. The interested Board member shall in no event vote on issues involving a possible conflict. The minutes shall reflect the decision of the

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Board regarding participation in discussions and that the Board member did vote upon the matter being considered.

Article V Officers

Sec. 5.01 Number

The Officers of the Association shall be a President, who shall be the Chief Executive Officer, a President-elect or an Immediate Past President, Vice Presidents whose number shall not exceed two (2), a Secretary and a Treasurer.

Sec. 5.02 President: Power and Duties

The President shall preside at all meetings of the members of the Association, the Board, and the Executive Committee. The President shall have general and active management of the affairs and business of the Association. The President shall see that all orders and resolutions of the Board are carried into effect and shall freely consult the Board concerning the activities of the Association. The President shall have the power to sign alone, unless the Board shall specifically require an additional signature, in the name of the Association all contracts authorized either generally or specifically by the Board. The President shall be ex officio member of all committees and shall perform such other duties as shall from time to time be assigned to the President by the Board.

Sec. 5.03 President-Elect, Immediate Past-Presidents, and Vice Presidents

The President-elect, the Immediate Past-President, and Vice Presidents shall have such powers and duties as may be assigned to them by the Board. In the absence of the President, the Immediate Past-President, the President-elect or the Vice Presidents, in the order designated by the Board, shall in general perform the duties of the President.

Sec. 5.04 Secretary

The Secretary shall act as official secretary of all transactions of the Association, the Executive Committee, and the Board, Though the Secretary may seek aid from the Executive Secretary or others, the Secretary shall be responsible to assure the preparation and timely delivery of the minutes from such meetings for presentation to the Board for final approval. The Secretary shall attend to the giving and serving of all notices of the Association and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Sec. 5.05 Treasurer

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The Treasurer shall have the responsibility of all funds and securities which may come into the possession of the Association. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association, and shall be responsible for the deposit of all monies and other valuable affects of the Association in the name and to the credit of the Association in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of his accounts. The Treasurer shall at all reasonable times exhibit his books and accounts to any Officer or Director of the Association and shall perform all duties incident to the position of Treasurer subject to the control of the Board, and he shall, when required, give such security for the faithful performance of these duties as the Board may determine. The Treasurer shall be responsible for preparing and filing informational returns and reports as required by state and federal authorities.

Sec. 5.06 Terms of Office

The Officers shall assume office upon the acceptance of the results of the election at the Annual Meeting and, except for the President-elect and Immediate Past President, serve for a term of two years or until their successors are elected. The President-elect shall be elected every other year for a one-year term and afterward shall serve as President for two years. The outgoing President shall become the Immediate Past President, and shall serve as an Officer, for a term of one year. In the event of the death or inability of an Officer to serve (as determined by the Executive Committee), a successor shall be appointed by the Board to serve until the next Annual Meeting or until a successor is elected. Except for the President, President-elect and Immediate Past President, an Officer may serve a maximum of three consecutive terms plus the unexpired term of a previous Officer. All Officers shall hold their respective positions at the pleasure of the Board and may be removed by the Board with or without cause.

Notwithstanding the above paragraph, during the first year of service the President may stand for election as President-Elect and, if elected, serve as President for two consecutive two-year terms. In this case, the office of President-Elect would be vacant during the President's second year of service, and the office of Immediate Past President would be vacant during the President's third year of service. At the end of the two consecutive two-year terms, the President would then serve one year as the Immediate Past President. No one may serve more than two consecutive two-year terms as President.

Sec. 5.07 Duties

The officers and employees not otherwise enumerated shall perform the duties and exercise the power usually incident to the offices or positions held by them respectively and/or such duties and powers as may be assigned to them from time to time by the Board or the President.

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Article VI

Executive Committee

Sec. 6.01 Executive Committee Membership

The Executive Committee shall comprise the following members: the President, the Immediate Past-President or the President-elect, Vice Presidents, the Secretary, and the Treasurer. The President shall be Chairman of the Executive Committee.

Sec. 6.02 Powers

The Executive Committee shall have and may exercise all the powers of the Board when the Board is not in session except that it shall have no power to (i) elect Directors or Officers; (ii) alter, amend, or repeal these Bylaws; (iii) sell, lease, or otherwise dispose of any real or personal property of the Association or purchase, lease, construct, or contract for the purchase, lease, or construction of real or personal property for the Association if the dollar obligation or liability incurred in any such transaction is in excess of \$1,000.00; (iv) mortgage, pledge, hypothecate, or otherwise create or permit the creation of any lien or encumbrance (other than leases permitted by clause iii) on any of the real or personal property of the Association; or (v) create or contract to create any indebtedness, whether secured or unsecured.

Sec. 6.03 Quorum

The presence of three members of the Executive Committee shall constitute a quorum.

Sec. 6.04 Minutes

Minutes of all meetings of the Executive Committee shall be kept as designated by the President. The President or a designee shall prepare a report or minutes of each meeting for distribution to members of the Board.

Article VII

Office and Books

Sec. 7.01 Office

The office of the Association shall be located at such place as the Board may from time to time determine.

Sec. 7.02 Books

There shall be kept at the office of the Association correct books of account of the activities and transactions of the Association including a minute book, which shall contain a copy of the Certificate of Incorporation, Articles of Incorporation, a copy of

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these Bylaws, a list of members, and minutes of all meetings of the Board, the Executive Committee and the Association.

Sec. 7.03 Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

Article VIII

Committees of the Board

Sec. 8.01 Nominating Committee

There shall be a Nominating Committee consisting of one Vice President selected by the President, Local Chapter Presidents and a member at large selected by the Executive Committee. The Nominating Committee shall nominate Officers and Directors from all members in good standing. The Nominating Committee shall nominate at least one member for each vacant office and may nominate persons for Honorary membership in the Association. All nominations shall be in writing and shall be delivered to the Secretary no later than ninety (90) days prior to the Annual Meeting.

Sec. 8.02 Technical Standards Committee

There shall be a Technical Standards Committee consisting of members who shall be appointed each year by the President with the approval of the Board. The Technical Standards Committee shall research and evaluate technical matters of interest to the Association and provide information to the Board and committees as required.

Sec. 8.03 Public Information and Communications Committee

There shall be a Public Information and Communications Committee consisting of members who shall be appointed each year by the President with approval of the Board. The Committee shall be responsible for all press releases, statements, documents, presentations, brochures, advertisements, or other written or spoken communications made in the name of the Association or using the imprimatur of the Association. Requests for such communications shall be made to the Chairman of the Committee who shall then obtain approval of the Executive Committee prior to public release.

Sec. 8.04 Professional Standards and Ethics Committee

There shall be a Professional Standards and Ethics Committee, consisting of members who shall be appointed each year by the President with the approval of the Board. The Committee shall research and evaluate matters affecting standards of conduct of Association members. The Committee shall seek the advice of the Technical Standards

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Committee in formulating its evaluations and shall provide the Public Information and Communications Committee with positions regarding public communications.

Sec. 8.05 Planning and Organization Committee

There shall be a Planning and Organization Committee consisting of members who shall be appointed each year by the President with the approval of the Board. The Committee shall research and evaluate the Association's purposes, long-range plans, operational effectiveness, and organization.

Sec. 8.06 Membership Committee

There shall be a Membership Committee consisting of members who shall be appointed by the President with the approval of the Board. This committee shall be responsible for membership development and planning for expansion into different geographical areas.

Sec. 8.07 Symposium Committee

There shall be a Symposium Committee consisting of members who shall be appointed by the President with the approval of the Board. This committee shall be responsible for preparation and implementation of the annual International Symposium/Meeting.

Sec. 8.08 Chapters Committee

There shall be a Chapter Relations Committee consisting of members who shall be appointed by the President with the approval of the Board. This committee shall be the liaison between the Board and Chapters and shall assist with the formation of new Chapters and ongoing development of existing Chapters.

Sec. 8.09 Management Oversight Committee

There shall be a Management Oversight Committee consisting of the AARST President and a maximum of two AARST members who shall be appointed each year by the President with the approval of the Board. The Management Oversight Committee shall evaluate the coordination and effective operation of subcontracted staff to help assess existing administration strengths and seek alternatives for further improvement including potential additions to the administrative staff as approved by the AARST Board.

Sec. 8.10 Standards Management Committee

The Standards Management Committee shall facilitate operations for AARST National Radon Standards in a manner approved by the Board.

The Standards Management Committee (SMC) shall be comprised of:

- 1) An ex officio Coordination Contact (typically the Executive Director or other contracted service) as appointed and approved by the Board;
- 2) A Chairperson appointed annually by the Board;

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- 3) The AARST Treasurer (as the central financial contact);
- 4) The AARST Technical Standards Committee Chair;
- 5) The AARST Professional Standards and Ethics Committee Chair;
- 6) The AARST Public Information and Communications Committee Chair.

Relative to AARST National Radon Standards, the SMC shall provide central coordination and shall have limited authority to make decisions in resolving disputes and in approval of all committee participants for AARST National Radon Standards.

Relative to AARST National Radon Standards, the SMC shall be responsible to also provide central coordination for budgets, publication, and document audits.

All SMC members shall provide written disclosure regarding potential conflicts of interest as required in operating procedures approved by the Board.

Sec. 8.11 Annual Audit Committee

There shall be an Audit Committee appointed by the President each year consisting of the one AARST officer, one chapter President and one member at large. The Audit Committee duties shall be to review AARST fiscal and administrative policies and procedures; to conduct an annual review of compensation packages for AARST management employees and provide comparison to similar organizations/positions to ensure reasonableness per IRS review guidelines; to provide oversight of outside audited statements to be conducted by a CPA firm; and they shall formulate recommendations to the Board for standard operating procedures or other changes necessary to improve and fulfill the fiduciary responsibilities of the association and to ensure compliance with IRS and state tax laws.

Sec. 8.12 Other Committees

There shall be such other committees and sub-committees of such number of members of (i) the Board with such duties and responsibilities as may be appointed and (ii) as designated by the President from time to time with the approval of the Board.

Article IX

Other Organizations

Sec. 9.01 Additional Organizations

The Board may approve the formation of additional organizations including but not limited to independent local, regional, or state chapters which shall be subject to reasonable control and direction of the Board, shall render such reports as the Board may direct, and shall adopt Bylaws which shall be subject to the approval of and amendment by the Board. The Board shall hold the sole and exclusive right to approve, disapprove or revoke any such organization or chapter authorization, approval or affiliation with AARST.

Article X

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Duration and Dissolution

Sec. 10.01

Duration: The Association shall continue as a corporation until a proposal for dissolution shall be passed by the Executive Committee and the members of the Board. For purposes of notice and voting requirements, any such proposal shall be treated as an amendment to the Articles of Incorporation and shall comply with the provisions of these Bylaws.

Sec. 10.02

Dissolution: Upon the dissolution of the corporation, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for purposes related to the mission in Article I of these Bylaws to such organization or organizations organized and operated exclusively for educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Executive Committee shall determine.

Article XI

Seal and Logo

Sec. 11.01

The corporate seal shall bear the name "The American Association of Radon Scientists and Technologists, Inc." and the word "seal."

Sec. 11.02

The AARST Logo as approved by the Board shall be the sole property of the "The American Association of Radon Scientists and Technologists, Inc." and permission to use the AARST Logo shall be subject to Board approval other than as stated herein.

Article XII

Amendments

Sec. 12.01

Amendments to these Bylaws may be proposed in writing at any regular or special meeting of the Board. Such proposed amendments shall be acted on at the next regular meeting of the Board or at a special meeting called for that purpose, and shall be adopted as proposed or as further amended at that time by an affirmative vote of a majority of

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those present. Notice of intention to present Bylaws for adoption shall be contained in the notice of the meeting.

No action shall be taken that would adversely affect the qualification of the Association under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Article XIII

Effective Date

Sec. 13.01

The effective date of these Bylaws is February 23, 1986 and as amended November 15, 1988; February 14, 1989; September 23, 1992; September 21, 1993; November 2, 1997; May 2, 1998; April, 30,1999; September 17, 1999; May 10th, 2001; March 1st, 2002; October 27th, 2002; February 24th, 2003; July 31st, 2003 and September 14, 2008. These Bylaws supersede all prior Bylaws of the Association.