

BYLAWS
OF
NORTH AMERICAN SOCIETY FOR TRENCHLESS TECHNOLOGY

ARTICLE I

OFFICES AND CHAPTERS

SECTION 1. REGISTERED OFFICE. The registered office of the North American Society for Trenchless Technology (hereinafter “NASTT”) shall be in the State of Illinois. NASTT may have such other offices, either within or without the State of Illinois, as the Board of Directors may, from time to time, determine.

SECTION 2. REGIONAL CHAPTERS. Regional Chapters may be established by granting a non-exclusive charter to be a chapter of NASTT through a Regional Chapter Affiliation Agreement entered into by NASTT and the Regional Chapter. The Regional Chapter Affiliation Agreement shall govern the terms and conditions of such grant and affiliation.

SECTION 3. STUDENT CHAPTERS. Student Chapters at accredited educational institutions may be established by granting a non-exclusive charter to be a chapter of NASTT through a Student Chapter Affiliation Agreement entered into by NASTT and the Student Chapter. The Student Chapter Affiliation Agreement shall govern the terms and condition of such grant and affiliation.

SECTION 4. GEOGRAPHICAL SCOPE. The scope of NASTT’s representation and interests is limited to the states and territories of the United States of America, all provinces and territories of Canada and all states and territories of Mexico. Regional and Student Chapters, Members, Directors, Officers and Committee Members must all reside within the geographical scope of NASTT. An International Individual associated membership is permitted on a limited basis as stated in Article III, Section 1.4.

ARTICLE II

MISSION, VISION AND PURPOSE

SECTION 1. MISSION. The mission of NASTT is to continuously improve infrastructure management through Trenchless Technology.

SECTION 2. VISION. The vision of NASTT is to be the premier resource for knowledge and education in Trenchless Technology.

SECTION 3. PURPOSE. The purpose of NASTT shall be to advance the science and practice of Trenchless Technology for the public benefit, to promote and conduct education training, study and research in said science and practice for the public benefit, and to make available information thereof to all interested and concerned parties.

ARTICLE III

MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP. NASTT shall have seven (7) classes of members.

- 1.1 Business Corporations. A membership allowing up to six (6) individuals to represent a business corporation. Each individual representing the business corporation shall have one (1) vote. Additional individuals, with voting rights, may be added to the membership at an additional fee per individual. Dues are applicable as approved by the Board of Directors.
- 1.2 Governmental/Utility/Educational Institution. A membership allowing up to four (4) individuals to represent a state, provincial, federal, municipal or government agency, a public utility, a private or public educational institution. Each individual representing the governmental/utility/educational institution shall have one (1) vote. Additional individuals, with voting rights, may be added to the membership at an additional fee per individual. Dues are applicable as approved by the Board of Directors.
- 1.3 Individual. An individual membership available to all persons lawful and permanently residing in the United States of America, Canada or Mexico. An individual member shall have one (1) vote. Dues are applicable as approved by the Board of Directors.
- 1.4 International Individual. An international individual associated membership available to any non-resident of the United States of America, Canada or Mexico as part of the Society's educational outreach program. Business Corporations and Governmental/Utility/Educational Institution memberships shall not be offered. An international individual associated member shall have no voting rights within the Society or the Regional Chapters and may not hold an elected office in the Society or with a Regional Chapter. Dues are applicable as approved by the Board of Directors.
- 1.5 Student - Affiliated. An individual membership available to any person lawfully residing in the United States of America, Canada or Mexico who is either a full-time student currently enrolled in a full-time program of an accredited educational institution, or enrolled in a recognized apprentice program and is an acknowledged member of an NASTT Student Chapter. An affiliated student member shall have voting rights within the Student Chapter only. This is a complimentary membership and no dues are required.
- 1.6 Student – Non-Affiliated. An individual membership available to any person lawfully residing in the United States of America, Canada or Mexico who is either a full-time student currently enrolled in a full-time program of an accredited educational institution, or enrolled in a recognized apprentice program and is not

affiliated with an NASTT Student Chapter. A non-affiliated student member shall have no voting rights. Dues are applicable as approved by the Board of Directors.

- 1.7 Retiree. A retiree membership available to an individual who has retired from gainful employment, who is fifty-five (55) years of age or more, and who has been an active member of NASTT for five (5) consecutive years or more prior to retirement. A retiree member shall have one (1) vote. Dues are applicable as approved by the Board of Directors.

SECTION 2. QUALIFICATIONS. Any person or entity that pays dues, agrees to be bound by the Certificate of Incorporation of NASTT, by these Bylaws, and by such rules and regulations as the Directors may, from time to time adopt, is eligible for membership in NASTT. Proof of membership class can be requested by the Society at any time.

SECTION 3. MEMBERSHIP. Membership in NASTT begins at the time that payment in full is received and processed by the administration of the Society. No more than one (1) membership may be held by any one (1) person. The Directors shall, from time to time, prescribe the form and manner in which application may be made for membership and the rules and regulations which a member must agree with in order to maintain membership with NASTT including dues that must be paid.

SECTION 4. PROPERTY RIGHTS. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of NASTT, nor shall any of such property or assets be distributed to any member on its dissolution or winding up.

SECTION 5. TRANSFER, TERMINATION, AND REINSTATEMENT. Membership in NASTT is nontransferable. If a member desires to change their membership class, the member must apply for a new membership and meet the requirements of that membership class. Membership shall terminate on the death of a member or on a member's failure to pay dues to NASTT, or upon revocation if the Board of Directors determines that the conduct of the member is in breach of qualifications in Section 2 or for any other reason where the conduct of the member is determined to be detrimental to NASTT. A member may resign at any time upon written notice. A member whose membership has been terminated or resigns will not be entitled to a refund of dues. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership. Any reinstatement of membership shall not be made unless all debts to NASTT have been paid.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. An Annual Meeting of the members of NASTT may be held on a date and at a place to be fixed by the Board of Directors, and noticed to all members by the Secretary of NASTT.

SECTION 2. SPECIAL MEETINGS. Special meetings of the membership may be called by the Chair or the Board of Directors.

SECTION 3. NOTICE OF MEETINGS. Written, printed or electronic notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than twenty (20) nor more than sixty (60) days before the date of such meeting, by or at the direction of the Chair, Secretary, or such Officers or the majority of the Board of Directors calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

SECTION 4. QUORUM. Members holding one-tenth (1/10) of the votes entitled to be cast on a matter, represented in person, shall constitute a quorum for consideration of such matter at a meeting of members; but if a lesser number are present, they may adjourn the meeting without further notice.

SECTION 5. PARTICIPATION. Members entitled to vote may participate in and act at any meeting through presence in person, electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Non-members may not be present or participate in a meeting of the members unless invited by the Board of Directors through an invitation extended by the Chair.

SECTION 6. INFORMAL ACTION. Any action to be taken at any annual or special meeting of the members may be taken by ballot without a meeting as long as the ballot is presented in writing and sent by mail, email, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action. The proposed action must receive approval by a majority of the members casting votes, or a larger number of members as may be required by law. The number of members casting votes must also constitute a quorum, as if such action had been taken at a meeting. Voting will remain open for not less than twenty (20) days from the date the ballot is delivered to members. Such information action shall become effective upon notice in writing of the proposed action delivered to all members entitled to vote at least five (5) days prior to the effective date of such informal action.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The Directors of NASTT shall constitute its governing Board and have such powers and authority as shall be conferred upon them by the Certificate of Incorporation, the Bylaws and the statutes of Illinois under which NASTT is organized. The management and affairs of NASTT shall be vested in the Board of Directors, which shall have supervision, control and direction of the affairs of NASTT, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and shall have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and

regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

SECTION 2. NUMBER, TERM OF OFFICE AND QUALIFICATIONS. The number, term of office and qualifications for Directors shall be as follows:

- 2.1 Number. The number of Directors of NASTT shall be not less than sixteen (16) and no more than twenty (20), except as set from time to time solely by resolution of the Board of Directors acting by not less than a majority of the Directors then in office. An Immediate Past Chair will not count towards the number of Directors.
- 2.2 Terms. Board of Directors shall be elected for two (2) or three (3) year terms, for a maximum of six (6) consecutive years. The six (6) years must be consecutive, except in the case of a resignation and re-election approved by the Board of Directors described in Section 2.4. In the case of an approved resignation and re-election; or, in the case of filling a vacancy; or, in the case the Vice Chair becomes Chair with only one year left in the Vice Chair's maximum six (6) years, a Director may be re-elected to serve on the Board of Directors for more than the maximum six (6) years. Directors shall hold office until their term expires and their successor is elected and is qualified, or until their earlier death, resignation, removal or disqualification. If a Director serves as Chair during the last year of his/her term, the Director will remain on the Board one (1) more year as Immediate Past Chair. Directors shall assume office on the 1st of January following election.
- 2.3 Qualifications. Directors must be members of NASTT, representing public utilities, professional engineers, contractors, municipalities/government agencies, manufacturers, suppliers, and educators/researchers. Directors must be in good standing as a member of NASTT. Directors are expected to attend all of the meetings of the Board of Directors, unless such absence is excused by the Directors.
- 2.4 Restrictions on Re-election. A Director who has served as the Chair may not be re-elected to the Board of Directors. A Director who has resigned from the Board of Directors prior to the end of a term may not be re-elected unless there is an affirmative vote of two-thirds (2/3) of the Board of Directors present and voting at the time of the resignation or thereafter that the Director is eligible for re-election.

SECTION 3. NOMINATIONS AND ELECTIONS. The Board of Directors shall appoint a Nominating Committee to nominate Directors to be elected. The Nominating Committee shall consist of the five (5) members of NASTT: the Chair; two (2) members of the Board of Directors, and two (2) non-members of the Board of Directors. It shall be the duty of the Nominating Committee to nominate individuals to the Board of Directors that will represent the agencies, services and organizations described in Section 2.3 above. Additional members may be nominated for the Board of Directors by write-in on a nominations letter or electronic ballot. The nominees receiving the largest number of votes shall be elected. Directors shall be selected by the members by letter or electronic ballot, the timing being such that the results of the voting shall be determined no later than the first day of the year (January 1) in which the Directors are to serve.

SECTION 4. VACANCIES. Whenever a vacancy shall occur in those elected or appointed members of the Board, the remaining Directors may, by the affirmative vote of a majority of the remaining Directors, elect a Director to fill such vacancy. Any Director so elected shall serve for the unexpired term of its predecessor.

SECTION 5. REMOVAL OF DIRECTORS. A Director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the Board of Directors present and voting in a special meeting called for that purpose to remove one (1) or more Directors named in a written notice delivered to all of the Directors. Only the named Director or Directors may be removed at such meeting.

SECTION 6. RESIGNATION. A Director may resign at any time by giving written notice to the Chair of NASTT. The resignation shall be effective without acceptance when the notice is given to NASTT, unless a later effective time is specified in the notice.

SECTION 7. MEETINGS AND QUORUM.

- 7.1 Annual Meeting. The annual meeting may be held at such time and place, either within or without the State of Illinois, as may be designated from time to time by the Board of Directors for transacting such other business as may come properly before the meeting.
- 7.2 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place, either within or without the State of Illinois, as may be designated from time to time by the Board of Directors. The Board of Directors shall hold at least three (3) regular meetings per year.
- 7.3 Special Meetings. Special meetings of the Board of Directors may be held at any time or place whenever called by the Chair of the Board, or by any two (2) Officers upon at least three (3) days' notice.
- 7.4 Quorum. At each meeting of the Board of Directors, a majority of the Directors shall constitute a quorum; but if less than a majority of the Directors are participating at said meeting, a majority of the Directors present may adjourn the meeting without further notice.
- 7.5 Non-Directors. Non-Directors may not be present or participate in a meeting of the Directors unless invited by the Board of Directors to attend the meeting by invitation extended by the Chair.

SECTION 8. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors, unless a greater act is required by law or by these Bylaws. All meetings of the Board of Directors shall be governed by *Robert's Rules of Order*, except as those *Rules* are inconsistent with these Bylaws, with the Certificate of Incorporation of NASTT or with applicable law.

SECTION 9. NOTICES. Notice of any meeting of the Board of Directors stating the time, place and purpose thereof shall be given by the Secretary to each Director at least twenty (20) days before the meeting. Notice may be communicated (i) by electronic communication unless a particular Director specifies in writing that notice in the form of electronic communication is not acceptable for that Director, (ii) in person, or (iii) by United States mail. Any Director may waive notice of a meeting before, at, or after the meeting, in writing or by attendance. Any Director who waives notice of a meeting and attends such meeting shall be counted for purposes of determining whether a quorum is present. Attendance at a meeting is deemed a waiver unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, and the Director does not participate in the consideration of the item at that meeting.

SECTION 10. PARTICIPATION IN MEETINGS VIA REMOTE COMMUNICATION. A Director may participate in a meeting by means of conference telephone or by such other means of remote communication through which that Director, other Directors so participating, and all Directors physically present at the meeting may hear and participate with each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

SECTION 11. MEETINGS SOLELY BY MEANS OF REMOTE COMMUNICATION. Any meeting among Directors may be conducted solely by one (1) or more means of remote communication through which all of the Directors may participate in the meeting, if the same notice is given of the meeting required by Section 9, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

SECTION 12. ADJOURNED MEETINGS. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 13. VOTING. Only Directors present at the meeting may vote. Each Director shall be entitled to only one (1) vote on any matter brought before any meeting of the Board of Directors. A majority vote of the Directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law, the Articles of Incorporation or these Bylaws. A Director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A Director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the Director votes against the action or is prohibited from voting on the action. An Immediate Past Chair shall have no vote.

SECTION 14. ACTIONS WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. The written action shall be effective when signed by the required number of Directors, unless a different effective time is provided in the written action, and all

Directors shall be notified immediately of its text and effective date. Failure to provide such notice shall not invalidate the written action.

SECTION 15. LIABILITY OF DIRECTORS/INDEMNIFICATION. Directors shall not be personally liable for its debts, liabilities or other obligations. Directors shall be indemnified by NASTT as required by law.

ARTICLE VI

OFFICERS

SECTION 1. OFFICERS. The Officers of NASTT shall be the Chair, Vice Chair, Secretary and Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. The Board of the Directors may elect or appoint such other Officers to have the authority and perform the duties prescribed by the Board of Directors. A Student Member may not hold an office in NASTT.

SECTION 2. ELECTION AND TERM OF OFFICE. Only elected Directors are qualified to serve as Officers of NASTT. Officers shall be selected by the Chair and then elected by the Board of Directors by letter or electronic ballot or by teleconference, the timing being such that the results of the voting shall be determined no later than the first day of the year (January 1) in which the Officers are to serve. Officers shall serve for a term of one (1) year or until their successors shall be duly elected, unless they resign, are removed, or are otherwise unable to fulfill their term. Each Officer shall serve one (1) term, with the exception of the Chair and Vice Chair. The Chair and Vice Chair may serve one (1) additional year at the discretion of the Board of Directors in order to fulfill the succession obligations, as provided for in Section 6 of this Article VI.

SECTION 3. REMOVAL. Any Officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the Board of Directors present and voting in a special meeting called for that purpose to remove one (1) or more Officers named in a written notice delivered to all of the Directors. Only the named Officer or Officers may be removed at such meeting.

SECTION 4. VACANCIES. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. CHAIR. The Chair shall be the principal Executive Officer of NASTT and shall in general supervise and control all of the business affairs of NASTT. The Chair shall preside at all meetings of the members and of the Board of Directors. The Chair may sign, with the Secretary or any other proper Officer of NASTT authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of NASTT; and in general, the Chair shall perform all duties incident to the Office of Chair and such other duties as may be prescribed by the Board of Directors. The Chair shall represent NASTT on the

International Society Trenchless Technology (ISTT) Board of Directors as NASTT's International Representative and shall serve as a liaison between NASTT and ISTT.

SECTION 6. VICE CHAIR. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as may be assigned by the Chair or by the Board of Directors. Upon expiration of the Chair's position, the Vice Chair shall automatically succeed to the office of Chair.

SECTION 7. IMMEDIATE PAST CHAIR. The Immediate Past Chair shall perform such duties as may be assigned by the Chair or by the Board of Directors in an advisory role and shall attend the meetings of the Officers and Board of Directors, as requested, as an honorary officer. The Immediate Past Chair has no vote.

SECTION 8. TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of NASTT, receive and give receipts for monies due and payable to NASTT from any source whatsoever, and deposit all such monies in the name of NASTT in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The duties of the Treasurer may be assigned by the Board of Directors, in whole or in part, to the Executive Director.

SECTION 9. SECRETARY. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of NASTT's records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or the Board of Directors. The duties of the Secretary may be assigned by the Board of Directors, in whole or in part, to the Executive Director.

SECTION 10. EXECUTIVE DIRECTOR. The ministerial, administrative and day-to-day operations of NASTT, the implementation of the policies and directives established by the Board of Directors and the Officers of NASTT, and such other duties as may be specified by the Board of Directors shall be performed by the Executive Director. The Executive Director shall be appointed by the Board of Directors and report directly to the Chair. The Executive Director shall be an ex-officio member of the Board of Directors, but without the right to vote. The Executive Director shall direct all staff activities.

- 10.1 Employment of Staff and Outside Consultants. The Executive Director may employ and may terminate the employment of staff assisting the Executive Director in carrying out the work of NASTT. The Executive Director, within the confines of the annual budget approved by the Board of Directors, may retain or employ outside consultants, including legal and financial or other administrative advisors under contract to assist him or her in the performance of his or her duties and

responsibilities. The Executive Director is responsible for supervising such persons or entities under the terms of such contract.

- 10.2 Annual Budget. The Executive Director may act as and carry out the duties of the Secretary and Treasurer of NASTT. The Executive Director shall prepare, with the advice of the Treasurer and the Finance Committee, an annual budget for approval by the Board of Directors.

ARTICLE VII

COMMITTEES

SECTION 1. MEMBERSHIP. The Board of Directors, by resolution adopted by a majority of the Directors in office, may establish committees having the authority of the Board of Directors in the management of the business of NASTT to the extent provided by resolution. A committee shall consist of two (2) or more Directors and all committee members shall serve at the pleasure of the Board of Directors. One (1) member of each committee shall be appointed chairperson by the Chair. Committees shall be subject at all times to the direction and control of the Board of Directors and the support of the Executive Director.

SECTION 2. MEETINGS. The committee by majority vote of its members shall determine the time and place of meetings and the notice required thereof. A committee may act by unanimous consent in writing without a meeting. Action may be taken by a committee the same as allowed for under these Bylaws by the Directors including by means of remote communication or action without a meeting. Non-committee members may not be present or participate in a meeting of a committee unless invited by the Board of Directors through an invitation extended by the Chair.

SECTION 3. QUORUM. A majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may exercise the authority of the Board of Directors to the extent or under direction provided for by resolution of the Board of Directors and which is not otherwise prohibited under statute or law.

ARTICLE VIII

CONTRACTS, CHECKS AND DEPOSITS, COMPENSATION FOR SERVICES

SECTION 1. CONTRACTS. The Board of Directors may authorize the Executive Director or any Officer or Officers, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NASTT and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of NASTT shall be signed by the Executive Director or such Officer or Officers, agents of NASTT and in such manner as shall be determined by the Board of Directors. In the absence of such determination by the Board of

Directors, such instruments shall be signed by the Vice Chair and countersigned by the Chair of NASTT.

SECTION 3. DEPOSITS. All funds of NASTT shall be deposited to the credit of NASTT in such banks, trust companies or their depositories as the Board of Directors may authorize the Executive Director and upon the Executive Director's direction and advice.

SECTION 4. COMPENSATION/REIMBURSEMENT OF EXPENSES. The Directors, Officers and Committee Members shall not receive compensation for their services or reimbursement of expenses, but for resolution of the Board of Directors by the concurring vote of not less than a majority of the Directors in attendance at the meeting. Nothing herein contained shall be construed to preclude any Director, Officer or Committee Member from serving NASTT in any other capacity and receiving compensation for the fair and reasonable value of the services rendered.

ARTICLE IX

BOOKS AND RECORDS

SECTION 1. BOOKS AND RECORDS. NASTT shall keep at its office(s), correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and Committees, if any, having any of the authority of the Board of Directors, and shall keep at such office a list or record containing the names and addresses of all Members. Such books and records of NASTT may be inspected by any Directors, Member of the agent or attorney of either, or any proper person, at any reasonable time in accordance with the laws of the State of Illinois.

ARTICLE X

AMENDMENTS

SECTION 1. AMENDMENTS. These Bylaws may be amended, repealed, or added to, or new Bylaws may be adopted by the Board of Directors by resolution setting forth the amendment subject to the limitations of the Certificate of Incorporation, these Bylaws, and the Illinois Not For Profit Corporation Act concerning corporate action that must be authorized or approved by the members of NASTT.

ARTICLE XI

STANDARDS OF CARE

SECTION 1. DUTY OF GOOD FAITH AND CONDUCT. It is the responsibility of each Director, Officer and Committee Member to discharge their duties as a Director, Officer or Committee Member in good faith and conduct, in a manner the person reasonably believes to be in the best interests of NASTT, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Directors, Officers and Committee Members shall at

all times abide by the terms and conditions of any policies and rules governing directors, officers and Committee Members of NASTT.

SECTION 2. CONFLICTS OF INTEREST; MATERIAL FINANCIAL INTEREST. If a transaction is authorized, approved or ratified, the fact that one (1) or more Interested Persons has a material financial interest in the transaction, is not grounds for invalidating the transaction because the Interested Persons are parties to the transaction, even if the Interested Persons are present at the meeting of the Board of Directors or a committee at which the transaction is authorized, approved or ratified if: (i) the material facts as to the contract or transaction and as to the Interested Persons' interests or relationship were disclosed or known to the Board of Directors or committee; and, (ii) the Board or committee authorized, approved or ratified the transaction in good faith by a majority of the Board of Directors or committee without the interested Director or Directors voting on the matter.

- 2.1 Definition of Interested Persons. NASTT's Directors, Officers or agents; or, an organization in or of which one (1) or more of NASTT's Directors, Officers or agents are directors, officers, agents or legal representatives of the organization involved in the transaction.
- 2.2 Definition of Material Financial Interest. For the purpose of this section, a Director, Officer or agent has a material financial interest in each organization in which that Director is an officer, director or general partners.
- 2.3 Application of Internal Revenue Code of 1986, as amended. Failure to comply with the provisions of this section shall not invalidate any contract or transaction to which NASTT is a party. This section does not authorize any act of "self-dealing" as defined in Section 4941(a) of the Internal Revenue Code of 1986, as amended. This section does not authorize any "excess benefit transaction" as defined in Section 4958 of the Internal Revenue Code of 1986, as amended.

SECTION 3. AUTHORITY TO BORROW, ENCUMBER ASSETS. No Director, Officer, agent or employee of NASTT shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

AMENDMENT LOG

Amendment Number 1 - January 26, 2015

The NASTT Board of Directors voted unanimously to amend ARTICLE III, SECTION 5. See Minutes of Meeting for January 26, 2015, Item 8. (c) per Motion #2015-6.

Amendment Number 2 - September 5, 2017

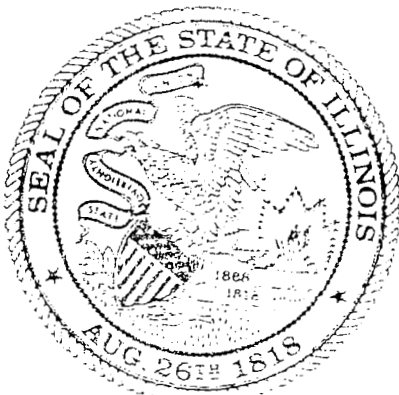
The NASTT Board of Directors voted unanimously to amend ARTICLE I, SECTION 4; ARTICLE III, SECTION 1.1 to 1.7 inclusive; and ARTICLE III, Section 2 on September 5, 2017 per E-Vote No. 2017-02.



Whereas, ARTICLES OF INCORPORATION OF
NORTH AMERICAN SOCIETY FOR TRENCHLESS TECHNOLOGY
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this* _____ 27TH
day of _____ JUNE _____ AD 19 90 *and of the Independence of the United States the two hundred and* _____ 14TH.



Jim Edgar

SECRETARY OF STATE

JIM EDGAR
SECRETARY OF STATE



OFFICE OF THE SECRETARY OF STATE

JUNE 27, 1990

SPRINGFIELD, ILLINOIS 62756

5601-429-2

TAMMY STAPLETON
BOSTROM CORPORATIAON
435 N MICHIGAN AVE STE 1717
CHICAGO, ILLINOIS 60611-4067

RE NORTH AMERICAN SOCIETY FOR TRENCHLESS TECHNOLOGY

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE CERTIFICATE OF INCORPORATION OF THE ABOVE NAMED CORPORATION. THE CORPORATION IS REQUIRED TO FILE AN ANNUAL REPORT EACH YEAR. BLANK FORMS WILL BE MAILED BY THIS OFFICE TO THE REGISTERED AGENT AS SHOWN BY OUR FILES APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH. (ORIGINAL DATE OF INCORPORATION).

THE REQUIRED FEE OF \$50.00 IN THIS CONNECTION HAS BEEN RECEIVED AND PLACED TO YOUR CREDIT.

THE CERTIFICATE MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED.

CERTAIN NOT FOR PROFIT CORPORATIONS ORGANIZED AS A CHARITABLE CORPORATION ARE REQUIRED TO REGISTER WITH THE OFFICE OF THE ATTORNEY GENERAL. UPON RECEIPT OF THE ENCLOSED ARTICLES OF INCORPORATION, YOU MUST CONTACT THE CHARITABLE TRUST DIVISION, OFFICE OF THE ATTORNEY GENERAL, 100 W. RANDOLPH, 12TH FLOOR, CHICAGO, ILLINOIS 60601 TELEPHONE (312) 917-2595.

SINCERELY,

A handwritten signature in cursive script that reads "Jim Edgar".

JIM EDGAR
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
DOCUMENT SECTION
JE:CD