

BYLAWS OF THE Institute of Clean Air Companies

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BYLAWS OF THE Institute of Clean Air Companies

ARTICLE I. NAME

The official name of the Corporation shall be the "Institute of Clean Air Companies" ("ICAC" or "Institute").

ARTICLE II. PURPOSES

To be the voice of the stationary source air pollution control and monitoring industry by providing technical information relevant to flexible clean air policies based on practical, achievable and measurable emissions limitations.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility and Classes of Membership

- a. *Regular Members.* Any firm, corporation, company, partnership, other business organization or entity, or any subsidiary or division thereof engaged, through sales, manufacturing or processing activities, in the design and/or supply of air pollution control systems, products, equipment, or processes, (including monitoring equipment or systems) shall be eligible to become a Regular Member of this Institute, provided it demonstrates a performance capacity and financial responsibility as deemed by the Board of Directors (or "the Board") to be reasonable and appropriate, agrees to promote the purposes of the Institute as set forth in the Certificate of Incorporation and to abide by the Bylaws and other rules of the Institute. Regular Members shall not include individual employees of business entities or any other individuals. As used throughout these bylaws, the term "individual" means natural person.
- b. *Associate Members.* Any contractor, supplier of equipment components, repair services or consultants to the air pollution control industry shall be eligible to apply for Associate membership and shall become an Associate Member upon approval of such application by the Board of Directors. Associate Members shall not hold office or be entitled to vote except as may be specifically authorized herein. An applicant eligible to apply for Regular Membership instead must apply for Regular Membership and may not apply for Associate membership. Associate Members shall not include individual employees of business entities or any other individuals.
- c. *Emeritus Members.* Emeritus Members will be an individual, so designated by the Board of Directors, who was previously an employee of an ICAC member company (current or former) and would like to remain active in ICAC. Emeritus Members will receive the weekly Executive Updates and member discounts at ICAC meetings. They may join and participate in ICAC divisions but will neither be eligible for membership on the Board of Directors nor be entitled to vote at any ICAC meetings.
- d. *Subscriber Category.* Any company that is not eligible for Regular Membership or Associate Membership but has an interest in the stationary source air pollution control and monitoring industry may become a Subscriber. A Subscriber will be entitled to receive the ICAC weekly Executive Updates and discounts at ICAC Annual Meeting and technical forums. Subscribers will

not be eligible to participate in division meetings/committee meetings (nor works involved in those division/committee activities) and are not eligible to be nominated to the Board of Directors nor be entitled to vote at any ICAC meetings.

- e. *Member Classification.* The Board of Directors shall determine the initial membership classification of a candidate company and periodically review the status of all membership categories to ensure members are correctly classified. The Board of Directors may change a member's categorization by a two-thirds vote. The Board of Directors may establish additional membership categories as it deems necessary by two-thirds vote.
- d. *Voting and Participation.* Regular Members and Associate Members are permitted one (1) vote, and all Members except as set forth herein, are entitled to full participation in ICAC activities.

Section 2. Application for Membership

Application for membership in ICAC shall be made in writing and constitute an agreement to abide by these Bylaws and to make appropriate dues payments. The applicant shall submit such evidence of eligibility that the Board of Directors may reasonably require. The Board of Directors shall review applications and grant admission to qualified applicants with their vote of approval. Upon approval of the Board of Directors and payment of membership dues for the current year, the applicant shall become a member of the Institute.

Section 3. Termination of Membership

- a. *Non-eligibility of membership.* The membership of any member or member company shall terminate in the event that such member shall cease to meet the eligibility criteria for such member's membership class as set forth in Section 1a and 1b hereof, provided however, that if a member or member company no longer meets the eligibility criteria for its current class but does meet eligibility criteria for the other class, it may continue, with Board of Directors approval by two-thirds vote, as a member in such other class. Termination hereunder will be effective as of the end of the running fiscal year of ICAC.
- b. *Resignation and Dues Obligations.*
 - (1) Subject to compliance with the provisions of Article VIII hereof, a member or member company may resign from ICAC, after fulfilling all outstanding obligations to it, by filing written notice thereof for the attention of the Board of Directors at least thirty (30) days before the effective date of such withdrawal. Resignation, suspension or expulsion does not relieve or invalidate any existing financial commitments made to ICAC projects made by the resigning member or member company nor will refunds be made available if a member withdraws during the current fiscal year.
- c. *Suspension, Expulsion, and Reinstatement.* Any member or member company may be expelled by ICAC for non-compliance with the member company's obligations under these Bylaws (including acting in a manner adverse or inconsistent with the purposes of the Institute) or any duly adopted rule or practice of ICAC upon the vote of two-thirds of the Board of Directors only after an opportunity to be heard has been granted to such member company and after consulting with legal counsel. No member or member company being considered for expulsion

shall be entitled to vote thereon. Members and member companies expelled pursuant to this paragraph may be reinstated upon application pursuant to Article III, Section 2.

- d. *Non-payment of Dues.* At 90-days delinquency, any non-paying members will be reported to the Board of Directors. Unless otherwise stipulated by two-thirds vote of the Board of Directors, six months' delinquency in dues payment, after such situation is presented to the Board of Directors, will automatically initiate membership expulsion procedures under subsection c. Such action does not relieve any obligations for dues payment.

Section 4. Representation in ICAC

Each member of ICAC shall nominate one official representative and a specified alternate.

Section 5. Dues Payment and Calculation

- a. *Overview of Dues Assessment.* The dues structure for both Regular and Associate Members, and any membership categories so established by the Board of Directors, shall be established by the Board of Directors from time to time. In accordance with the dues structure so established, dues for both Regular and Associate Members are based on a self-assessment involving sales revenue and the honor system.
- b. *Change of Ownership, Mergers and Acquisitions:* Each member company involved in a merger, acquisition, consolidation or other change of ownership transaction shall be responsible to pay its full dues commitment to ICAC for the year in which such transaction occurs. Thereafter the resulting consolidated entity shall pay dues based on consolidated sales revenues in accordance with Article III, Section 5.a of these Bylaws.

ARTICLE IV. ORGANIZATION

Section 1. Leadership; Board of Directors

The activities of the Institute are coordinated by a Board of Directors made up of individual representatives designated by member companies. The individual serving as a Board member shall be an employee of the member company making such designation. The Board of Directors shall have supervision, control, and direction over the business, affairs, finances and policies of the Institute, shall promote its objectives, and shall be responsible for its committees, divisions and publications.

Section 2. Composition of Board of Directors

The size of the Board of Directors shall not exceed seventeen (17) Board members, with a maximum of three (3) Associate Members. Four (4) of the Board members will be officers of the organization (Article IV Section 4). Each Board member shall specify an employee of that Board member's designating company as an alternate who can vote and act on that Board member's behalf in the event of inability to attend a meeting. If an alternate accompanies a Board member to a meeting, he or she may do so only in an observer capacity.

Section 3. Election and Organization of Board

The membership shall elect approximately half of the members of the Board of Directors at each annual meeting. At least thirty (30) days before the date of the annual meeting, any member company may send to the Executive Committee in writing, signed by the member company's representative or alternate, the name of an individual it proposes for nomination for election to the Board of Directors. No member company shall propose more than one nominee for election to the Board of Directors nor shall more than one representative of a member be placed in nomination for the Board of Directors. The Executive Committee shall prepare a report which shall be communicated to the members at least fifteen (15) days before the date of the annual meeting.

Board members shall serve for a term of two years and may be elected to subsequent terms. In the event that any Director shall be unable to serve his or her full term, his or her member company may designate an alternate from such company to serve the remainder of such term. In the absence of such designation, the Board of directors vacancy may be filled by majority vote of the Board of Directors. All nominees for election to the Board of Directors, whether Regular or Associate, shall be full-time employees of member companies. This requirement may be waived by a two-thirds majority vote of the entire Board of Directors.

Section 4. Officers/Staff

- a. *Officers.* The Officers of the Institute shall be the President, Vice –President, Secretary and Treasurer. All such officers shall be members of the Board of Directors.
- b. *Term.* The President and Vice President shall be elected at the annual meeting by the membership and shall hold office for one year commencing on the first day of July following the election of office. Neither a President nor a Vice President, who has completed two terms of one year, shall be eligible for election to the same office until one year after the completion of the second term. The Secretary and Treasurer shall also be elected at the annual meeting by the membership for a two year term and can be reelected after each two year term without restrictions. The Board of Directors may waive the officer term limits to allow for one additional year as it deems necessary by a two-thirds vote. The term extension and the length of the term extension must be reported to the full membership within thirty (30) days. Any officer may be removed for cause by the affirmative vote of two-thirds of the Board of Directors, provided that notice of such intended action is included in writing at least ten days' prior to the vote of the Board of Directors.
- c. *Powers and Duties of Officers.* The duties and powers of the Officers of the Corporation shall be as provided in and pursuant to these Bylaws or as shall be those customarily exercised by corporate officers holding such offices unless inconsistent with these Bylaws.
- d. *Delegation.* The President, Vice-President, Executive Director, and such others as may be authorized by the Board of Directors may enter into and execute on behalf of the Corporation contracts, leases, debt obligations, and all other forms of agreements or instruments permitted by law, the Articles of Incorporation, and these Bylaws.

- e. *President.* The President shall preside at all meetings of the full membership and of the Board of Directors of the Institute and, subject to the direction of the Board of Directors, shall represent the Institute.
- f. *Vice-President.* The Vice-President shall perform the duties of the President during any period of absence. He or she shall perform such duties as may be assigned to him or her by the President or the Board of Directors.
- g. *The Secretary.* The Secretary, with the assistance of the Executive Director, shall assure that an accurate record is kept by ICAC staff of the proceedings of all meetings of the Board of Directors, and shall be responsible for such other actions of the Corporation as the Board of Directors or President shall direct. The Secretary shall give or cause to be given all notices in accordance with these Bylaws or as required by law.
- h. *The Treasurer.* The Treasurer shall provide oversight for ICAC's funds, financial books and records. The Treasurer shall report on the financial condition of ICAC at regular meetings of the Board of Directors, and at such other times as may be requested by the Board of Directors. The Treasurer may delegate administrative functions to the Executive Director.
- i. *Executive Committee.* The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary and Immediate-Past President. It shall meet as deemed necessary by the President to ensure progress on all committee, division and other organization activities and shall have power to act on behalf of the Board to the full extent permitted by the law when the Board is not in session, except as otherwise set forth herein. It shall be chaired by the President. The Vice-President shall perform the duties of the President during any periods of absence.
- j. *Executive Director.* Subject to the authority of the Board of Directors and the President, the Executive Director shall be the Chief Administrative Officer of the Institute and shall have general charge of its headquarters, its operating staff and all activities of the Institute. He or she shall be an individual, who is qualified to serve as a trade association manager and shall be a member without voting power of all committees and divisions and shall attend meetings of the membership and the Board but shall not vote. He or she shall have custody of all corporate and other records, statistics, and documents of the Institute. The Executive Director shall maintain the confidentiality and integrity of member dues remittances which correlate to annual sales figures with the industry. The Executive Director shall work in close cooperation with the Board of Directors and other Divisions/Committees and shall be responsible for recording, maintaining and promptly distributing minutes of meetings. The Executive Director need not be an employee of ICAC, and may be the employee of a management company or other entity with whom ICAC has entered into an agreement to obtain such services.

Section 5. Annual Meeting and Other Membership Meetings

- a. An annual meeting of the membership shall be held at such time and place as may be fixed by the Board of Directors. Upon written request by at least 25% of the membership or a majority of the Board of Directors, the President shall call a special meeting of the membership.

- b. *Meeting Notices.* Notices stating the time, place and purpose of each meeting shall be sent to each participating ICAC member company via mail, facsimile, electronic mail or similar means, no less than thirty (30) days before the time of the particular meeting.
- c. *Quorum.* The presence of a majority of the members shall be necessary to constitute a quorum, but a lesser number may adjourn a meeting from time to time, without further notice until a quorum is obtained.
- d. *Meeting Arrangements.* Meetings may be held in person, via conference call, via webinar, or via similar electronic means or combination of physical and electronic means.
- e. *Mail Ballot.* If in the President's opinion it would be inexpedient to hold a meeting of either the members or the Board of Directors, any matter which could properly be voted upon at any such meeting may instead be submitted to, and voted upon by, those entitled to vote thereon, by mail ballot (which shall include regular or electronic mail, facsimile transmission or similar means). For matters submitted to the membership, the matter shall be decided by a majority of the votes received on such matter or by such different majority as may be required for such action by these Bylaws, within two weeks after the mailing date of such mail ballot. A ballot not received within two weeks from the date of the mailing shall be considered an affirmative vote and shall be duly recorded. For matters submitted to the Board of Directors, the matter shall be decided by a majority of the votes received on such matter or by such different majority as may be required for such action by these Bylaws, within two weeks after the mailing date of such mail ballot, provided that at least two-thirds of the Board of Directors have so voted. Any vote so taken shall have the same force and effect as if such a vote were cast at a meeting duly called and held.

Section 6. Officer Vacancies

If any vacancy occurs among the officers for any reason whatever, such vacancy shall be filled by a majority vote of the Board of Directors by a member of the Board of Directors for the unexpired term.

Section 7. Authority and Responsibility

The Board of Directors, in addition to its general authority and responsibility under Article IV, Section 1 hereof, may adopt and modify such policies for the Institute and such rules and regulations for the conduct of the Board's business as it shall deem advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Director and/or the Executive Committee.

Section 8. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Institute to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Institute, and such authority may be general or confined to specific instances.

Section 9. Investments

The Board of Directors may authorize any officer or officers, agent or agents of the Institute to convey, sell, give or otherwise dispose of property held by the Institute and to invest, reinvest, administer, and deal with the same in such a manner as would best promote the interests of the Institute. Such authority may be general or confined to specific instances.

Section 10. Signatures

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Institute shall be signed by such officer or officers, agent or agents of the Institute and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 11. Banks and Accounts

All funds of the Institute shall be deposited to the credit of the Institute in such banks, trust companies or other depositories as the Board of Directors may select.

Section 12. Compensation

Directors shall not receive any compensation for their services.

ARTICLE V. DIVISIONS AND COMMITTEES

Section 1. Committees and Divisions

The Board of Directors shall have authority for the establishment and organization of such committees and divisions as it deems necessary or appropriate to meet ICAC's objectives and for the appointment of Committee and Division Chairs after recommendations from the Committee/Division membership.

The committees and divisions shall report on a regular basis to the Board of Directors. Only committee and division members, assigned staff, legal counsel, and guests invited by the committee Chair or Executive Director may attend a meeting of a committee or division.

Section 2. Membership

The membership of any committee or division shall be as established by the Board of Directors from time to time. The membership of any other committee or division shall not be limited, and more than one representative from any member company may participate in any committee or division, provided that only one vote per member company shall be permitted. Any member company of the Institute may assign representatives to any of the divisions without appointment.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Frequency

- a. The Board of Directors will determine the appropriate frequency of its meetings.
- b. Meetings are called and conducted by the President. Minutes of all meetings shall be kept by the responsible staff person and shall be distributed promptly, as determined by the Board of Directors.

Section 2. Notice of Meetings; Attendance

- a. Notice shall be provided no less than thirty (30) days in advance of any meetings. An agenda of the business to be transacted at the meeting shall be provided no later than five (5) days before the meeting. Special meetings may be called by the President or by any five (5) members of the Board of Directors without notice.
- b. Only Board members or their alternates, the Executive Director, legal counsel and guests invited by the President may attend Board meetings. Any Board member may attend by any telephonic or electronic means provided that all members attending, whether in person or by telephonic or electronic means can hear each other.

Section 3. Voting

- a. *Entitlement.* At any meeting of the Board of Directors, each Board member or his or her designated representative is entitled to one (1) vote.
- b. *Quorum.* The presence at any meeting of the Board of Directors of two-thirds (2/3) of Board members shall constitute a quorum for the transaction of business and, in case there be less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.
- c. *Voting Procedure.* Each Board member is entitled to one vote on each matter that properly comes before the Board of Directors. Except as otherwise specifically provided in these Bylaws, all business decisions (including election of officers) shall be decided by a majority of those present in person or by proxy at any meeting at which a quorum is present; provided, however, the vote of two-thirds of all Board members shall be required for adoption of the budget, dues levels, any special assessments, recommendations regarding dissolution of the Institute, or admission, suspension or reinstatement of members. The Board of Directors may, without a meeting, take action by mail ballot in accordance with the procedures set forth in Article IV, Section 5.e of these Bylaws.

ARTICLE VII. COMMUNICATIONS

The normal spokespersons for ICAC will be the President, such Officers as may be designated by the President, or the Executive Director. No Officer, Board member, staff or ICAC member may speak on behalf of ICAC without explicit approval from the Board of Directors.

Section 1. Written

Written communications of any Member with government officials or third parties regarding Institute policies or activities must be approved by the President or Executive Director prior to transmittal, and should be made through, and recorded by, the Executive Director.

Section 2. Testimony

Testimony on behalf of ICAC before any judicial or government body may be given only by the President or the Executive Director, or an individual designated and approved by the President or Executive Director.

Section 3. Use of ICAC Name, Acronym and Logo

ICAC members and staff may use the ICAC name, acronym, and approved logo, provided such reference does not indicate, directly or indirectly, endorsement by ICAC of any policy, activity, opinion, research, product, political candidate or nominee, organization, or company. ICAC endorsement or support for any policy, activity, or other subject, may only be granted by a two-thirds vote of the Board of Directors after receiving a written request for the use of the ICAC logo, name or acronym.

ARTICLE VIII. FINANCIAL MATTERS

Section 1. Responsibility

- a. Financial matters of the Institute, will be overseen by the Treasurer, subject to Board of Directors oversight and direction. The Executive Director, working in consultation with the Treasurer, shall prepare an annual budget for submission to the Board of Directors. The Board of Directors shall approve said budget with such modifications thereto as the Board of Directors deems appropriate, and upon such approval, the Board shall determine the dues structure for Regular Members, Associate Members, Emeritus Members and Subscribers. Such budget, as approved, and dues structure shall be presented to members at the annual meeting.
- b. Oversight shall rest with the Treasurer. All expenditures will require authorization of the Executive Director. This approval will be limited to budgeted expenses. Invoices from legal counsel for matters billed on an hourly basis and from consultants will provide such reasonable detail as may be requested by the Treasurer.
- c. The accounts of the Corporation shall be reviewed annually by a Certified Public Accountant who shall be retained by, and provide a written report to, the Board of Directors.

ARTICLE IX. INDEMNIFICATION AND LIMITATION OF LIABILITY

Section 1. Indemnification and Limitation of Liability

To the fullest extent permitted by law, ICAC shall indemnify any person who is or was a Director or Officer of the Corporation against any liability arising by virtue of such person's position with ICAC. No director, officer, member or employee of ICAC shall be individually or personally liable for the debts,

liabilities or obligations of the corporation or subject to assessments, nor shall the property of any Director, Officer, member or employee of ICAC be subject to the payment of the debts or obligations of the Corporation except for any such debt, liability, or obligation has been determined by any court, arbitrator, or other authority having jurisdiction to have resulted from one or more knowing and deliberate acts of malfeasance, misconduct or dishonesty.

Section 2. Indemnification for Expenses

Without limiting the generality of the foregoing, ICAC shall indemnify any and all of its Directors or Officers or former Directors or Officers, against expenses actually and necessarily incurred by them in connection with the defense of any action suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or Officers or a Director or Officer of the Corporation except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

Section 3. Indemnification Non-Exclusive

Indemnification Non-Exclusive - Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled otherwise.

ARTICLE IX. AMENDMENT OF THE BYLAWS

These Bylaws may be amended by a vote of two-thirds (2/3) of the members who shall be present or represented by proxy at any meeting of the voting members for which a thirty (30) day notice has been given regarding the substance of the proposed amendment.

ARTICLE X. ANTITRUST COMPLIANCE

The objectives and activities of ICAC shall at all times comply with all applicable laws. This compliance shall include strict adherence to the requirements of all antitrust laws including the Sherman Act, the Clayton Act and the Federal Trade Commission Act and the same may be amended from time to time.

ARTICLE XI. DISSOLUTION

Section 1. Dissolution Procedure

Upon recommendation by the Board of Directors, ICAC may be dissolved and its Certificate of Incorporation surrendered if approved by 75% of ICAC Members.

Section 2. Disposition of Funds

ICAC shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to ICAC members. On the dissolution of ICAC, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.