

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

BYLAWS OF THE AMERICAN ASSOCIATION OF RADON SCIENTISTS AND  
TECHNOLOGISTS, INC. (AARST) – Effective September 27, 2023

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. The Association may conduct business through the DBA (“doing business  
as”) “*AARST*” or any other DBA approved by the Board.

**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 hazard identification and abatement of radon,  
chemical vapor intrusion, and other contaminants of concern in the built environment. The  
organization primarily strives to advance the interests of its members through developing industry  
standards, certifying technical proficiency, enabling advancement of public policy and  
communicating health risks to the public.

**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 and full-time students of educational institutions, representatives of nonprofit organizations and individuals from associated professional organizations that are approved by the Board. AARST affiliates in good standing are entitled to have access to all official communications, networking, industry news, and participation in committees and chapter activities but they are not eligible for membership on any Board, nor are they permitted to vote in any 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, discounts and benefits of the Association.

### **Sec 2.03 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 2.04 Chapter Membership**

A Plenary AARST member is automatically a member of the Chapter in the state where they reside at no additional cost. A Plenary AARST member may join an additional Chapter or Chapters, vote, serve as an officer, and enjoy all other rights, privileges, and benefits of the Chapter provided that they pay the additional annual Chapter membership dues.

### **Sec. 2.05 Membership Dues**

The Annual Dues applicable to each class of membership shall be set by the Board. Any discount pricing must be approved by the Board.

### **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. 4.01 Composition of the Board**

The Board shall consist of all Nationally Elected Directors and Council Elected Directors, collectively known as “Directors” and Officers. Constitution of the Board shall be restricted to no more than two Directors and no more than one Officer from a single company or organization of common ownership or other closely related companies.

### **Sec. 4.02 Election of the Nationally Elected Board**

Board members shall be members in good standing of the Association. Officers and Nationally Elected Directors shall be elected by the membership of the Association by a secure, independent internet balloting service, made available and posted to all members in good standing not less fourteen (14) days prior to the Annual Meeting of the Association. Special paper mailed ballots will be available for members without internet access by special request to the Secretary. The Secretary will also plan for any member who, 30 days prior to the election, requests to vote by a fair and transparent voting process that meets proven special needs to fulfill access requirements

under the American Disabilities Act. The results of the election shall be tabulated based upon all ballots returned, including both internet ballots and special ballots as may have been cast. For each Officer position, the winner shall be the candidate for that office receiving largest number of votes. For the positions of Nationally Elected Directors, winners shall be those having the largest number of votes among the candidates, as shall be enough to fill the number of open seats for said Directors. The results of the election shall be tabulated by the Secretary, verified by another person designated by the Executive Committee 24 hours prior to the Annual Meeting, and announced at the Annual Meeting of the Association. In the event of a tie, the sitting Board will cast a tie breaking vote consisting of a quorum of the Board.

### **Sec. 4.03 Number of Nationally Elected Directors**

The number of Nationally Elected Directors shall be ten (10).

### **Sec. 4.04 Vacancies**

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

### **Sec. 4.05 Meetings**

The Board shall in each year hold one or more meetings in person or via telephone or internet conferencing, on such days and at such hours as the Board may from time to time determine. Special meetings shall be held on the call of the President or upon the request of three members of the Nationally Elected Board. The Executive Director shall provide all Board Members and Chapter presidents with a yearly schedule of monthly Board calls and meetings by no later than December 31<sup>st</sup> of the previous year. Either the Secretary, President or Executive Director (or staff) shall provide a reminder or change-of-date notice no less than 10 days prior to each meeting. Attendance by Nationally Elected members of the Board at all meetings is expected. A Nationally Elected Board member who has more than three consecutive absences shall be removed and replaced by action subject to the approval of the Executive Committee. The secretary shall take written meeting minutes of any board meeting that shall be approved by

Board vote and retained with the meeting agenda, and after approval posted and made available for membership access.

#### **Sec. 4.06 Quorum**

The presence of the majority of the entire Nationally Elected Board shall constitute a quorum for the transaction of any business at any meeting of the Board, and the act of a majority of such quorum shall be deemed the act of the Board. Presence is defined as:

- (a) In person.
- (b) By proxy as prescribed in the third paragraph of 3.06 herein.
- (c) In a manner where Board Members can, within reason, communicate in real time including but not limited to conference calls and computer conference.
- (d) In any other manner of written operating procedure determined to be acceptable by the majority of the entire Nationally Elected Board.

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

#### **Sec. 4.07 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 way 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.
- (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. 4.08 Remuneration**

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

#### **Sec. 4.09 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. 4.10 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. 4.11 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 temporary absence of the President, the Immediate Past-President, the President-elect, the more recently elected Vice President, or the less recently elected Vice President as designated in this order, 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 resignation, removal, death, or inability of an Officer to serve (as determined by the

Executive Committee), a successor shall be appointed by the Board to serve as "Acting Officer" until a successor can be elected by the membership at the Annual Election, except if the Officer is the President, then the President-Elect, if there is one, shall assume the balance of the President's term in addition to their own term. If the President-Elect position is vacant, then the Board shall appoint an Acting President to serve until a successor can be elected by the membership at the Annual Election. 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

has authorized to be executed or otherwise approved, except in cases where the signing and execution thereof shall be expressly delegated by the Board 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 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 the more recently elected Vice President who shall Chair the Committee, two representatives selected by the Chapter Council and two AARST members appointed by the Board. 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 thirty-five (35) days prior to the Annual Meeting.

### **Sec. 8.02 Technical and Science Committee**

There shall be a Technical and Science Committee (TASC) consisting of one AARST member appointed by the President who shall chair the Committee, and one Director and one AARST member who are selected by the Chair and approved by the Executive Committee. Voting Subject Matter Experts may be selected by the Chair and approved by the Executive Committee, as needed, to consider any individual item referred to the TASC.

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 Professional Ethics Committee**

The Professional Ethics Committee shall consist of one Director appointed by the President who shall Chair the Committee, one other Director and one AARST member who are selected by the Chair and approved by the Executive Committee.

The Committee shall investigate and prosecute matters of conduct of Association and committee members.

### **Sec. 8.04 Strategic Planning Committee**

The Strategic Planning Committee shall consist of the President; the less recently elected vice president, who shall serve as Chair, a representative selected by the Chapter Council, a representative selected by the Certification Council, and a representative selected by the Executive Stakeholder Committee for the AARST Consortium; and two Directors selected by the Chair and approved by the Executive Committee.

The Committee shall assist the Executive Director in the development of the long-term plan of the organization for Board approval. The Strategic Planning Committee shall report to the Executive Committee.

#### **Sec. 8.05 Membership Committee**

The Membership Committee shall consist of one AARST member appointed by the President who shall chair the Committee and other AARST members who are selected by the Chair and approved by the Executive Committee.

The Committee shall be responsible for assisting staff with membership development, planning for increasing membership, and communications made in the name of the Association.

#### **Sec. 8.06 Symposium Committee**

The Symposium Committee shall consist of one AARST member appointed by the President who shall chair the Committee and other AARST members who are selected by the Chair and approved by the Executive Committee.

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

#### **Sec. 8.07 Annual Audit Committee**

There shall be an Annual Audit Committee consisting of one Director appointed by the President who shall chair the Committee, one person selected by the Chapter Council, and one AARST member who is selected by the Chair and approved by the Executive Committee.

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. 8.08 Bylaws Committee**

The Bylaws Committee shall consist of one Director appointed by the President who shall chair the Committee, one other Director and one AARST member who are selected by the Chair and approved by the Executive Committee.

The Committee shall be responsible for reviewing the Bylaws at least annually and recommending changes to the Board.

#### **Sec. 8.09 Government Affairs Committee**

The Government Affairs Committee shall consist of one AARST member appointed by the President

who shall chair the Committee and other AARST members who are selected by the Chair and approved by the Executive Committee.

The Committee shall be responsible for advising staff in implementing an effective government affairs program.

#### **Sec. 8.10 Advocacy Committee**

The Advocacy Committee shall consist of one AARST member appointed by the President who shall chair the Committee and other AARST members who are selected by the Chair and approved by the Executive Committee.

The Committee shall be responsible for developing and implementing effective advocacy efforts including an annual National Radon Action Month campaign.

#### **Sec. 8.11 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 Certification Council may challenge these, or other decisions made by the Board that affect

the NRPP and are counter to the mission of the NRPP by direct appeal to the Board. The Board shall call a joint meeting with the Certification Council to attempt to resolve any such issue. The Board retains the sole and exclusive right on the final appeal decision. 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 Standards**

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

(a) Standards Management Council

The Standards Management Council (SMC) shall be the central contact and authority for: application of budgeted funding; publication of documents; resolving disputes including participant seating; and outreach and approval of participants for all committees. The SMC has the authority to reprimand, sanction or remove participants for violation of the Consortium's participant code of conduct.

The Standards Management Council (SMC) shall consist of:

1. A Chairperson appointed by the President and approved 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 Membership Committee
6. The Executive Director
7. Consortium staff (non-voting).

(b) Executive Stakeholder Committee

The Executive Stakeholder Committee (ESC) shall establish and revise operating procedures, establish priorities for standards action; cause creation of subcommittees tasked with each standard action, and be responsible to ensure coordination and harmonization. The ESC shall be the central authority for coordination with ANSI and compliance with ANSI Essential Requirements. The ESC shall consist of stakeholder interest group representatives in a manner that achieves balanced representation of diverse stakeholder groups that have a scope of relationship with the public that entails wide-scale interaction on multiple issues, and the Executive Director (non-voting). The ESC Chair serves to facilitate ESC consensus at the pleasure of the ESC.

Coordinated interaction: Duties for both the SMC, on behalf of the Board and the ESC include oversight review prior to standards publications for content that may be contrary to the public interest, contains unfair provisions or is unsuitable for national use. Members of both the SMC and ESC have the right to object to individuals or the balance of individuals that comprise a Consortium consensus body. SMC and ESC chairpersons in coordination with staff are collectively granted authority for initial seating of sub-committee participants (consensus body rosters).

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.

### **Sec 9.03 Chapter Council**

The Association's Chapter Council, which consists of Chapter Presidents, shall advance the growth, development, and sustainability of chapters, and provide Chapters with a representative vehicle to participate in the Association's governance.

The Chapter Council shall elect two Officers from their ranks: a Chair and a Vice Chair.

The Chapter Council shall also be represented on the Board by Council Directors with full voting privileges and shall elect two Council Directors to serve on the AARST Board of Directors. Elections shall be held by the 1<sup>st</sup> of November and results provided to the Executive Director.

The term of the Council Officers and Directors shall be for (1) year and any Council Officer or Director may serve no more than (4) consecutive terms.

A Chapter President may designate an alternate from his/her chapter to serve on the Chapter Council in his/her absence with full voting privileges. Such designations should be made in writing and presented to Council Chair for approval prior to any vote.

Chapters shall be formally affiliated with the Association to participate in the Chapter Council.

### **Sec. 9.04 Stakeholder Council**

The Association's Stakeholder Council, which consists of representatives of industry Stakeholder Teams of AARST members that are organized by technical specialty such as vapor intrusion, radon, and other areas as may be defined by the Board, shall serve as liaison between the industry teams and the AARST Board, committees, NRPP, and Standards Consortium.

Each industry Stakeholder Team shall support the formation of work groups and projects as appropriate for its technical area and shall assist in the effective engagement of its industry's members in the Association in supporting work on standards development, proficiency, government affairs, advocacy, symposium, communications, and other areas. An AARST member may serve on more than one team. No more than two members or no more than 5% of the workgroup, whichever is greater from a single company or organization of common ownership or other closely related companies may participate on a single team.

Each Stakeholder Team shall elect two Officers from its ranks: a Chair and a Vice Chair.

The Stakeholder Council shall also be represented on the Board by Council Directors with full voting privileges and shall elect two Council Directors to serve on the AARST Board of Directors. Elections shall be held by the 1<sup>st</sup> of November and results provided to the Executive Director.

The term of the Stakeholder Team Officers and Stakeholder Council Directors shall be for (1) year and any Team Officer or Director may serve no more than (4) consecutive terms.

### **Sec 9.05 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.

Affiliated chapters shall be eligible for funding or other benefit(s), including national staff support from AARST. The Board may approve seed money and support for new chapter formation. Other organizations or individuals associated with related organizations may be eligible to receive funds and support from AARST if approved by the Board.

## **Article X Duration and Dissolution**

### **Sec. 10.01 Duration**

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

### **Sec. 10.02 Dissolution:**

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

## **Article XI Seal and Logo**

### **Sec. 11.01**

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

### **Sec. 11.02**

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



## **Article XII Amendments**

### **Sec. 12.01**

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

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

## **Article XIII Effective Date**

### **Sec. 13.01**

The effective date of these Bylaws is February 23, 1986, and as amended November 15, 1988; February 14, 1989; September 23, 1992; September 21, 1993; November 2, 1997; May 2, 1998, April 30, 1999; September 17, 1999; May 10th, 2001; March 1st, 2002; October 27th, 2002; February 24th, 2003; July 31st, 2003; January 22, 2020, September 25, 2020; April 23, 2021; June 25, 2021; July 23, 2021; December 17, 2021; August 22, 2022; December 16, 2022; February 24, 2023; March 17, 2023, August 18, 2023; September 15, 2023; and September 27, 2023. These Bylaws supersede all prior Bylaws of the Association.