

**CAROLINAS AIR POLLUTION CONTROL ASSOCIATION
AMENDED AND RESTATED BY-LAWS**

ARTICLE I

MANAGEMENT

SECTION 1. – BOARD OF DIRECTORS

The general management and control of the organization, its properties and affairs will be managed by a Board of Directors.

SECTION 2. – TERM OF OFFICE

A member of the Board of Directors other than the outgoing President shall be elected for a term of two years. A director shall be eligible for re-election after a period of one year following his/her prior tenure.

SECTION 3. – COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors shall consist of nine members. Ex-officio members shall include President, Vice-President, Secretary, Treasurer of the organization. In addition, four members shall be elected from the general membership, two each year for two year terms, as described in Section 2. The outgoing President will serve as a director for one year following his/her tenure as President. Any vacancy in the Board of Directors may be filled from the membership by a majority vote of the remaining Board members and a person so appointed to fill the vacancy shall serve until the next regular meeting of the membership.

SECTION 4. – METHOD OF ELECTION

The two members who are elected from the general membership shall be those acquiring the largest number of votes of all who are running for membership on the Board of Directors.

SECTION 5. – ANNUAL AUDIT

An annual audit of the financial records of the organization shall be conducted under supervision of the Treasurer with input from any Finance Committee established by the Board. The audit shall be performed as soon as reasonably practical after the close of each business year, and the results of the audit shall be available as soon as reasonably practical after its completion and review by the Board.

ARTICLE II

OFFICERS

SECTION 1. – NUMBER OF OFFICERS

The Carolinas Air Pollution Control Association shall have a President, Vice-President, Secretary and Treasurer.

SECTION 2. – TERM OF OFFICE

Each Officer shall serve a term of one year commencing on January 1 following his/her election and, except for the Treasurer, shall not be eligible to succeed himself/herself. The Treasurer may succeed himself/herself if duly elected in accordance with Section 3. If recommended by the Board and approved in accordance with Section 3, the term of the Treasurer may be three years in order to provide continuity in the financial affairs of the organization.

SECTION 3. – METHOD OF ELECTION

The Officers shall be elected by a majority of votes cast at any regular or special meeting called for the purpose of conducting business of the organization. In the event of a vacancy in an officer position, the Board of Directors may fill the vacancy by majority vote and the person so appointed shall serve until the next regular meeting of the organization.

SECTION 4. – DUTIES OF THE OFFICERS AND APPOINTEES

The Officers acting as Members of the Board of Directors shall help direct the management and control of the organization, its properties and affairs, except such as are expressly reserved to the general membership.

SUBSECTION A. – President

The President is to be Chairman of the Board of Directors and meetings of the general membership. The President shall have no vote on matters brought before the Board of Directors, except in the case of a tie vote. The President shall be the Chief Executive Officer of the organization with responsibilities and authority commensurate with and customary to such a position, consistent with policies established by the Board of Directors and the powers reserved unto the membership.

SUBSECTION B. – Vice President

The Vice-President shall perform such duties as may be assigned to him/her by the President. In case of the absence of the President, he/she shall be vested of all powers and perform all duties of the President.

SUBSECTION C. – Secretary

The Secretary shall keep a record of the minutes of all meetings and any other duties assigned to him/her by the President.

SUBSECTION D. – Treasurer

The Treasurer shall receive and disburse all funds at the discretion of the Board of Directors and shall keep accurate detailed records of all receipts and disbursements, which records shall at all times be subject to inspection by any member of the organization. The Treasurer shall be responsible for all bank accounts of the organization and shall be responsible for the audit of the organization's financial affairs as provided in Section 5. Consistent with policies and directives of the Board of Directors, the Treasurer shall supervise any staff of the organization or engage outside services in order to carry out his/her responsibilities.

ARTICLE III

MEETINGS

SECTION 1. – REGULAR MEETINGS

The meetings of the Carolinas Air Pollution Control Association shall be held two times per year at a place to be determined by a committee appointed by the Board of Directors of the organization.

SECTION 2. – SPECIAL MEETINGS

A special meeting of the organization may be called at any time by the President and two other officers or by a majority of the members of the organization.

ARTICLE IV

CONDITIONS TO TRANSACT BUSINESS OF THE ORGANIZATION

SECTION 1. – VOTING ON BUSINESS

Any and all issues brought before the membership present at all regular meetings or any special meeting may be acted on and passed by a majority of those members present.

SECTION 2. – NUMBER REQUIRED TO CARRY ON BUSINESS

Those members in attendance at any officially called meeting shall constitute a quorum, which has the power and authority to carry out any and all business of the organization.

SECTION 3. – MODIFICATION OF BY-LAWS

Any modification of the officially adopted by-laws of the organization can only be accomplished by a two-thirds majority of the total membership of the organization. This vote may be at any regular or special meeting of the organization or by correspondence through the issuance of ballots via letter or other written forms of communication or by electronic means as may be established by the Board of Directors after thirty days notice to the membership.

ARTICLE V

MEMBERSHIP

SECTION 1. – QUALIFICATIONS FOR MEMBERSHIP

Any and all persons working in the field of or having interest in Air Pollution Control shall be eligible for membership in the organization. Membership may be obtained by submitting an application for membership and payment of membership fee.

SECTION 2. – PRIVILEGES OF MEMBERSHIP

Any person duly elected as a member of the organization shall have all privileges and rights and be qualified to vote and express opinion on any or all functions of the organization.

SECTION 3. – FEES

The annual membership fee may be changed, upon recommendation of the Board of Directors by a majority vote of the members present at a regularly scheduled business meeting of the organization, provided written notice of the recommended fee change is given to the membership at least two weeks prior to the scheduled meeting. Upon proper approval, the new membership fee will become effective for the follow calendar year. The designated fee is due and payable prior to or during the Spring Meeting each year. Failure to pay results in the member's being dropped from the membership list of the organization. Full time students enrolled in educational institutions above the secondary level shall be exempted from this fee. In lieu of the fee each student shall submit a letter each year certifying his/her student status and expressing his/her desire to be a member.

ARTICLE VI

COMMITTEES

SECTION 1. – FORMATION OF COMMITTEES

From time to time the Board of Directors of the organization shall form standing or temporary committees for the purpose of organizing and carrying out the functions of the organization. These standing

committees shall include, but not be limited to committees for membership, finance, nominations, legislation and programs.

SECTION 2. – POWER OF COMMITTEES

The committees shall have such power as are delegated to them by the Board of Directors in order to carry out any particular function of the committee.

SECTION 3. – LIMITATION OF COMMITTEES

Any and all actions of committees is subject to approval of the Board of Directors of the organization. A majority rule of the Board of Directors or a majority vote of the members present at any regular or special meeting can reverse any decision set forth by any committee.