

**BYLAWS  
OF THE  
AMERICAN BIO-RECOVERY  
ASSOCIATION**



**As Amended  
November 16, 2017**

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**BYLAWS**  
For The  
**AMERICAN BIO-RECOVERY**  
**ASSOCIATION**  
(“ABRA”)

**ARTICLE I – NAME**

The name of this organization shall be the American Bio-Recovery Association (hereinafter, the “Association”). The Association is established as a not-for Profit Corporation under the applicable statutes of the state of Delaware. Its registered office is located at 25 Greystone Manor, Lewes, DE 19958-9976, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

**ARTICLE II – PURPOSES**

Section 1     **IRS SECTION 501(C)(6) PURPOSE.** The Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on:

- (i)     By a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code (or corresponding sections of any future United States Internal Revenue Code);

Section 2      **PROHIBITION AGAINST PRIVATE INUREMENT.** No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association.

Section 3      **DISTRIBUTION OF ASSETS.** Upon the dissolution of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Delaware.

Section 4      **SPECIFIC OBJECTIVES & PURPOSE.** The Association is organized:

- (i) To promote and foster the mutual interests of its members and the industries in which they operate, with due regard to the interests of the consumer;
- (ii) To conduct public relations programs to inform the public, allied industries, and other related industries as to the value of the services rendered by the Association’s members and the industries in which they operate;
- (iii) To conduct research pertaining to all phases of management, marketing, and technical concerns of its members and the industries in which they operate;
- (iv) To promote, develop, and certify training, educational, and testing programs for its members and those operating in the Bio-Recovery Remediation, Trauma Scene Abatement, and Crime Scene Cleaning industries;<sup>1</sup>

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<sup>1</sup> As used herein, an entity performs “Bio-Recovery Remediation, Trauma Scene Abatement, Crime Scene Cleaning, and other similar services” if the entity provides any of the following services: crime scene cleanup; infectious disease cleaning; Ebola virus decontamination; measles decontamination; blood cleanup; unattended death cleanup; decomposing odor removal; vehicle blood cleanup; hoarding cleanup; tear gas cleanup; Clandestine Methamphetamine drug laboratory; asbestos cleanup; lead paint removal; mold remediation; water, sewage and flood remediation; or any other services which the Board of Directors determines, by general resolution, are similar in nature to any of the above.

- (v) To promote and foster relationships and cooperation amongst its members through meetings and conferences;
- (vi) To perform such other tasks, not prohibited by law or these Bylaws, as the members of the Association and/or its Officers and Directors shall determine are necessary or incident to the accomplishment of any of the above.

### **ARTICLE III – MEMBERSHIP**

Section 1     **CLASSIFICATIONS.** There shall be four membership classifications in the Association. Additional membership classifications may be created by amendment to the Bylaws as provided herein. Elimination of a membership classification may also be accomplished by amendment to the Bylaws as provided herein.

Section 2     **MEMBERSHIP TYPES.**

(A)     **ACTIVE MEMBERS.** Companies, firms, proprietorships, partnerships, corporations, and other similarly organized entities providing Bio-Recovery Remediation, Trauma Scene Abatement, Crime Scene Cleaning, and other similar services, and who employ at least one (1) ABRA certified technician at the time of application or renewal, are eligible for Active membership in the American Bio-Recovery Association. An Active member in the Association is obligated to subscribe to, and agrees to abide by, the Bylaws in effect at the time of the Active member's acceptance into the Association, and as they may be amended as provided herein. An Active member is also required to subscribe to, and abide by, the Association's Code of Conduct and Ethics in effect at the time of the Active member's acceptance into the Association and any amendments thereof. Active membership is further conditioned upon receipt of all membership dues and fees promptly on their due date, as provided herein.

(i)     Acceptance as an Active member in the Association, and/or the renewal of an Active membership in the Association is conditioned upon the prospective, and/or renewing, member's certification that it employs at least one (1) ABRA certified technician.

- a. In the event an Active member fails to maintain at least one (1) ABRA certified technician on staff, for whatever reason, the Active member shall have six (6) months from the date it ceased to employ an ABRA certified technician to comply with the requirements of this Section. If, after six (6) months, the Active member fails to become compliant with this Section, the member's Active membership shall be automatically revoked.
  - b. Non-compliance with Article III, Section 2(A)(i)(a) herein shall not limit a member's ability to apply for Active membership after it has retained an ABRA certified technician.
- (ii) Active members shall be required to designate a member, employee, or other representative employed by their organization as their authorized voting representative. The voting representative's vote on any and all matters coming before the Association's Active members shall be binding on the Active member.

**(B) INDIVIDUAL MEMBERS.** Any person, company, firm, proprietorship, partnership, corporation, or other similarly organized entity engaged in the manufacturing, sale, installation and/or distribution of machinery or supplies, and/or furnishing services to companies and individuals providing Bio-Recovery Remediation, Trauma Scene Abatement, Crime Scene Cleaning, and other similar services shall be eligible for Individual membership in the Association. An Individual member of the Association is required to subscribe to, and abide by, the Bylaws in effect at the time of the Individual member's acceptance into the Association, and as they may be amended as provided herein. An Individual member is also obligated to subscribe to, and abide by, the Association's Code of Conduct and Ethics in effect on the date of the Individual member's acceptance into the Association as well as any amendments thereof. Individual membership is further conditioned upon receipt of all membership dues and fees promptly on their due date, as provided herein.

- (i) Acceptance as an Individual member in the Association, and/or the renewal of an Individual membership in the Association is conditioned upon the prospective, and/or renewing, member's certification that it shall have; current certificate(s) from an ABRA approved bio recovery training program, at least 5 years of experience in the field of bio recovery, obtain a passing score on the ABRA Technician Certification exam within 6 months of the date of the Individual membership application and maintain a current ABRA Technician certification status at all times.
- a. In the event an Active member fails to maintain ABRA certified technician status, for whatever reason, the Individual member shall have three (3)



months from the date it ceased to maintain a current ABRA certified technician status to comply with the requirements of this Section. If, after three (3) months, the Individual member fails to become compliant with this Section, the member's Individual membership shall be automatically revoked.

- (ii) Individual member shall be required to be the designated representative of their membership.

(C) **ASSOCIATE MEMBERS.** Any person, company, firm, proprietorship, partnership, corporation, or other similarly organized entity engaged in the manufacturing, sale, installation and/or distribution of machinery or supplies, and/or furnishing services to companies and individuals providing Bio-Recovery Remediation, Trauma Scene Abatement, Crime Scene Cleaning, and other similar services shall be eligible for Associate membership in the Association. An Associate member of the Association is required to subscribe to, and abide by, the Bylaws in effect at the time of the Associate member's acceptance into the Association, and as they may be amended as provided herein. An Associate member is also obligated to subscribe to, and abide by, the Association's Code of Conduct and Ethics in effect on the date of the Associate member's acceptance into the Association as well as any amendments thereof. Associate membership is further conditioned upon receipt of all membership dues and fees promptly on their due date, as provided herein.

(D) **HONORARY MEMBERS.** Any company or individual who has rendered distinguished service to the science and art of Bio-Recovery, Trauma Scene Abatement, and/or Crime Scene Cleaning may be elected to Honorary membership in the Association by a majority vote of the Active members at the annual meeting. An Honorary membership is for life, except that it may be revoked for any reason that an Active, Individual or Associate membership may be revoked, including, but not limited to, the Honorary member's non-compliance with the Bylaws that are in effect on the date of the Honorary member's acceptance into the Association as well as any amendments thereof, and non-compliance with the Association's Code of Conduct and Ethics that is in effect on the date of the Honorary member's acceptance into the Association as well as any amendments thereof. Honorary membership may not be revoked due to non-payment of dues.

- (i) In order for a vote on a prospective Honorary member to be had, the prospective Honorary member must be nominated by at least one (1) Active member. Nominations must be made in writing to the Secretary and must set forth the name of the nominee as well as a brief description of the "distinguished service"

to the industries represented by the Association. All nominations must be received by the Secretary at least thirty (30) days before the Association's annual meeting in order to be included on any ballot.

- a. It shall be up to the absolute discretion of the Board of Directors whether a nominee has exemplified "distinguished service" such that their name shall be included on a ballot at the Association's annual meeting.

Section 3     **CERTIFICATES.** Certificates which are issued to a member upon acceptance into the Association indicate only that the member has met certain requirements established by the Association for its membership.

Section 4     **LIMITATIONS.** Associate, Individual and Honorary members shall have all the privileges of Active members except they shall have no voting rights on matters coming before the Association. In addition, Honorary and Associate members may not hold office. Individual members shall not have rights to use the ABRA logo.

Section 5     **EXPIRATION & RENEWAL.** Active and Associate memberships, no matter when applied for or approved, expire on December 31<sup>st</sup> of each year. Applications to renew an existing Association membership shall be accepted beginning on November 1<sup>st</sup> of each year. Active and Associate memberships must be renewed annually as established herein. In the event an Active membership is lapsed for a period of 12 months per the expiration and renewal dates as is described in herein; for any reason; previously Active member companies wishing to renew are required to apply for a new membership application and submit any and all fees therein. The new renewed membership application is subject to all acceptances as is described above in Section 2 (A) (i) a. b. (ii) herein.

Section 6     **WITHDRAWALS.** Any member may withdraw from membership at any time by giving written notice to the Secretary. Such withdrawals shall not, however, relieve a member of any outstanding financial obligations to the Association. Upon receipt of a member's written notice of withdrawal, the Association shall have the right to accelerate payment of all unpaid dues and other arrearage as being due and payable immediately. The member's paid-up dues for the unexpired term of the membership year shall not be returnable to the member.

- (i) A member who withdraws from the Association, for whatever reason, may apply for a membership at any subsequent time, provided, however, that unfulfilled financial obligations to the Association at the time of the member's withdrawal, if any, shall be paid at the time of re-application

for membership, in addition to regular dues and a fee of 10% of the entire amount due at the time.

- (ii) This Section notwithstanding, a member shall not be permitted to withdraw from the Association when an Ethics Committee Investigation is being conducted regarding a complaint filed against the member in accordance with the Association's Policy on Ethics Procedures. Any withdrawal of a member during an Ethics Committee investigation shall be considered a suspension or expulsion, subject to the provisions of Article III, Section 7 below.

Section 7

**SUSPENSIONS OR EXPULSION. (A)** Any member may be suspended or expelled from the Association for violation of the Association's Bylaws in effect at the time of the member's acceptance into the Association, and as they may be amended as provided herein, or for a violation of the Association's Code of Conduct and Ethics in effect at the time of the member's acceptance into the Association, as well as any amendments thereof. Such suspension or expulsion shall be effected in accordance with the procedures set forth in the Association's Policy on Ethics Procedures detailed in Appendix A, adopted and incorporated in its entirety herein.

- (i) When a membership is terminated by suspension, expulsion, or otherwise for cause, any unpaid financial obligations to the Association shall be recorded as an outstanding indebtedness and shall continue as an obligation to the Association. The member's paid-up dues for the unexpired term of the membership year shall not be returnable to the member.
- (ii) A member who is expelled from the Association in accordance with the procedures set forth in the Association's Policy on Ethics Procedures shall not be eligible for membership in the Association for a period of two (2) years. This period shall commence on the date the member's expulsion notice is deposited for delivery via U.S. Mail and/or transmitted via electronic or facsimile means to the member's last known address, e-mail, and/or fax number.
- (iii) Following the two (2) year expulsion period, the expelled member may re-apply for membership by filing an application with the Association and making immediate payment for any unfulfilled financial obligations, in addition to all applicable application and membership dues and fees.

- Section 8      **ANNUAL MEETING.** There shall be an annual meeting of the Association's members at a time and place determined by the Association's Board of Directors.
- Section 9      **CERTIFICATES.** All notices required under these Bylaws may be made via U.S. mail, facsimile, or electronic mail to the address provided on the member's application for membership, and receipt shall be presumed if the notice is sent to the physical, electronic, or facsimile address provided on the member's most recent membership application.

#### **ARTICLE IV – DUES AND FEES**

- Section 1      **ANNUAL DUES.** The Board of Directors shall establish the dues and fees for each membership class.
- Section 2      **PAYMENT OF DUES.** Annual dues shall be due at the time an application for a new membership or renewal of an existing membership is made. New Active members accepted during the period January through June shall pay the full annual membership fee with their application for enrollment. New members accepted during the period July through December shall pay 50% of the annual membership fee with their application for enrollment. All annual dues are to be paid at the full rate thereafter.
- Section 3      **REINSTATEMENT FEES.** When membership of any class has been withdrawn or terminated for any reason whatsoever, and later reinstated, unfulfilled financial obligations if any, at the time of withdrawal or termination of membership must be paid in advance, in addition to regular annual dues. There will be an additional 10% of annual dues payable immediately for each year the active member company was absent due to the withdrawal or termination.

#### **ARTICLE V – FISCAL YEAR**

American Bio Recovery Association's fiscal year is from January 1<sup>st</sup> through December 31<sup>st</sup>.

#### **ARTICLE VI – OFFICE OF THE ASSOCIATION**

The headquarters office of the Association shall be in a place designated by the Board of Directors.

## ARTICLE VII – BOARD OF DIRECTORS

- Section 1     **BOARD OF DIRECTORS.** The property, affairs, and business of the Association shall be managed and controlled by its Board of Directors. The Board may, in the manner prescribed in Section 7 below, delegate to officers of the Association and to committee, such powers as provided for in these Bylaws now in effect or as amended.
- Section 2     **NUMBER.** There shall be six (6) voting members on the Board of Directors, at least one (1) of whom must be the authorized voting representative of an Active member with its principal place of business, and/or registered office, located outside the United States of America or its recognized territories as of the effective date herein (the “International Member at Large”).
- Section 3     **QUALIFICATIONS.** For an Active Member Company representative to be eligible to run for a director position, the representative must have been an Active Member in good standing for a minimum of two years.
- (i)     Any single member company may not be represented by more than one (1) individual on the Board of Directors.
    - a.     Any company that does business under a common trademarked logo, regardless of the number of locations operated by that company may only occupy one (1) Director Position on the Board.
- Section 4     **MEETINGS.** The Board of Directors shall hold regular meetings at quarterly intervals throughout the year.
- (i)     Special meetings of the Board may be unilaterally called by the President, or by written request of three (3) or more members of the Board of Directors.
    - a.     The President shall call a special meeting of the Board of Directors upon receiving notice of an appeal of a decision of the Ethics and Intervention Committee as required by the Association’s Policy on Ethics Procedures, except as provided below.

b. In the event a special meeting of the Board is required to resolve an appeal of a decision by the Ethics and Intervention Committee where the Association's President is the Complainant or Respondent, the Vice President shall be authorized to unilaterally call the special meeting.

(ii) All special meetings, whether called by the President or three (3) members of the Board of Directors, shall comply with the notice provision embodied in Article VII, Section 5 herein.

Section 5 **NOTICE.** Notice of any meeting of the Board of Directors, whether regular or special, shall be deposited for delivery and/or transmitted to each Director via U.S. mail, facsimile, and/or electronic mail, so that it is received at least ten (10) days before the meeting time, and must include the time, date, and place of the meeting. Notice of any meeting of the Board of Directors shall be communicated by the Secretary, provided, however, that any Director may waive notice of any meeting before, at, or after such meeting.

Section 6 **QUORUM.** A presence of a majority of the voting members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a majority of the Board of Directors is unable to attend, any decisions made at such Board meetings must be approved by a majority of the total voting membership of the Board of Directors before said decisions become final.

Section 7 **MANNER OF ACTING.** 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 of Directors, except as otherwise required by law or these Bylaws. A decision of the Board of Directors as described by this Section 7 shall be considered a "general resolution."

Section 8 **TELECONFERENCING.** Meetings of the Board may be conducted by conference call, teleconference, or other electronic means, as permitted by law, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. Votes of the members of the Board of Directors received in such manner shall have the same force and effect as votes at a meeting at which the members of the Board of Directors are physically congregated.

Section 9      **ACTION BY UNANIMOUS WRITTEN CONSENT.** Where permitted by law, any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors 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.

Section 10     **REMOVAL. (A)** A Director may be removed from their position on the Board of Directors before their term in office has expired, upon majority vote of the other Board members then in office at a meeting at which a quorum is present, for any of the following reasons:

- (i)      Failure to maintain the qualifications required by Article VII, Section 3 above;
- (ii)     Failure to attend either three successive meetings, or 50% of the meetings of the Board in which notice was not properly given;
- (iii)    Violation of the Association's Code of Conduct and Ethics, as determined by the Ethics and Intervention Committee and/or the Board of Directors.

(B) Any individual who has previously been removed from the Board of Directors pursuant to this Section 10 shall be ineligible to serve as a member of the Board of Directors or as an Officer of the Association for a period of four (4) years following removal. The name of any such individual may not appear on a ballot for election to the Board of Directors.

Section 11     **TERM OF OFFICE.** Directors shall be elected for a period of two (2) years. A Director may serve on the Board of Directors for no more than four (4) consecutive two-year terms. At the end of the term of any office, any newly elected person will become the Board-Member/Director ELECT. The board member elect will officially take the position of office after the 1st of the year in which the two year term official starts. Terms will end on the 31st of December for each term. The immediate past positions of any board member will be as consultants/advisers for one year from the 1st of the year following any election.

- (i)      Where a Director serves for four (4) consecutive two-year terms, they are not prohibited from running for additional terms in the future, so long as two (2) years elapse between the Director's most recent term and the election in which they seek to participate.

- (ii) The terms of the three Directors also holding the offices of Secretary, Vice President, and Member at Large shall expire at the same time, and in an alternate year than the expiration of the terms of the three Directors also holding the offices of President, Treasurer, and International Member at Large.

Section 12 **ELECTIONS.** Elections for Director Positions shall be held at the Association's annual meeting. Individuals meeting the qualifications necessary for serving on the Board of Directors shall make their desire to be included on the ballot, along with the office for which they are running, known to the Association's Secretary in writing, who, upon confirmation of the individual's qualifications, shall include their name, and the office which they seek, on the election ballot.

- (i) Individuals meeting the necessary requirements may run for any of the available Director/Officer positions.
- (ii) An election ballot shall be sent by the Secretary to all voting members no later than thirty (30) days prior to the annual meeting of the Association. The completed official ballot may be turned in at the annual meeting or delivered to the Secretary via U.S. mail, facsimile, or email, and must arrive no later than seven (7) calendar days prior to the annual meeting. A nominee does not need to be present at the election.
- (iii) A nominee for election to the Board of Directors must garner at least a plurality of votes cast at a meeting of the Association's members at which a quorum is present in order to be elected.

Section 13 **VACANCIES.** Any vacancy occurring caused by the death, resignation, removal, disqualification, or otherwise, in the Board of Directors may be filled by a majority vote of the remaining members of the Board of Directors at a special meeting called for the purpose of filling the vacancy or at any subsequent regular meeting of the Board. A Director selected to fill a vacancy shall serve the remaining, unexpired term of his or her predecessor in office.

- (i) In the event a vacancy occurs and is filled by an appointment of the Board of Directors, the newly appointed Director shall also fill the Office (i.e. Secretary, Treasurer, etc.) which was also left vacant, except that, where the President's office becomes vacant, it shall be filled by the Vice President and the newly appointed Director shall become the Vice President.



Section 14     **CONFLICTS OF INTEREST.** Whenever a Director has a personal, professional, or financial interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest, and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## **ARTICLE VIII – OFFICERS**

Section 1     **OFFICERS.** The Officers of the Association shall consist of the President, Vice President, Secretary, Treasurer, Member at Large, International Member at Large, Immediate Past President, and Founder.

- (i)     The offices of President, Vice President, Secretary, Treasurer, Member at Large, and International Member at Large must be filled by Active members of the association, and shall be filled in accordance with the provisions of Article VII, Section 12, above;
- (ii)    The offices of Immediate Past President and Founder shall be filled as provided elsewhere in these Bylaws.
- (iii)   With the exception of administrative positions that the Board of Directors appoint by general resolution and a majority vote of the Board of Directors, who are considered independent contractors, all Officers of the Association shall be considered volunteers and shall receive no compensation for their services.

Section 2     **QUALIFICATIONS.** In order to serve as an Officer of the Association, an individual must be an owner, partner or officer of an Active member or an employee duly appointed in writing, as the voting representative of a member, and must possess any other qualifications prescribed by these Bylaws. A member company may only be represented by one (1) individual on the Board of Directors.

Section 3     **PRESIDENT.** The President must be a member of the Board of Directors. It shall be the duty of the President to issue the call and preside at all meetings of the Board of Directors, as well as the annual meeting of the Association’s membership, and any other meetings which may be called in accordance with these Bylaws. The President shall be a member ex officio, with the right to vote, on all committees the Board of Directors shall appoint. It shall be the duty of the President to promote objectives and purposes of the Association.

Section 4 **VICE PRESIDENT.** The Vice President must be a member of the Board of Directors. The Vice President shall assume the duties of the President in the President's absence or inability to act, and shall assist the President in such matters and at such times as the President or the Board of Directors may require. In the event the President's office becomes vacant, for whatever reason, the Vice President shall assume the office of the President and a new Vice President shall be appointed by the Board of Directors, in accordance with Article VII, Section 13 of these Bylaws. It shall be the duty of the Vice President to promote the objectives and purposes of the Association and to attend all meetings of the Association and the Board of Directors. In the event the Secretary is unavailable; the Vice President shall be responsible for maintaining complete records and recordings of all meetings of the Board of Directors, which shall be open for the inspection by the members.

Section 5 **TREASURER.** It shall be the duty of the Treasurer to be responsible for the collection and receipts of all fees, annual dues and subscriptions to and for the Association and shall deposit all funds of the Association in a bank or banks designated by the Board of Directors. The Treasurer shall approve all receipts, disbursements and vouchers and shall ensure the Association stays within the budget established in consultation with the Finance Committee and approved by general resolution of the Board of Directors.

- (i) The Treasurer shall have the power to sign checks, make deposits, and to take any other action necessary to manage the funds of the Association, as provided in Article XVIII below, and as may be necessary to carry out the tasks delegated to the Board of Directors.
- (ii) The Treasurer shall be responsible for oversight of, and keeping the Association's books, balancing the Association's budget, tracking accounts receivable and accounts payable, and shall monitor the financial health of the Association. The Treasurer shall also be an ex officio member of the Finance Committee without voting authority.

Section 6       **SECRETARY.** It shall be the duty of the Secretary to oversee and approve the minutes of the meetings of the Board of Directors and Committees, to be responsible for maintaining complete association records. Recordings of all meetings of the Board of Directors, shall be open for the inspection by the members. The Secretary shall remain informed of Association policies and procedures and shall serve as Parliamentarian at Association meetings. The Secretary must be a member of the Board of Directors.

Section 7       **MEMBER AT LARGE.** There shall be a Member at Large and on the Board of Directors to provide representation of the membership body. The Member at Large shall offer insights and recommendations to assist the Board of Directors to make decisions, which will best serve the interests of all segments of the Association's membership and the Bio-Recovery Industry. The Member at Large must be a Director based in the United States of America.

Section 8       **INTERNATIONAL MEMBER AT LARGE.** The office of the International Member at Large shall be filled by the Director, as required by Article VII, Section 2, based outside the United States of America. The International Member at Large shall offer insights and recommendations to the Board of Directors regarding decisions affecting the Association's international members and which will best serve the interests of all segments of the Association's membership and the Bio Recovery Industry.

Section 9       **EXECUTIVE DIRECTOR.** The Executive Director shall be appointed by the Board of Directors. The Executive Director Position is filled or made vacant at the discretion of the majority vote Board of Directors. The Executive Director shall be responsible for overseeing the day-to-day operations of the Association, and for carrying out the goals and objectives of the Board of Directors. The Executive Director shall be the chief executive officer of the Association, shall have the responsibility for the general management of the affairs of the Association, and shall carry out the resolutions of the Board of Directors, perform such other duties as are necessarily incident to the office of Secretary and/or as the Board of Directors may dictate. The Executive Director shall communicate to the Association membership and/or the Board of Directors such matters, and make such recommendations as may in the Executive Director's opinion tend to promote the prosperity and welfare, and increase the usefulness of the Association. The Executive Director shall fulfill such other functions, and perform such other tasks as delegated by the Board of Directors. The Executive Director shall serve for a term, and be compensated at a rate, approved by the Board of Directors.

- (iii) The Executive Director shall have (with a majority vote from the Board of Directors) the power to execute contracts, and to

otherwise bind the Association, as provided in Article XVIII below, and as may be necessary to carry out the tasks delegated to the Executive Director by the Board of Directors.

Section 10 **IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall serve on the Board of Directors in a consultant role but will not have voting privileges on the Board. If the Immediate Past President's office becomes vacant, it shall not be filled until a new President is elected, at which time the new immediate past president will take the office of the Immediate Past President.

- (i) The immediate past president shall hold the office of Immediate Past President for as long as the same successor President is in office, except that, in no circumstances may the Office of the Immediate Past President be held by the same person for more than eight (8) consecutive years.

Section 11 **FOUNDER.** Mr. Kent Berg shall be a voting Officer of the Association as long as he maintains the necessary qualifications to serve as an Officer generally, as provided by these Bylaws. Should the position become vacant, it shall cease to exist. It shall be the duty of the Founder to promote the objectives and purposes of the Association and to attend all meetings of the Association. The Founder shall be a member of the Board of Directors.

## **ARTICLE IX – COMMITTEES**

Section 1 **ETHICS AND INTERVENTIONS COMMITTEE.** (A) The Ethics and Intervention Committee (the "Ethics Committee") shall be a permanent, standing committee of the Association, and shall be comprised of at least five (5) Active members who shall consider any alleged violations of the Code of Conduct and Ethics and/or Bylaws of the Association.

**(B) Ethics Committee Members:**

- (i) As provided in Article VIII, Section 3, the President of the Association shall be a member of the Ethics Committee;
- (ii) The President shall nominate at least four (4) Active members to serve on the Ethics Committee, whose appointment to the Ethics Committee shall become effective upon confirmation by general resolution of the Board of Directors.

- (iii) Members of the Ethics Committee shall be appointed for a period of two (2) years, but may resign or withdraw from the Committee at any time. Members of the Ethics Committee may be removed by general resolution of the Board of Directors for any reason sufficient to remove an Officer or Director of the Association.
  - a. When a position on the Ethics Committee becomes vacant, it shall be filled by the Secretary in the manner described in Section 1(B)(ii) above, except that, where the vacancy does not reduce the Ethics Committee's membership to less than five (5) members, the Secretary can, but need not, fill the vacancy.

(B) Except as provided for in these Bylaws, the Ethics and Intervention Committee shall operate in accordance with the procedures set forth in the Association's Policy on Ethics Procedures, which may be amended from time to time by the Board of Directors, and attached hereto as Appendix A.

Section 2

**OTHER COMMITTEES.** The Board of Directors, by general resolution, shall appoint such other committees as may be necessary to the successful functioning and operation of the Association. All committees and committee members shall serve at the discretion of the majority vote of the Board of Directors.

- (i) The Board of Directors shall determine the appropriate number of individuals to sit on each committee it creates, and shall establish the duration of the committee. Committee members shall be appointed by the Board of Directors.
- (ii) The initial committee members shall be responsible for drafting the committee's governing procedures, within the parameters set by the Board of Directors, and for establishing a committee budget. The procedures and budget must be presented to and approved by general resolution of the Board of Directors. Upon approval, it is the responsibility of the committee members to carry out the work approved by the Board of Directors. Each committee chairperson shall be responsible for maintaining monthly meeting minutes that are to be sent to the Secretary for record and to be made available to the membership.

## **ARTICLE X – VOTING**

Section 1     **VOTING.** Active Members shall be entitled to one (1) vote on all matters coming before the Association. Only the individual designated by the member in writing as their authorized voting representative shall be entitled to cast a vote for the member. Members are not required to physically attend a meeting at which a vote is being taken, but may vote by mail, provided, however, that their ballots are received by the Secretary at least seven (7) calendar days prior to the meeting. All members shall be advised at least fifteen (15) calendar days prior to any vote of all subjects on the agenda for the meeting that may require a vote. The fifteen (15) day notification to members of subjects on the agenda that may require a vote shall be waived for any motions to be voted on at the annual meetings, if there is a quorum present.

## **ARTICLE XI – MEMBERSHIP MEETING**

Section 1     **ANNUAL MEETING** of the Association shall be held at a place and time designated by the Board of Directors. Notice of the annual meeting, and any items to be voted on at the annual meeting, shall be provided to all members at least ten (10) days prior to the meeting.

Section 2     **SPECIAL MEETINGS** of the Association's membership shall be called by general resolution of the Board of Directors in the case of emergencies. Notice of special meetings, and the agenda to be discussed and any matters to be voted on at the special meeting must be given at least ten (10) calendar days prior to the meeting.

Section 3     **QUORUM.** Twenty Five percent (25%) of total Active members shall constitute a quorum at any meeting of the Association. Ballots cast in accordance with Article X, Section 1, above, by members not physically present at a meeting of the Association shall count toward quorum.

Section 4     **ORDER OF BUSINESS** for any meeting shall be established by the Board of Directors of the Association.

## **ARTICLE XII – RESTRICTIONS**

Section 1     **OFFICIAL EMBLEMS** containing the word "member" may be adopted by the American Bio-Recovery Association, for the exclusive use of Association members.

Section 2      **AUTHORITY** to use proposed emblems and/or certificates is herewith granted by the Board of Directors to the Association's Active and Associate members. Proposed emblems would indicate that the user is a member of the American Bio-Recovery Association.

### **ARTICLE XIII – AMENDMENTS**

These Bylaws, or any part thereof, may be altered, amended or repealed by an affirmative two-thirds vote of the Active members of the Association present at the Association's annual meeting, provided, however, that written or electronic notice of the proposed changes be given each member in the notice of the annual meeting.

### **ARTICLE XIV – REFERENDUM**

Upon written demand of not less than ten percent (10%) of the membership, in good standing, a referendum by mail or electronic ballot shall be conducted by the Secretary concerning any question on which it is desired to give an opportunity for voting to the entire membership. Every referendum shall be expressed in such terms that the vote may be recorded as "Yes" or "No" or "For" or "Against". Any affirmative vote shall require a majority of not less than fifty-one percent (51%) of the voting membership. A reasonable period of time shall be allowed to elapse before the closing of the poll, which must be stated on the ballot form for the referendum, whereupon the Secretary, with approval of the Board of Directors, shall, within a reasonable time, notify members of the result.

### **ARTICLE XV – MISCELLANEOUS**

Section 1      **INDEMNIFICATION.** The Association shall, and hereby does, indemnify each of its present Directors and Officers and agents and any other person who may serve or have served, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being a Director, Officer or agent of the Association, provided the Director, Officer, or agent acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and provided further that if such indemnity is with respect to a criminal proceeding, the Director or Officer or agent had no reasonable cause to believe the conduct was unlawful.

- Section 2      **INSURANCE.** The Association may purchase and maintain insurance on behalf of the Board of Directors, Officers, former Board members and former Officers, against any liability or settlement based on asserted liability, incurred by them by reason of being or having been Board members or Officers of the Association, whether or not the Association would have the power to indemnify them against such liability or settlement under the provisions of this section.
- Section 3      **CHECKS, DRAFTS, ETC.** All checks, drafts or other evidence of indebtedness issued in the name of the Association shall be signed or endorsed by such one or more Directors, Officers, agents, or employees of the Association as shall from time to time be determined by general resolution of the Board of Directors. Checks must not be written *and* signed by the same individual representing the Board of Directors, committee, or any individual otherwise representing the Association as is deemed by a majority vote of the Board of Directors.
- Section 4      **DEPOSITS.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, mutual funds, or other depositories by the Treasurer or as the Board of Directors may from time to time designate, or as may be designated by any Director, Officer, agent or employee of the Association to whom such power may be delegated by the Board of Directors or by either such committees, and for the purposes of any such deposit, all checks, drafts and other orders for the payment of money which are payable to the order of the Association may be endorsed, assigned and delivered by the Treasurer; in the event the Treasurer is not available, deposits may be made by any Officer of the Association authorized by general resolution of the Board of Directors.
- Section 5      **CONTRACTS.** The majority vote from the Board of Directors may authorize any Officer or Officers, agent or agents, to make, enter into, execute and deliver any grant, contract or other instrument in the name of and on behalf of the Association, and such authority may be granted or confined to specific instances. Unless authorized to do so by these Bylaws or the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Association by any grant, contract or engagement, or to pledge its credit or to render it liable pecuniary for any purpose or in any amount above \$1000.00.

*NOTE: Feminine or neuter pronouns shall be substituted for those of the masculine form, and the plural shall be substituted for the singular number in any place or places herein in which the Context may require such substitution or substitutions.*