BYLAWS

of

The American Society for Nondestructive Testing, Inc.

ARTICLE I: NAME

Section 1 - Name

The name of this organization shall be the American Society for Nondestructive Testing, Inc. (hereinafter called "Society"). The abbreviation "ASNT" may also be used to refer to this organization.

ARTICLE II: MEMBERS

Section 1 – Qualifications for Membership and Designation of Members

Membership shall be available to persons engaged in or interested in furthering the purposes of the Society. There shall be no membership restrictions based on race, gender, creed, citizenship, or country of origin. Prior members whose membership has been terminated by an action of the Board are not eligible for membership without approval of the Board. The membership of the Society shall consist of the following classes: Individual Members, Honorary Members, Student Members, Military Members, and Retired Members**.** A Corporate Partner shall have the privilege of designating three (3) persons as Individual Members. Those members eligible to vote on appropriate society matters (the "Voting Members" herein) consist of the following classes: Individual, Honorary, Military and Retired.

Section 2 - Delinquency, Suspension, and Termination of Membership

The membership of any member who fails to pay any dues, fees or assessments of the Society due and owing for a period of more than sixty (60) days may be suspended. Such member shall be removed from the membership records of the Society and shall lose all of the rights and privileges of membership. To be reinstated, the member must reapply for membership and pay all fees required with new member applications.

The Board may terminate the membership of any member of the Society, which may be permanent, temporary or conditional on terms specified by the Board. Any member whose membership is in jeopardy shall be entitled to a hearing before the Board, at which hearing cause must be shown for the termination of membership. Such member shall receive notice of the hearing at least thirty (30) calendar days prior to the hearing date. The member shall have the right to speak or submit a written statement on his or on her behalf and may be represented by counsel at the hearing. The decision of the Board shall be final.

Section 3 – Membership Fees and Dues

Members shall pay such membership fees and dues as have been established from time to time by the Board of Directors.

Section 4 - Annual Business Meeting

The annual business meeting of the Voting Members shall take place at such time and location as determined by the Board of Directors or as the Chairperson shall determine. Members shall be eligible to attend the annual business meeting; however, only Voting Members shall be allowed to vote on matters presented to the membership for a vote.

At the annual business meeting of the Voting Members, ratification of the ballot electing the Officers and designating newly elected Directors shall be automatic, and such ratification shall be entered into the official minutes of the annual business meeting.

Section 5 - Special Meetings

A special meeting of the Society may be called at any time at the direction of the Board of Directors or a majority of the Voting Members. Special meetings shall take place at such time and location as determined by the Board of Directors. All members shall be eligible to attend special meetings; however, only Voting Members shall be allowed to vote on matters presented to the membership for a vote.

Section 6 - Notice of Meetings

Notice of each annual or special meeting shall be given to each Voting Member no less than five (5), nor more than ninety (90) days prior to such meetings. The notice will be provided though ASNT's official journal or other means, written or electronic, and shall be deemed given when placed in the US Mail or transmitted electronically to the most recent address of the member as contained in the record of the Society. The notice of a Special Meeting must state the nature of the business for the meeting.

Section 7 - Quorum

At all annual and special meetings of the Society, a quorum shall consist of at least fifty (50) Voting Members present, in person, including at least one (1) member each from at least ten (10) different Sections.

Section 8 - Waiver of Notice

Notice of the time, place, and purpose of any meeting of the Voting Members may be waived in writing either before or after the holding of the meeting. The attendance of any voting member at any such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting shall be deemed to be a waiver of notice of the meeting by the voting member.

Section 9 - Voting Rights of Members

Voting Members are entitled to one vote on all matters submitted to the membership for a vote. Notwithstanding any provision of the Ohio Nonprofit Corporation Law now or hereafter in force requiring the vote or consent of the Voting Members of the Society for the authorization or taking of any action, such action may be authorized or taken only by the affirmative vote or consent of a majority of the Voting Members present at a meeting at which a quorum is present, unless otherwise expressly required by law, the Articles of Incorporation, or these Bylaws.

Section 10 - Voting by Mail or Electronic Means

Except as may be otherwise provided by law or by the Articles of Incorporation or Bylaws, the voting upon all matters required or permitted to be voted upon by the Voting Members may be conducted by mail, electronic

mail, telephone, or other means of electronic or telephonic transmission permitted by law, provided that any such mail, electronic mail, telephone call, or other means of electronic or telephonic transmission meets the requirements of authorized communication equipment as defined by applicable law.

Section 11 - Voting by Proxy

Voting Members may vote by proxy on a specific issue, unless otherwise limited, provided the proxy vote is:

- authorized in writing by the member or by a duly authorized attorney-in-fact;
- a clear statement of the member's stance on the issue (in favor of, against, or abstention) and the casting of the proxy vote is as stated;
- used to establish the number of votes cast, but is not used to establish a quorum; and
  valid, being no more than thirty (30) days from the date of execution.

Only the Chairperson shall be permitted to cast more than one proxy on a single ballot.

Section 12 - Action Without a Meeting

Any action which may be authorized or taken at a meeting of the Voting Members may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing signed by, not less than a majority of the full number of the Voting Members, which writing or writings shall be filed with or entered upon the records of the Society.

ARTICLE III: DIRECTORS

Section 1 - Authority and Duties

The Board of Directors (Board) shall have general supervision of the affairs of the Society and shall fix the date and location of meetings. The Board shall act in accordance with the Bylaws of the Society. The Board may authorize policies in support of the Society's purpose and Bylaws.

Section 2 - Number, Term of Office, Election, Qualifications

The number of Directors shall be fixed from time to time by the Voting Members; provided, however, that at all times there shall be no less than ten (10) directors. Directors shall hold office until their successors are installed. There shall be three classes of Directors: Directors at Large, Council Directors and *Ex Officio* Directors.

Directors at Large and Council Directors shall be those individuals elected by the Voting Members or appointed to fill a vacancy and then shall hold office until their successors are installed.

Terms of Directors at Large and Council Directors shall be for three (3) years and commence on January 1st. Directors at Large terms shall be staggered so that at least three (3) are available for election by the Voting Members each year.

Unless there has been lapse of at least three (3) years following completion of their last Board service as a Council Director or Director at Large, an individual shall not be eligible for election as a Council Director or Director at Large. Individuals who have served as Officers of the Society are not eligible for election as Directors at Large or Council Directors without a five (5) year break in elected Board service.

Council Directors shall be nominated by the Councils, one from each Council, and shall be submitted to the Selection Committee, and if qualified, shall be placed on the ballot. The number of Council Directors elected shall be equal to the number of Councils.

***Ex Officio* Directors** shall be those individuals then serving as the Chairperson of the Board, President, Vice President, Secretary/Treasurer, and Executive Director of the Society.

Directors at Large, Council Directors and *Ex Officio* Directors shall be entitled to vote, pursuant to the provisions of Article III, Section 2 as stated above, and they shall be counted for quorum purposes; however, the Executive Director shall not be counted for quorum purposes and shall not be entitled to vote on matters presented to the Board for a vote.

All Directors and nominees shall be Voting Members of the Society. Furthermore, newly elected Directors at the time of their election shall not be from the same subsidiary, agency, or institution as serving members of the Board.

The slate of the nominees for Directors shall be announced in the May issue of the official journal of the Society. Members may then submit additional names for Director nominees by written petition. The submitted petition must include documentation of the individual's compliance with the eligibility requirements for the position. For Directors, the petition must be signed by not less than two (2) percent of the Society's Voting Members, including at least five (5) Voting Members each from at least twenty (20) different Sections. By June 1, any petitions must be provided to the Chairperson of the Board, who will ensure that a compliance assessment with the petition requirements is performed.

At least forty-five (45) days prior to the third (3rd) Friday in August, a ballot shall be sent to each current Society Voting Member. The ballot shall include the Selection Committee slate, any qualified petitioner's name, and a space for a write-in candidate for each position. (Write-in candidates must meet the eligibility requirements specified for the position and their eligibility will be determined at the close of balloting if the vote warrants such). The return of the ballot must be received no later than the third (3rd) Friday in August.

For each class of elected Director, the eligible candidates receiving the highest number of votes for the open positions shall be designated as the elected individuals.

Section 3 – Removal of Directors; Vacancies

Any Director may be removed from office at any time for any cause deemed sufficient by the Board, by an affirmative vote of two-thirds (2/3) or more of the full number of Directors acting at a meeting of the Board. The procedure for the removal of a Director shall be as delineated in the Society's policies.

Vacancies on the Board caused by death, resignation, removal from office, or any other cause other than the expiration of a term (as defined in Section 2 of this Article) shall be filled by the Board through an affirmative vote of two-thirds (2/3) or more of the full number of Directors until the next annual election by the members of the Society for the remaining term.

Section 4 - Meetings

Meetings of the Board shall be held on such dates, times and locations as the Board or Chairperson shall determine; provided that there shall be at least two such meetings held each calendar year. Regular meetings shall be held at the principal offices of the Society or at such other place within or without the State of Ohio as the Board or the Chairperson shall determine.

Section 5 - Notice of Meetings

Written notice of each meeting shall be given to each member of the Board no less than five (5) nor more than ninety (90) days prior to such meetings. The notice will be provided though written or electronic means, and shall be deemed given when placed in the US Mail or transmitted electronically to the most recent address of the Board member as contained in the record of the Society.

Section 6 - Quorum

At least two-thirds (2/3) of the voting members of the Board must be present in person to constitute a quorum at all Board meetings.

Section 7 - Voting Rights of Directors

Each Director shall be entitled to one (1) vote upon any matter properly submitted to the Directors for their vote and no Director shall have veto power; however, the Executive Director shall not be entitled to vote. Notwithstanding any provision of the Ohio Nonprofit Corporation Law now or hereafter in force requiring the vote or consent of the Directors of the Society for the authorization or taking of any action, such action may be authorized or taken only by the affirmative vote or consent of a majority of the Directors present at a meeting at which a quorum is present, unless otherwise expressly required by law, the Articles of Incorporation, or these Bylaws.

Section 8 - Waiver of Notice

Notice of the time, place, and purposes of any meeting of the Board may be waived in writing either before or after the holding of the meeting. The attendance of any Board member at any such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting shall be deemed to be a waiver of notice of the meeting by the Board.

Section 9 - Voting by Mail or Electronic Means

Except as may be otherwise provided by law or by the Articles of Incorporation or Bylaws, the voting upon all matters required or permitted to be voted upon by the Board may be conducted by mail, electronic mail, telephone, or other means of electronic or telephonic transmission permitted by law, provided that any such mail, electronic mail, telephone call, or other means of electronic or telephonic transmission meets the requirements of authorized communication equipment as defined by applicable law.

Section 10 - Action Without a Meeting

Any action which may be authorized or taken at a meeting of the Board may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the directors who would be entitled to notice of a meeting for that purpose. Such writing or writings shall be filed with or entered upon the records of the Society and any transmission by authorized communication equipment that contains an affirmative vote or approval of the director shall constitute a signed writing for purposes of this Section 10. The date on which that transmission by authorized communications equipment is sent is the date on which the writing is signed. For purposes of these Bylaws, the term “authorized communication equipment” means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

Section 11 - Meetings by Means of Communication Equipment

Meetings of the Board can be held through the use of any authorized communications equipment, as defined by applicable law, if all persons participating can contemporaneously communicate with each other.

ARTICLE IV: OFFICERS

Section 1: Election and Designation of Officers

Each year, the Officers of the Society shall be elected by the membership of the Society and shall be the Chairperson of the Board, the President, the Vice President and the Secretary/Treasurer.

Section 2: Nomination Procedure; Time of Election

The Selection Committee shall propose a slate of candidates as nominees for the positions of Chairperson of the Board, President, Vice President, and Secretary/Treasurer. Secretary/Treasurer candidates shall submit an application addressing their qualifications including all specified eligibility requirements to the Selection Committee. All qualified Secretary/Treasurer candidates shall be included on the slate.

The slate of the nominees for the offices shall be announced in the May issue of the official journal of the Society. Members may then submit additional names for each office by written petition. The submitted petition must include documentation of the individual's compliance with the eligibility requirements for the position. For the offices of the Chairperson of the Board, President and Vice President, the petition must be signed by not less than five (5) percent of the Society's Voting Members, including at least ten (10) members each from at least ten (10) different Sections. For the office of Secretary/Treasurer, the petition must be signed by not less than two (2) percent of the Society's Voting Members, including at least five (5) members each from at least twenty (20) different Sections. By June 1, any petitions are to be forwarded to the Chairperson of the Board, who will ensure that a compliance assessment with the petition requirements is performed.

At least forty-five (45) days prior to the third (3rd) Friday in August, a ballot shall be sent to each current Society member. The ballot shall include the Selection Committee slate, any qualified petitioner's name, and a space for a write-in candidate for each position. (Write-in candidates must meet the eligibility requirements specified for the position and their eligibility will be determined at the close of balloting if the vote warrants such). The return of the ballot must be received no later than the third (3rd) Friday in August.

For each position, the candidate receiving the highest number of votes shall be designated as the elected individual.

Section 3: Term of Office; Vacancies

The terms of the Officers shall commence upon adjournment of the annual business meeting of the Society and shall be until the conclusion of the next annual business meeting, subject to earlier resignation, removal, death, or other inability to serve.

A vacancy in the position of Chairperson of the Board shall be filled by the President. A vacancy in the position of President shall be filled by the Vice President. A vacancy in the position of Vice President shall not be filled but the duties shall be assigned to the Secretary/Treasurer. A vacancy in the position of Secretary/Treasurer shall be filled through appointment by a majority vote of the Board.

Section 4: Eligibility; Duties

Officers shall be current members of ASNT and shall have been members of ASNT for at least ten (10) years and shall have at least five (5) years of ASNT national involvement and shall have been members of the Board for at least one (1) full term. The Chairperson of the Board shall have served as an Officer of the Society for at least one year immediately prior to that office. No individual shall be eligible for election to the same office for more than one term.

At the time of election there shall not be two (2) members of the Board from the same business interest (e.g. subsidiary, agency, or institution).

They shall perform their duties as legally required and as may be specified by the Board. The Chairperson of the Board shall preside at all Board and Executive Committee meetings and at all business meetings of the Society. In the absence of the Chairperson, the President, or the Vice President, or the Secretary/Treasurer shall preside in that order of precedence.

ARTICLE V: EXECUTIVE DIRECTOR

Section 1: General

The Board shall employ an Executive Director who shall direct the day to day operations and affairs of the Society. The Executive Director shall serve at the pleasure of the Board.

Section 2: Duties and Responsibilities

The Executive Director shall:

- Employ a staff and establish compensation for members of the staff.
- Direct all of the activities of the staff.
- Perform other duties as assigned by the Board in accordance with the Articles of Incorporation and the Bylaws of the Society.

ARTICLE VI: COMMITTEES

Section 1: Formation of Committees; Power of Committees

The Board may form committees comprised of a portion of its members. These committees shall serve at the pleasure of the Board and shall have such authority and perform such duties as may be determined by the Board. Any committee of the Board may act by a majority of its members, and any act or authorization of any act by a committee of the Board within the authority delegated to it shall be as effective for all purposes as the act or authorization of the full Board.

The Board may also form committees whose membership is not exclusive to, or necessarily inclusive of, Board members. These committees shall also serve at the pleasure of the Board and perform such duties as may be determined by the Board. These committees are not, however, empowered to act on behalf of the Board.

When forming or modifying a committee, other than those specifically identified in these Bylaws, the Board shall designate the purpose of the committee, the rules governing the committee's operation and the qualifications for membership on the committee. The Board shall delegate to such committees those powers necessary for the fulfillment of their assigned functions. Each committee serves at the pleasure of the Board and is subject to the control and direction of the Board at all times.

Section 2: Executive Committee

The Executive Committee shall consist of the following voting members: Chairperson of the Board, President, Vice President, Secretary/Treasurer, and the Executive Director (without vote).

When the Board is not in session, the Executive Committee shall exercise all of the general powers of the Board except the power to fill vacancies on the Board and amend Board policies.

The Chairperson of the Board shall preside at meetings of the Executive Committee. In the absence of the Chairperson, the President shall preside.

A majority of the voting members of the Executive Committee, including either the Chairperson or the President, must be present to constitute a quorum. Action of the Executive Committee on any matter shall be determined by the concurrence of a majority of the voting members present.

Section 3: Selection Committee

The Board shall appoint a Selection Committee which shall be responsible for nominating a slate of candidates for ASNT Director and Officer positions.

The committee shall consist of the following members:

- The three (3) most recent living past presidents, with the most senior present serving as chair.
- Four (4) members at large selected by the Section Operations Council (SOC). These members shall serve for a term of one (1) year and may not serve again until at least two (2) years have passed.

The committee may not include the following as members:

- Individuals who are running for positions on the slate of candidates.
- Individuals who have received compensation from ASNT within the prior 12 months in excess of $1,000.

The Selection Committee shall submit at the Spring Board meeting its slate of candidates to the Chairperson of the Board for approval by the Board of Directors. If the Board of Directors does not accept the slate as proposed by the Selection Committee, the Selection Committee shall reconvene and submit an alternate slate.

Section 4: Operations Committee

The Operations Committee shall consist of the following voting members: Chairperson of the Board, President, Vice President, Secretary/Treasurer, Council Chairs and the Executive Director. The Operations Committee shall report to the Board on assigned activities as defined in policies.

Section 5: Voting by Mail or Electronic Means

Except as may be otherwise provided by law or by the Articles of Incorporation or Bylaws, the voting upon all matters required or permitted to be voted upon by the Committee may be conducted by mail, electronic mail, telephone, or other means of electronic or telephonic transmission permitted by law, provided that any such mail, electronic mail, telephone call, or other means of electronic or telephonic transmission meets the requirements of authorized communication equipment as defined by applicable law.

Section 6: Voting by Proxy

Committee members may vote by proxy on a specific issue, unless otherwise limited, provided the proxy vote is:

- authorized in writing by the member or by a duly authorized attorney-in-fact;
- a clear statement of the member's stance on the issue (in favor of, against, or abstention) and the casting of the proxy vote is as stated;
- used to establish the number of votes cast, but is not used to establish a quorum; and
- valid, being no more than thirty (30) days from the date of execution.

Only the chairperson shall be permitted to cast more than one proxy on a single ballot.

Section 7: Action without a Meeting

With the exception of the Executive Committee, any action which may be authorized or taken at a meeting of a committee may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing signed by, not less than a majority of the full number of the voting members of the committee. For the Executive Committee, any action which may be authorized or taken at a meeting of a committee may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing signed by the full number of the voting members of the committee.

Section 8: Meetings by Means of Communication Equipment

Meetings of committees can be held through the use of any authorized communications equipment, as defined by applicable law, if all persons participating can contemporaneously communicate with each other.

Section 9: Attendance at Meetings

Committee meetings are open to the membership of the Society except as specified herein or as designated by the Board. Attendance at meetings addressing confidential business, investigative, or personnel matters may be restricted to committee members.

ARTICLE VII: COUNCILS

Section 1: Formation of Councils; Power of Councils

Councils may be formed and dissolved by the Board to fulfill the purposes of the Society as stated in the Articles of Incorporation. Councils shall have Rules of Conduct subject to the approval of the Board that define their purpose, scope, authority and responsibility, qualifications for membership, organizational structure, election procedures, and manner of conducting business. The Board shall authorize Councils to have those powers necessary for the fulfillment of their assigned functions. Each Council serves at the pleasure of the Board and is subject to the control and direction of the Board at all times.

ARTICLE VIII: SECTIONS

Section 1 - Formation of Sections; Power of Sections

The Board may establish Sections as deemed necessary or desirable to carry out within a specified area the purposes of the Society as stated in the Articles of Incorporation. The policies and procedures governing the operations and activities of the Sections shall be as delineated in the Society's policies; provided, however, that the Section shall at all times be subject to the authority of the Board.

Section 2 - Issuance of Charter

The Board shall grant charters to authorized Sections, which charter shall provide the Section the authority to carry on the work of the Society within its designated area.

Section 3 - Revocation of Charter

The charter of any Section may be revoked by the affirmative vote of two-thirds (2/3) of the voting members of the Board. Upon revocation of a Section's charter, the affairs of such Section shall be closed under the supervision of the Executive Director, and all funds or other priority remaining after payment of the Section's debts and obligations shall be transferred to the Society.

ARTICLE IX: INDEMNIFICATION

The Society shall indemnify all of its Directors and Officers, the Executive Director, the staff of the Society, former Directors and Officers, and any other person who is a party, or is threatened to be made a party, to any threatened, pending or completed civil, criminal, administrative, or investigative action, suit or proceedings, including all appeals (other than an action, suit, or proceeding by or in the right of the Society), by reason of the fact that he or she is or was a Director, Officer, Executive Director, or staff member of the Society, against

expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and necessarily incurred by him or her in connection with the action, suit, or proceeding, unless it is proved by clear and convincing evidence in a court of competent jurisdiction, or such settlement agreement is predicated on an admission, that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Society or undertaken with reckless disregard for the best interests of the Society and that, with respect to any criminal action or proceeding, he or she had reasonable cause to believe that his or her conduct was unlawful; the termination of any action, suit, or proceeding by judgment, order, settlement or conviction, or upon a plea of *nolo contendre* (neither admits nor denies) or its equivalent, shall not, of itself, constitute such proof.

ARTICLE X: AMENDMENTS

Section 1 - Exclusive Procedure

These Bylaws of the Society may be amended, or new bylaws may be adopted, only as provided in this Article X.

Section 2 - Proposing Amendments

Members of the Society shall have the right to propose amendments to these Bylaws, or to recommend the adoption of new Bylaws, by submitting petitions to the Board which contain the substance of such proposed amendments or new Bylaws. Upon receipt of a petition signed by not less than one percent (1%) of the Voting Members, which percentage must include at least ten (10) members from each of at least five (5) different Sections, the Board shall submit the proposed amendments or new Bylaws contained in said petition to the Voting Members for consideration.

The Board may propose amendments to these Bylaws, or recommend the adoption of new Bylaws, by the affirmative vote of two-thirds (2/3) of the voting members of the Board. Upon approval by the Board, such proposed amendments or new Bylaws shall be presented to the Voting Members for consideration.

At the discretion of the Board, editorial changes to amendments or new Bylaws proposed by the members may be made by the affirmative vote of two-thirds (2/3) of the voting members of the Board.

Section 3 - Notice

Notice of the proposed amendments or new Bylaws shall be published in the official journal of the Society at least sixty (60) calendar days prior to the date of the meeting of the members at which the proposed amendments or new Bylaws are to be considered by the Voting Members. Such notice shall include a full printing of the proposed amendments or new bylaws.

Section 4 - Adoption

After publication, proposed amendments to the Bylaws shall be submitted to the membership as a motion at a designated business meeting of the Society. Members shall be authorized to vote either in person or by letter ballot received at ASNT Headquarters at least fifteen (15) days prior to the designated meeting. Amendments shall be adopted upon the affirmative vote of at least two-thirds (2/3) of the votes cast.

Section 5 - Effective Date

Amendments to these Bylaws, or new Bylaws, shall take effect upon adoption by the Voting Members as provided herein, unless such amendment stipulates an effective date, in which case that amendment shall become effective on the date stipulated.

ARTICLE XI: MISCELLANEOUS

Section 1 - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with the Ohio Nonprofit Corporation Law, the Articles of Incorporation, these Bylaws or any other rules of order which the Society may from time to time adopt.

Section 2 - Membership Book

The Secretary/Treasurer of the Society shall keep or cause to be kept a membership book as required by law separately identifying the names, addresses, telephone numbers, facsimile numbers, and/or electronic mail addresses of the Voting Members and Nonvoting Members.

Section 3 - Fiscal Year

The Society's fiscal year shall be determined by the Board.

Section 4 - Articles of Incorporation Control

In case any provision of these Bylaws shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.