

**BYLAWS
OF
AARST FOUNDATION**

**ARTICLE I
Purpose**

The purpose of the corporation is to provide educational, scientific, charitable, and literary resources pertaining to radon (radiation), chemical vapor intrusion and other contaminants of concern for the benefit of the American public and professionals engaged in research, education, and risk reduction.

**ARTICLE II
Office**

The principal office of the corporation shall be located in North Carolina or such other location as may be determined by the Board. The registered office of the corporation may, but need not be, the same as the principal office.

**ARTICLE III
Meetings**

Section 1. Annual Meeting. The annual meeting of the Board shall be convened on a day and time as the Board may determine, in person or via telephone or internet conferencing, for the purpose of electing directors and officers and for the transaction of such annual business as may come before the meeting.

Section 2. Regular and Special Meetings. The Board shall meet at least quarterly. Special meetings may be called by the President or by a quorum of the Board of Directors.

Section 3. Place of Meetings. The Board of Directors may meet in person or via telephone or internet conferencing.

Section 4. Notice of Meetings. Written notice stating the date, time, and location of the meeting, and, in the case of a special meeting, the purpose(s) of the meeting, shall be emailed not less than five nor more than thirty days before any meeting.

Section 5. Quorum and Attendance. Attendance by sixty percent of the members of the board of directors shall constitute a quorum. If a meeting is in-person, board members not present may participate via telephone or internet conferencing.

Section 6. Action Without Meeting. Except as otherwise provided in the Articles of Incorporation, these Bylaws, or as otherwise required by law, any action required or permitted to be taken at a meeting may be taken without a meeting and without a vote, if a consent in writing setting forth the action so taken, is submitted by email to the Secretary by a majority of the directors.

**ARTICLE IV
Directors**

Section 1. General Powers. The business of the corporation shall be managed by the Board of Directors.

Section 2. Number of Directors. The Board of Directors shall consist of nine directors.

Section 3. IEA-Appointed Directors. One director shall be the IEA President. One director shall be the Treasurer of IEA, who shall also be the Treasurer of the AARST Foundation. One additional director shall be an at-large appointee determined by the IEA Board.

Section 4. Elected Directors. There shall be six elected directors, who shall be elected to two year terms at an annual meeting. Exception: in 2021, three directors shall be elected to serve one-year terms, and upon the expiration of the one-year terms, those directors shall be eligible for additional two-year terms.

Section 5. Removal. A director or officer may be removed from office at a board meeting after the proposed removal has been included on the notice for the meeting, and such notice has been emailed

not less than twenty days before the meeting to each board member. A director may be removed by the affirmative vote of sixty percent of the board members.

Section 6. Vacancies. In case of any vacancy on the Board of Directors, a majority of the remaining directors may nominate an individual to fill such vacancy for the balance of the term of the position vacated at the next meeting, and elect that individual to the Board at the next meeting.

Section 7. Duties of Directors. 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.

Section 8. Remuneration. The Board of Directors may be reimbursed their reasonable expenses. Directors and officers shall not be paid compensation.

Section 9. Conflict of Interest. Board members and officers have the 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 reflect any member's disclosure of an interest 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 not vote upon the matter being considered.

Section 10. Ethics. Board Members, officers, staff, and consultants shall abide by the AARST Code of Ethics.

ARTICLE V

Officers

Section 1. Number. The officers of the corporation shall be a President, Chairperson, Secretary, and Treasurer. The Board of Directors may also elect other officers, if any, as the Board of Directors deems appropriate.

Section 2. Election and Term of Office. The Treasurer shall be the AARST Treasurer. The other officers of the corporation shall be elected by the Board of Directors at the annual meeting. Each officer shall hold office for one year or until his or her successor has been duly elected and qualified. An officer may be re-elected.

Section 3. Removal. Any officer may be removed by the Board of Directors.

Section 4. President. The President shall be the principal officer of the corporation. The President shall perform such duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall preside at meetings in the absence of the Chairperson.

Section 5. Chairperson of the Board. The Chairperson shall be the chief officer of the corporation and shall supervise the business and affairs of the corporation and perform such other duties as may be prescribed by the Board of Directors from time to time. The Chairperson shall preside at meetings of the Board of Directors. The Chairperson shall act in the absence of the President, or in the event of his or her inability to act, with all the powers of and be subject to all the restrictions upon the President.

Section 6. Treasurer. The Treasurer shall have responsibility for all funds of the corporation, report actual expense and revenue in comparison to budget, ensure that reports are filed, and perform such other duties as may be assigned to him or her by the President or the Board of Directors. If the President, Vice President and Secretary are unavailable, the Treasurer shall preside at meetings of the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of Board meetings, have custody of the corporate records and seal, and perform such other duties as may be assigned to him or her by the President or the Board of Directors. If the Chairperson and President are unavailable, the Secretary shall preside at meetings of the Board of Directors.

ARTICLE VI

Committees of the Board of Directors

Section 1. General Provisions. The Board of Directors may create committees as needed. The President shall appoint committee chairpersons.

ARTICLE VII

Bylaws

These Bylaws may be amended by a majority vote of the Board of Directors

ARTICLE VII

Indemnification of Officers and Directors

Section 1. Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, against expenses (including attorney fees), judgments, fines, taxes, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Advance of Expenses. Expenses incurred in defending any actual or threatened civil or criminal action, suit, or proceeding may be paid in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by the officer or director to repay such amount if it is ultimately determined that such person is not entitled to indemnification.

Section 3. Nonexclusivity of Indemnification. The indemnification provided in this Article shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled pursuant to the Articles of Incorporation or applicable law.

Section 4. Insurance. The corporation shall purchase and maintain insurance on behalf of any person who is or was a director or officer against any liability asserted against such person in any such capacity.

Section 5. Saving Clause. In the event any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provision of this Article shall be construed as if such invalid provision had not been contained in this Article.

ARTICLE IX

Private Inurement

All income and property of the corporation shall be applied exclusively for its not for profit purposes. No part of the assets or property of the corporation shall inure to the benefit of any director, officer, or any other private individual.

ARTICLE X

Distribution upon Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the

corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Fiscal Year

The fiscal year of the corporation shall be the calendar year.

Date of amendment by Board of Directors: February 24, 2025.