

**BYLAWS OF THE AMERICAN ASSOCIATION OF RADON
SCIENTISTS AND TECHNOLOGISTS, INC. (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.

- (a) Individual Membership: Membership in the Association shall be available to individuals interested in and supportive of the purposes and activities of the Association who apply and pay the annual dues.

Sec 2.02 AARST Affiliate

An AARST Affiliate designation is available to government officials, staff/faculty of educational institutions, representatives of nonprofit organizations and individuals from associated professional organizations as approved by the Board. AARST affiliates 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. AARST Affiliates may utilize the AARST affiliate logo but may not enjoy the other rights, privileges and benefits of the Association.

Sec 2.03 Student Membership

The AARST Affiliate designation is available to bona fide, full-time students,

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 Membership 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 who:

- (a) is in conformance with the scientific, technical, and ethical principles of the Association;
- (b) fulfills such other requirements as may be established by the Board;
- (c) 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 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.

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.

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 who is suspended may reapply for membership after the period of suspension.
- (b) Any member who 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

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 or the senior Vice President present. 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:

- (a) Each Individual Member in good standing shall have one vote;
- (b) AARST Affiliates 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:

- (a) Said instrument in writing is not delivered to the Secretary of the meeting prior to casting a vote;
- (b) 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;
- (c) Said instrument in writing fails to be dated and provide the name and signature of the subscribing member in good standing;
- (d) 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.

Article IV. The Board**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 the Executive Director 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 the Board shall not permit any part of its assets or net income to inure to benefit 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 Board shall have general responsibility for the affairs of the corporation, determine policy, and in addition to any specific powers conferred by these bylaws, have general power to take such action as it deems appropriate to carry out the purposes of the corporation. The Board shall have

the power to prescribe the manner in which proceedings of the executive committee and other committees shall be conducted. 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:

- (a) 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.
- (b) To appoint and at their discretion remove or suspend the Executive Director.
- (c) To confer by resolution upon any elected officer of the Association the power to choose, remove or suspend such subordinate officers or agents.
- (d) 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.
- (e) 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.
- (f) 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 Association, with such powers, including the power to subdelegate, and upon such terms as the board thinks fit.
- (g) To fix and enforce penalties for the violation of the Bylaws and rules.
- (h) To suspend, deny or revoke membership privileges or take other disciplinary actions approved by the Board.
- (i) To approve the formation of additional organizations or chapters and to disapprove or revoke authorization, approval or affiliation with AARST.
- (j) To make, alter, and amend rules for the conduct of the members of the Association, and for the government and proceedings of the Board.
- (k) 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.
- (l) 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.
- (m) To indemnify any Director or Officer or subordinate agent or employee from any legal action resulting from the authorized performance of Board duties.
- (n) To set and alter the amount for Annual Membership Dues.

Sec. 4.10 Remuneration

Members of the Board shall not receive any salary or other compensation for their services as directors.

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

Sec. 4.13 Ethics, Impartiality and Confidentiality

All Board Members, Committee Members, participants in NRPP and Consortium committees, staff and consultants shall abide by the terms and conditions of the standard on Ethics, Impartiality and Confidentiality.

Article V - Officers

Sec. 5.01 Number

The Officers of the Association shall be a President, 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 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 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. Unless otherwise specified in these bylaws, the President shall appoint the chairs of committees, subject to Board approval.

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. Although the Secretary may seek aid from the Executive Director 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 ensure 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

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 effects 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 accounts. The Treasurer shall at all reasonable times exhibit the 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 shall, when required, give such security for the faithful performance of these duties as the Board may determine.

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 first, second, and third years of service, and the office of Past-President would be vacant during the President's second, third, and fourth years 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 Executive Director Power and Duties

The Executive Director shall in general supervise and control the business and affairs of the corporation subject to direction by the Board. Specifically, the Executive Director shall:

- (a) have charge and custody of and be responsible for all funds and securities of the corporation and shall receive and give receipts for money from any source whatsoever, depositing all such money in such depositories as the Board may select;
- (b) work with the Finance Director and Treasurer to develop a proposed annual budget;
- (c) monitor the approved budget and present financial reports with explanation of variances to the Executive Committee;
- (d) hire and manage all staff members, and consultants, and incur other costs provided that the expenditures for such purposes are consistent with an approved budget;
- (e) sign any contracts, leases, cooperative agreements or other instruments which the Board of Directors has authorized to be executed or otherwise approved, except in cases where

the signing and execution thereof shall be expressly delegated by the Board of Directors or by statute to an Officer or agent of the corporation;

- (f) be responsible for ensuring the preparing and filing of informational returns and reports as required by state and federal authorities;
- (g) shall attend Board Meetings, Executive Committee meetings, and board committee meetings with voice but no vote; and
- (h) in general, perform all duties incidental to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time.

Sec. 5.08 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.

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 Chair 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:

- (a) Elect Directors or Officers;
- (b) Alter, amend, or repeal these Bylaws;
- (c) 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;
- (d) Mortgage, pledge, hypothecate, or otherwise create or permit the creation of any lien or encumbrance (other than leases permitted by clause c) on any of the real or personal property of the Association; or
- (e) Create or contract to create any indebtedness, whether secured or unsecured.

The Executive Committee shall supervise and evaluate the Executive Director and ensure the completion of an annual compensation review. The Executive Committee shall approve the annual budget and provide to the Board financial reports including explanation of variances. The Executive Committee shall make recommendations to the Board regarding the Association's purposes, long-range plans, operational effectiveness, and organization.

Article VII – Office and Records

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 Records

There shall be kept in a secured electronic system or location correct financial records of the

activities and transactions of the Association including a copy of the Certificate of Incorporation, Articles of Incorporation, a current copy of 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. The Nominating Committee shall make nominations in accordance with the requirements of sections 4.02 and 4.03. All nominations shall be in writing and shall be delivered to the Secretary no later than sixty (60) days prior to the Annual Meeting.

Sec. 8.02 Technical and Science Committee

There shall be a Technical and Science Committee (TASC) consisting of members who shall be appointed each year by the President with the approval of the Board. The Technical and Science Committee shall research and evaluate technical matters of interest to the Association and provide information to the Board and committees as required on initial guidance documents and research. The TASC shall serve as the technical review board of the National Radon Proficiency Program.

Sec. 8.03 Communications Committee

The Communications Committee shall be available to recommend and advise staff on the publication of images and written, electronic, and spoken communications made in the name of the Association or using the imprimatur of the Association.

Sec. 8.04 Professional Ethics Committee

The Professional Ethics Committee shall research and evaluate matters of conduct of Association members.

Sec. 8.05 Strategic Planning Committee

The Strategic Planning Committee, consisting of at least one vice president and members with the assistance of the Executive Director, shall develop the long-term plan of the organization for Board approval. The President shall appoint a Vice President to chair the committee. General direction and goals shall be solicited from the Board and membership. The Strategic Planning Committee shall report to the Executive Committee.

Sec. 8.05 Membership Committee

The Membership Committee shall be responsible for advising staff about membership development and planning for increasing membership.

Sec. 8.06 Symposium Committee

The Symposium Committee shall be responsible for assisting staff in programming, planning, and organizing volunteer coverage for the annual International Symposium/Meeting.

Sec. 8.07 Chapter Relations Committee

The Chapter Relations Committee shall be the liaison between the Board and Chapters.

Sec. 8.08 Annual Audit Committee

There shall be an Annual Audit Committee consisting of one Director appointed by the President with Board approval who shall chair the Committee, one chapter President and one member at large. The Annual Audit Committee duties shall be to review AARST fiscal and administrative policies and procedures, annually review compensation packages for AARST management employees and review comparisons to similar organizations/positions to ensure reasonableness per IRS review guidelines as provided by the Executive Committee; to select an external auditor and provide oversight of its review or audit of AARST financial statements; and to 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. 8.09 Bylaws Committee. The Bylaws Committee shall be responsible for reviewing the Bylaws at least annually and recommending changes to the Board.

Sec. 8.10 Other Committees

There shall be such other committees and subcommittees 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 Related Organizations and Entities**Sec. 9.01 National Radon Proficiency Program**

The Association's credentialing program shall do business in the United States and other jurisdictions as the National Radon Proficiency Program (NRPP) and shall have the following committees with the specified responsibilities:

- (a) The Certification Council shall establish credentialing criteria and complaint evaluation, decertification, and reciprocity policies. It shall consist of stakeholders representing industry segments; those representing radon professionals or otherwise providing radon services shall possess current NRPP certifications. Each representative shall serve no more than two consecutive three-year terms. The Certification Council shall elect a Chair who shall report to the Board at each meeting of the Board. The Chair shall serve no more than two consecutive four-year terms. The Certification Council shall develop NRPP credentialing policies that maintain impartiality and are free from conflicts of interest.
- (b) The NRPP Management Committee shall manage and oversee the policy and compliance practices of the program and recommend policy to the Certification Council. The Management Committee shall consist of:
 1. the Certification Council Chair
 2. the Executive Director
 3. another Certification Council member who will serve a term of 1 year
 4. NRPP staff (non-voting)
- (c) Expert panels shall be appointed as needed to advise on the technical adequacy of

credentialing policies

- (d) The NRPP Nominating Committee shall be appointed by the Board to nominate stakeholders and other persons deemed necessary for election by the Certification Council.

The Board retains the right to disapprove NRPP policies that present a legal or financial liability or other undue burden on the program or the Association or endanger public health and safety. The Board retains the sole and exclusive right to disapprove appointments to the Certification Council and NRPP Management Committee.

NRPP staff shall report to the Executive Director and shall have the responsibility to implement and administer NRPP policies and procedures in a fair and impartial manner, clear from undue influence and conflicts of interest from members, Board members, Certification Council members and committee members.

Sec. 9.02 AARST Consortium on National Radon Standards

The Association's standards consortium shall do business in the United States and other jurisdictions as the AARST Consortium on National Radon Standards ("the consortium") and shall have two committees:

(a) Standards Management Council

The Standards Management Council (SMC) shall provide resources for standards work, including identifying Executive Stakeholder Committee and standards committee participants and other resources for standards committees, and approve submission of standards after final review. The SMC shall have limited authority to make decisions in resolving disputes.

The Standards Management Council (SMC) shall consist of:

1. A Chairperson appointed annually by the Board;
2. The Treasurer;
3. Chair of the Technical and Science Committee;
4. Chair of the Professional Ethics Committee;
5. Chair of the Communications Committee
6. The Executive Director
7. Consortium staff (non-voting).

(b) Executive Stakeholder Committee

The Executive Stakeholder Committee shall establish and revise operating procedures, establish priorities for standards action and creation of needed subcommittees for standard action, cause audits of resulting documents for assurance of due process, and be responsible to ensure coordination and harmonization. The ESC shall work with Consortium staff to facilitate the operations of the Consortium including coordination of publication and document audits. The ESC shall comprise representatives of stakeholder interest groups in a manner that achieves balanced representation of primary stakeholders from the radon community and the Executive Director (non-voting). The SMC shall appoint the ESC Chair who shall report to the Board at each meeting of the Board.

The Board retains the right to withhold approval of Consortium policies that present a legal or financial liability or other undue burden on the program or the Association or endangers public health and safety, and the right to disapprove appointments to the Standards Management Council and Executive Stakeholder Committee.

Consortium staff shall report to the Executive Director and shall have the responsibility to implement and administer Consortium policies and procedures in a fair and impartial manner, clear from undue influence by and conflicts of interest from members of AARST, the Board, the SMC, the ESC and committees.

9.03 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 an 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.