

BY-LAWS
OF
DRY SCRUBBER USERS ASSOCIATION, INC.
(Amended September 19, 2013)

ARTICLE I. CORPORATION

1. The name of the corporation shall be Dry Scrubber Users Association, Inc.
2. The corporation shall be a nonprofit, non-stock corporation.

ARTICLE II. NON-PROFIT PURPOSE

1. The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.
2. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code
3. The specific purpose of the corporation is to facilitate the exchange of valuable knowledge amongst individuals concerned with science, technology, operation, and maintenance of air pollution control equipment.

ARTICLE III. MEMBERSHIP AND VOTING

1. Membership is open to all persons.
2. The annual dues payable to the corporation by each member shall be as determined by the Executive Committee of the corporation.
3. The rights and privileges of membership shall begin the date annual dues are paid, and remain in effect for 1 full year after such date.
4. The rights and privileges of membership shall include voting for Executive Committee officers and other specific purpose as noted below or for any other matter deemed by the Executive Committee to be resolved by a vote of the members.
5. At least one third of members shall constitute a quorum for the purpose of voting. Satisfaction of this quorum requirement shall be determined by a count of members participating in the vote either in person at the voting location or submission of a ballot by electronic means (facsimile, email or response to an electronic ballot form) during the voting period.

6. The specific timing and procedural aspects of the voting process shall be determined by the Executive Committee.
7. An Annual Meeting of the membership shall be held once each year at such date, time and place as shall be determined by the Executive Committee.
8. Notice of Annual Meeting shall be sent to each member by either U.S. mail, overnight courier, facsimile, electronic mail or other mode of written transmittal, not less than ten (10) days before the time set for such meeting, and must include the time, date, and place of such meeting.
9. Each member shall have one vote on all matters submitted to the members for approval. The act of a majority of members at a meeting at which a quorum is present shall be an act of the membership, except as otherwise provided by law or by these bylaws.
10. The rights and privileges of membership shall cease upon, membership annual expiration date, as determined in Article III, paragraph 3 above, a member's death, disability or resignation or upon deprivation or suspension of his or her membership according to law.

ARTICLE IV. GOVERNANCE AND ELECTIONS

1. The corporation shall be governed by an Executive Committee consisting of no less than six officers, and no less than four officers in the event of a vacancy or absence.
2. Executive Committee officer titles shall be: President, Vice-President, Secretary, Treasurer or Director.
3. Executive Committee officers shall be elected by a vote of the current members of the corporation.
4. Elections for three (3) Executive Committee officers shall be held annually. Executive Committee office of President, Vice President, Secretary, Treasurer, and Director shall be determined by a simple majority vote between the incoming elected officers and the current Executive Committee within 30 days of the election date.
5. A nominee list will be solicited and provided to members of the corporation. Only nominees who accept their nomination shall be on the ballot.
6. Executive Committee officers' terms shall be two (2) years beginning thirty (30) days following the election date.
7. Executive Committee officers may be elected to successive terms.
8. Executive Committee vacancies which occur before the end of an officer's term may be filled for the remainder the term by appointment of a new officer by the most senior of the remaining Executive Committee officers ranked in the following order: President, Vice-President, Secretary, Treasurer or Director.

ARTICLE V. EXECUTIVE COMMITTEE RESPONSIBILITIES AND MEETINGS

1. The Executive Committee shall have the control and management of the affairs and business of the corporation including, but not limited to, member website development, fundraising, hiring of conference management services, site selection and agenda preparation.
2. The Executive Committee shall be regularly convened by any officer after due notice to all the other officers.
3. Four of the Executive Committee officers shall constitute a quorum.
4. The Executive Committee shall act to preserve and protect the corporation's assets including, but not limited to, acquisition and maintenance of appropriate liability insurance.

5. The Executive Committee shall keep accurate financial records and report the corporation's financial condition annually to the members of the corporation
6. The Executive Committee shall develop and maintain a budget of projected and actual income and expenditures for annual conferences.

ARTICLE VI. OFFICERS

1. The President shall preside at all Executive Committee meetings, present at each Annual Meeting a report of the work of the corporation, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign checks or drafts of the corporation, and have such powers as may be reasonably constructed as belonging to the chief executive of any corporation.
2. The Vice-President shall in the event of the absence or inability of the president to exercise his or her office become acting president of the corporation with all the rights, privileges and powers as if he or she had been duly elected president.
3. The Secretary shall keep the minutes and records of the corporation in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to members of the corporation, be the official custodian of the records and seal of the corporation, be one of the officers who may sign the checks and drafts of the corporation, attend to all correspondence of the corporation and exercise all duties customary and incident to the office of the secretary.
4. The Treasurer or Director shall have the care and custody of all monies belonging to the corporation, be primarily responsible for such monies or securities of the corporation, be one of the officers who may sign checks or drafts of the corporation, render at stated periods as the Executive Committee shall determine a written account of the finances of the organization and shall exercise all duties customary and incident to the office of the treasurer.
5. No officer shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be constructed to prevent an officer from receiving any compensation from the corporation for duties other than as an officer.
6. Any officer may resign at any time by giving written notice to the President or Secretary of the corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.
7. Any one or more of the officers may be removed for cause by action of the Executive Committee. Any or all of the officers may be removed with or without cause by a vote of the members of the corporation in accordance with the requirements of Article III above.

ARTICLE VII. PARLIAMENTARY AUTHORITY

1. Robert's Rules of Order, (current revision) shall govern any provision not covered by these By-Laws.

ARTICLE VIII. AMENDMENTS

1. These By-Laws may be amended by a vote of members of the corporation in accordance with the requirements of Article III above.