

**BY-LAWS
OF THE
NORTH AMERICAN MEMBRANE SOCIETY
Approved Dec. 2002**

**Article I
Offices**

The principal initial office of the Society in Kentucky and its registered office under the laws of Kentucky shall be located at 5517 Hempstead Road, Louisville, KY 40207. The Society may have other offices, either within or without the state, as the Board of Directors may require or specify.

**Article II
Members**

The Society shall be composed of individual members, student members and corporate/library members. The criteria for membership shall be a genuine interest in promoting the advancement of membrane science and technology. To become a member, one must express an interest in or be actively involved in membrane science and technology and pay a minimum of dues for one year, in advance. Annual dues may be altered by a majority vote of the Board of Directors, but not more frequently than biannually.

Membership in the Society shall be lost by (i) resignation or (ii) by non-payment of dues, three months after the normal billing and one month after a final notice.

**Article III
Purposes**

The "Society," founded in 1985, is an international scientific association whose aim is to promote cooperation between scientists and technologists involved in research and development in the field of synthetic and artificial membranes and membrane processes. It is operated exclusively for scientific and educational activities within the meaning of Section 501 (c) (3) of the U.S. Internal Revenue Code, as amended. The Society shall receive contributions and distribute its funds for public and educational purposes, as herein set forth. The Society is a non-profit organization. It shall not engage in any political or religious activity, or participate or engage in any attempt to influence legislation on behalf of any individual(s). Furthermore, it shall not discriminate, in its activities or among its members, on the basis of politics, race, religion or sex. It

shall not carry out any activities denied to: (i) a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended; (ii) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, as amended.

The Society shall pursue its objectives according to its Mission and Strategy statements (attached) as formulated by the Board of Directors.

**Article IV
Organization**

The Society shall be composed of all its members. Each full and student member shall have one vote. The Society shall be governed by a Board of Directors composed of eleven elected plus ex-officio members. Terms of Board members shall be for three years, unless otherwise stipulated at the time of election, and staggered such that one third, or the closest fraction, of them expire each year. Members may be nominated as candidates by submitting a written petition signed by five members. These petitions are due at the close of the annual meeting or at such other time determined by the Board and communicated to the members. If the number of qualifying petitions does not exceed the number of Board positions to be filled by at least one, the President shall appoint a nominating committee for the purpose of recruiting additional candidates. The list of candidates shall be presented to the members at an official meeting of the Society, by announcement in the newsletter, or by special mailing. To achieve balanced rotation of terms, the Board can stipulate, prior to election, that some of the terms shall be for less than three years with the occupants of these positions to be determined by lot after the election. The election shall be by secret mail ballot. Each member shall be permitted to vote for as many candidates as there are vacant positions and the winners will be that number with the most votes. Terms of the newly elected Board members shall begin at the conclusion of the Society Annual Meeting held in May/June of each year, or at the end of the Board meeting held in May/June in years with no business meeting. Newly elected members of the board are invited to attend the Board meeting prior to their installation, without voting privileges.

Departing members of the Board are eligible for re-election. The nominating committee shall be composed of members of the Society with no more than half being members of the current Board of Directors. Positions on the Board which become vacant for any reason may be filled temporarily by majority vote of the Board of Directors until the next election.

The Board shall choose from its members, by secret ballot, an Executive Committee composed of a President, a Vice President (to become President the following year), a Secretary, and a Treasurer, with assistants for each position as deemed necessary. The Executive Committee shall hold office for one year, with terms beginning at the conclusion of the annual meeting in May. The outgoing President, Secretary and Treasurer, if not re-elected, shall be ex-officio members of the Board for the following two years with voting privileges.

The Board of Directors, by a two-thirds vote, may elect to appoint a permanent Executive Director who must be a member of NAMS and who may or may not be a member of the Board of Directors. The Executive Director will serve as the Permanent Secretary of NAMS. By a two-thirds vote, the Board may remove the Executive Director at any time if it is felt to be in the best interests of the society. No remuneration will be provided to the Executive Director for the services rendered to the society.

Members of the Society may not receive any remuneration for the functions they perform, but are entitled for reimbursements for direct expenses by items approved by the Board. Members of the NAMS Board of Directors will be reimbursed travel expenses and the expense of one night's lodging while attending any Board of Directors Meeting if they have no alternative source of reimbursement. Members of the Board of Directors will also be reimbursed all expenses incurred while attending any meeting relevant to NAMS other than the Board of Directors Meeting and the NAMS Annual Meeting (unless otherwise compensated) provided the member has obtained approval from the Board prior to incurring the expense. Employees of the Society may attend meetings of the Society and of the Board in performance of their duties.

Expenditures shall be authorized by the President or his representative who can be the Treasurer, Secretary, or other members of the Board chosen by the President to represent him. Expenditures of \$5000 shall require the signatures of two officers of the Society.

The Treasurer and President shall be responsible for the maintenance of adequate financial records to provide suitable information to the Board and to governing tax bodies. Annually the Treasurer shall engage an independent Certified Public Accountant to perform an audit of the financial statements of the North American Membrane Society for the fiscal year then ending. The Treasurer will present the results of the audit, including any recommendations of the auditor, at the next Board meeting following conclusion of the audit. In addition, the Treasurer will prepare and present a management report which shall include an analysis of

income, expenses, and investments. The Treasurer is also responsible for filing the appropriate tax and registration forms and maintaining liability insurance.

Article V **Meetings**

The society shall meet in ordinary session every year unless unusual circumstances dictate otherwise. It can be convened in extraordinary sessions by a petition at least 25% of the active members of the Society. A quorum for such a meeting shall be 33% of the membership. If this is not achieved a second meeting can be called, by petition, for two months later at which no quorum requirement will exist. The deliberations of the Society will be valid only if one third of the membership, or their proxies, are present.

The Board shall meet at least once a year and remain in contact by telephone or correspondence as necessary. It can be convened on petition of one third its members or at the call of the President. A quorum shall consist of one third of the Board. A representative, designated to vote for one of the Directors, can only represent one member of the Board. Minutes of each meeting of the Society and the Board of Directors shall be recorded by the Secretary, countersigned by the President, and kept available for inspection by State or Federal authorities to verify the Society's non-profit status. The Board meetings shall be chaired by the President, or if not present by the Vice President, or finally by the Secretary.

Article VI **Amendments and Dissolution**

The President or his representative must comply with all applicable regulations of governing agencies to maintain the tax exempt status of the Society. All amendments to and changes in the Articles of Incorporations and By-Laws of the Society shall be made by a plurality vote of the members conducted by mail ballot. Records of these changes must be kept in the minutes of the Society and, where applicable, changes in the status if the Society communicated to the appropriate governmental body. The Treasurer shall be responsible for filing financial reports to the Secretary of State of the state in which the Society is incorporated.

The dissolution of the Society can only be brought about by action of the members. The Board of Directors shall designate appointees to liquidate the assets of the Society. Any remaining assets following liquidation shall be made available for educational purposes.