

AMENDED AND RESTATED
BYLAWS OF
NORTH AMERICAN SOCIETY FOR TRENCHLESS TECHNOLOGY

ARTICLE I

OFFICES AND CHAPTERS

SECTION 1.1. REGISTERED OFFICE. The registered office of the North American Society for Trenchless Technology (hereinafter “NASTT” or “the Society”) 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 1.2. REGIONAL CHAPTERS. Regional Chapters of NASTT 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 each Regional Chapter. Regional Chapter Affiliation Agreements shall govern the terms and conditions of such grants and affiliations, and Regional Chapter Affiliation Agreements shall be reviewed and revised from time to time as determined by the NASTT Board of Directors and pursuant to such agreements’ terms.

SECTION 1.3. STUDENT CHAPTERS. Student Chapters at accredited educational institutions may be established by granting a non-exclusive charter to be a chapter of NASTT through Student Chapter Affiliation Agreements entered into by NASTT and each Student Chapter. Student Chapter Affiliation Agreements shall govern the terms and condition of such grants and affiliations, and Student Chapter Affiliation Agreements shall be reviewed and revised from time to time as determined by the NASTT Board of Directors and pursuant to such agreements’ terms.

SECTION 1.4. 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 Chapters 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 Section 3.1.4.

ARTICLE II

MISSION, VISION AND PURPOSE

SECTION 2.1. MISSION. The mission of NASTT is to foster the innovation of trenchless technology.

SECTION 2.2. VISION. The vision of NASTT is to be the premier resource for education and networking in trenchless technology.

SECTION 2.3. 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 3.1. CLASSES OF MEMBERSHIP. NASTT shall have seven (7) classes of members:

- 3.1.1 Business Corporation. A membership allowing up to six (6) individuals to represent a business corporation. Each individual representing the business corporation shall have one (1) vote on matters to be decided by NASTT's members. Additional individuals, with voting rights, may be added to a business corporation membership at an additional fee per individual. Dues are applicable as approved by the Board of Directors.
- 3.1.2 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 on matters to be decided by NASTT's members. Additional individuals, with voting rights, may be added to a governmental/utility/educational institution membership at an additional fee per individual. Dues are applicable as approved by the Board of Directors.
- 3.1.3 Individual. An individual membership available to all persons lawfully and permanently residing in the United States of America, Canada or Mexico. An individual member shall have one (1) vote on matters to be decided by NASTT's members. Dues are applicable as approved by the Board of Directors.
 - 3.1.3.1 Early Career Individual. A discounted individual membership available to all persons lawfully and permanently residing in the United States of America, Canada or Mexico, who are transitioning from student to professional and have graduated within the last four (4) year period and not previously held any membership other than a student membership pursuant to Section 3.1.5, or have been a part of a business corporation membership or governmental/utility/educational institution membership. An early career individual member shall have one (1) vote on matters to be decided by NASTT's members. Dues are applicable as approved by the Board of Directors.
 - 3.1.3.2 Retiree. A retiree membership is 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 on matters to be

decided by NASTT's members. Dues are applicable as approved by the Board of Directors.

- 3.1.4 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 institutions do not qualify for international individual associated memberships. An international individual associated member shall have no voting rights within the Society or any Regional Chapters on matters to be decided by NASTT's members, may not be a Director of the Society, and may not hold an elected office in the Society or with any Regional Chapter. Dues are applicable as approved by the Board of Directors.
- 3.1.5 Student. 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. A student member shall have no voting rights within the Society or any Regional Chapters on matters to be decided by NASTT's members, may not be a Director of the Society, and may not hold an elected office in the Society or within any Regional Chapter. This is a complimentary membership and no dues are required.

SECTION 3.2. QUALIFICATIONS. Each member agrees to be bound by the Articles of Incorporation of NASTT, by these Bylaws, and by such rules and regulations as the Directors may, from time to time adopt. Proof of qualification for a member's membership class can be requested of a member by the Society at any time.

SECTION 3.3. MEMBERSHIP. Membership in NASTT begins at the time that payment in full of such member's dues is received and processed by 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 3.4. 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.

SECTION 3.5. 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 or dissolution of a member, on a member's failure to pay dues to NASTT, or for any other reason or no reason, in the sole discretion of NASTT's Board of Directors. 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. Reinstatement of membership shall not be permitted unless all amounts due and owing to NASTT have been paid in full.

ARTICLE IV
MEETINGS OF MEMBERS

SECTION 4.1. ANNUAL MEETING. Except as provided in 805 ILCS 105/107.05 of the General Not For Profit Corporation Act of 1986, 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 4.2. SPECIAL MEETINGS. Special meetings of the membership may be called by the Chair or the Board of Directors.

SECTION 4.3. NOTICE OF MEETINGS. Written 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 4.4. QUORUM. Members holding at least one-one hundredth (1/100) of the votes entitled to be cast on a matter and who are present at a meeting, 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 4.5. PARTICIPATION. Members entitled to vote may participate in and act at any meeting through presence in person, through the use of a conference telephone or interactive technology, including but not limited to 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. Members shall not appoint a proxy for themselves or vote by proxy at a meeting of the members.

SECTION 4.6. INFORMAL ACTION. Any action to be taken at any annual or special meeting of the members may be taken by ballot without a meeting in writing by mail, e-mail, 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 informal 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 5.1. 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 Articles 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 5.2. NUMBER, TERM OF OFFICE AND QUALIFICATIONS. The number, term of office and qualifications for Directors shall be as follows:

- 5.2.1 Number. The number of Directors of NASTT shall be not less than fifteen (15) 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. Ex-officio members of the Board of Directors will not count towards the number of Directors.
- 5.2.2 Terms. Board of Directors shall be elected for three (3) year terms, or two (2) year terms at the request of the Director, 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 5.2.4. In the case of
- (i) an approved resignation and re-election pursuant to Section 5.2.4; or,
 - (ii) in the case of filling a vacancy; or,
 - (iii) in the case the Vice Chair becomes Chair with less than two (2) years left in the Vice Chair's maximum six (6) years, a Vice Chair may be re-elected to serve on the Board of Directors for more than the maximum six (6) years, or
 - (iv) in the case a Director becomes the Vice Chair with less than two (2) years left in the Director'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.
- To further illustrate Section 5.2.2(iii),
- (a) if a Director serves as Chair during the final two (2) years of his/her maximum six (6) years, the Director will remain on the Board two (2) additional years following such Director's service as Chair, as Immediate Past Chair, and
 - (b) if a Director serves as Vice Chair during the final two (2) years of his/her maximum six (6) years, the Director will remain on the Board two (2) additional years following such Director's service as Vice Chair, as Chair, and another two (2) additional years following such Director's service as Chair, as Immediate Past Chair.

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. Directors shall assume office on the 1st of January following election.

5.2.3 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. Members of NASTT who are International Individuals or Student may not be Directors of NASTT. Directors are expected to attend all of the meetings of the Board of Directors, unless such absence is excused by the Directors.

5.2.4 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 5.3. NOMINATIONS AND ELECTIONS. The Board of Directors shall appoint a Nominating Committee to nominate Directors to be elected. Subject to any Nominating Committee Charter of the Society, which Charter shall supersede this Section 5.3 to the extent this Section 5.3 conflicts with the Charter, the Nominating Committee shall consist of the following 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. A maximum of five (5) additional members or non-members may be added to the Nominating Committee at the discretion of the Chair; provided that such additional persons shall not be voting members of the Nominating Committee. All voting members on the Nominating Committee shall be in good standing as members of NASTT. 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 5.2.3. 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 of the members pursuant to Section 4.5 or Section 4.6, as applicable, shall be elected to the Board of Directors. Directors shall be elected no later than the first day of the year (January 1) in which the Directors are to serve.

SECTION 5.4. 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 5.5. 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 votes present and voted, 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 members entitled to vote. Only the Director or Directors named in the written notice may be removed at such meeting.

SECTION 5.6. 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 5.7. MEETINGS AND QUORUM.

- 5.7.1 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 four (4) regular meetings per year.
- 5.7.2 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.
- 5.7.3 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.
- 5.7.5 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 5.8. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present 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 Articles of Incorporation of NASTT or with applicable law.

SECTION 5.9. 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notice may be communicated:

- (i) by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice,
- (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 5.10. 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 can communicate with each other during the meeting.

Participation in a meeting by that means shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 5.11. 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 5.9, 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 shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 5.12. 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 5.13. VOTING. Only Directors present at the meeting may vote. Each Director shall be entitled to one (1) vote on any matter brought before any meeting of the Board of Directors. The act of the majority of the votes of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, 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 at which action on any corporate matter is taken is conclusively presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files his or her written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof or forwards such dissent or abstention by registered or certified mail to the Secretary of the NASTT immediately after the adjournment of the meeting. Such right to dissent or abstain does not apply to a Director who voted in favor of such action. Notwithstanding anything to the contrary herein, because the Chair presides at all meetings of the Board of Directors, except as provided in this Section 5.13, the Chair shall not vote on matters submitted to the Board for action. In the event of a tie vote among the other Directors present and voting, the Chair shall cast the tie-breaking vote, and such vote shall be final.

SECTION 5.14. ACTIONS WITHOUT A MEETING. Any action to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved in writing by all of the directors entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All the approvals evidencing the consent shall be delivered to the Secretary of NASTT to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date.

SECTION 5.15. LIABILITY OF DIRECTORS/INDEMNIFICATION.

5.15.1 Liability of Directors. No Director serving without compensation, other than reimbursement for actual expenses, shall be liable, and no cause of action may be

brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director unless the act or omission involved willful or wanton conduct.

5.15.2 Indemnification. NASTT may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of NASTT) by reason of the fact that he or she is or was a Director, Officer, committee member, employee or agent of NASTT, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of NASTT, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of NASTT or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful. Notwithstanding the foregoing:

- (i) no indemnification shall be provided with respect to any threatened, pending or completed action, suit or proceeding brought by a person against NASTT, or by or in the right of NASTT against a person, and
- (ii) no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to NASTT, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper. To the extent that a present or former Director, Officer, committee member, employee or agent of NASTT has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in this Section 5.15.2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of NASTT. Any indemnification under this Section 5.15.2 (unless ordered by a court) shall be made by NASTT only as authorized in the specific case, upon a determination that indemnification of the present or former Director, Officer, committee member, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Section 5.15.2. Such determination shall be made with respect to a person who is a Director, Officer or committee member of NASTT at the time of the determination:

- (a) by the majority vote of the Directors who are not parties to such action, suit or proceeding, even though less than a quorum,
- (b) by a committee of such Directors, even though less than a quorum, designated by a majority vote of such Directors,
- (c) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion, or
- (d) by the members entitled to vote, if any.

ARTICLE VI

OFFICERS

SECTION 6.1. OFFICERS. The Officers of NASTT shall be the Chair, Vice Chair, Secretary, Treasurer, an Officer-At-Large, 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 6.2. 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, 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 can serve multiple years within their term as a Director, 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 a one (1) year term at a time, with the exception of the Chair and Vice Chair, each of whom 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 6.6.

SECTION 6.3. 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. If a person is removed as a Director pursuant to Section 5.5 hereof, such person shall also be automatically removed as an Officer without any further action by the Directors or any other person.

SECTION 6.4. VACANCIES. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 6.5. 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 or the Chair designate shall represent NASTT on the International Society of Trenchless Technology (ISTT) Board of Directors as NASTT's International Representative and shall serve as a liaison between NASTT and ISTT.

SECTION 6.6. 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 6.7. 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 Board of Directors, as ex-officio member of the Board of Directors. The Immediate Past Chair has no vote on any matters of the Board of Directors.

SECTION 6.8. 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 6.9. 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 6.10. OFFICER-AT-LARGE. The Officer-At-Large shall perform all the duties as from time to time may be assigned by the Chair or by the Board of Directors.

SECTION 6.11. 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 or the Officers, 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 be responsible for all staff activities.

- 6.11.1 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 them in the performance of their duties and responsibilities. The Executive Director is responsible for the supervision such persons or entities under the terms of such contract.
- 6.11.2 Annual Budget. The Executive Director may act as and carry out the duties of the Secretary and Treasurer of NASTT, as directed by the Officers. 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 7.1. 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 7.2. 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. Non-committee members may not be present or participate in a meeting of a committee unless invited by the Committee Chair.

SECTION 7.3. 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 by law.

ARTICLE VIII

CONTRACTS, CHECKS AND DEPOSITS, COMPENSATION FOR SERVICES

SECTION 8.1. 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 8.2. 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 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. All payments must follow NASTT's Financial Authorization Policy.

SECTION 8.3. 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 8.4. COMPENSATION/REIMBURSEMENT OF EXPENSES. The Directors, Officers and committee members shall not receive compensation for their services or reimbursement of expenses, unless otherwise determined by the Board of Directors. 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 9.1. 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 Member with voting rights or their agent or attorney, for any proper purpose, at any reasonable time, all pursuant to and in accordance with 805 ILCS 105/107.75 of Illinois's General Not For Profit Corporation Act of 1986.

ARTICLE X

AMENDMENTS

SECTION 10.1. 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.

ARTICLE XI

STANDARDS OF CARE

SECTION 11.1. 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 member shall at all times abide by the terms and conditions of any policies and rules governing directors, officers and committee members of NASTT.

SECTION 11.2. CONFLICTS OF INTEREST; MATERIAL FINANCIAL INTEREST. If a transaction is fair to NASTT at the time it is authorized, approved, or ratified, the fact that a Director is directly or indirectly a party to the transaction is not grounds for invalidating the transaction. In a proceeding contesting the validity of a transaction described in the previous sentence, the person asserting validity has the burden of proving fairness unless:

(a) the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors or a committee consisting entirely of Directors and the Board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors be less than a quorum; or

(b) the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Members entitled to vote, if any, and they authorized, approved or ratified the transaction without counting the vote of any Member who is an interested Director. The presence of the Director, who is directly or indirectly a party to the transaction described in the first sentence of this Section 11.2 or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. For purposes of this Section 11.2, a Director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director or general partner; except that if a Director is an officer or director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that Director is not "indirectly" a party to the transaction provided the Director does not have a material financial interest in the entity that receives the grant or contribution.

SECTION 11.3. 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 III, SECTION 1. See Minutes of Meeting for July 22, 2017, Item 7. (b) per Update note for E-Vote 2017-02.

Amendment Number 3 – June 13, 2026

The NASTT Board of Directors voted unanimously to amend the bylaws as summarized in the NASTT Bylaws Update Memo. See Minutes of Meeting for June 13, 2026, Item 4 (d).