

**BYLAWS
OF
THE AMERICAN SOCIETY FOR NONDESTRUCTIVE TESTING, INC.**

ARTICLE I. GENERAL

Section 1. Name. The name of the corporation shall be THE AMERICAN SOCIETY FOR NONDESTRUCTIVE TESTING, INC. (“ASNT”), an Ohio nonprofit corporation.

Section 2. Purposes. The purpose of the Corporation is as set forth in the Articles of Incorporation. The Corporation shall be operated exclusively as a public charity organized for scientific or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) and within such limits, to administer, and expend funds for the following specific purposes: to advance scientific, engineering, and technical knowledge in the field of nondestructive testing; and to engage in any and all lawful activities incidental to the foregoing purposes except as restricted by the Articles of Incorporation.

Section 3. Powers. The Corporation shall have such powers and authorities as are now or may hereafter be granted by the nonprofit corporation laws of the State of Ohio, by its Articles of Incorporation, and these Bylaws.

Section 4. Restrictions. ASNT shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office, nor carry on any activity not permitted for a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law. All ASNT policies and activities shall be consistent with applicable federal, state and local antitrust, trade regulation or other requirements; and applicable tax exemption requirements, including the requirements that ASNT not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Section 5. Definitions and Acronyms.

- (a) “ASNT”, “the corporation”, and “the society” is The American Society for Nondestructive Testing, Inc.
- (b) “Board” is the ASNT Board of Directors.
- (c) “Board Chair”, or “Chair” is the Chair of the Board of Directors.
- (d) “Board Director”, or “Director” is a person elected or appointed to serve on the ASNT Board of Directors.
- (e) “Member” or “Voting Member” is an individual who has paid applicable dues and meets the criteria for at least one of the classes of membership.
- (f) “Notice” is the act of informing individuals of certain actions, such as meetings of members and Board of Directors meetings, in accordance with Ohio Revised Code 1702.

ARTICLE II. MEMBERS

Section 1. Members. The Corporation shall have membership classes and may establish criteria for membership as determined by the Board of Directors. This includes eligibility, admission criteria, and dues or fees for each membership class, and criteria for suspension, termination, and reinstatement of membership.

Section 2. Resignation. A member may resign by filing a written resignation with the Corporation; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

Section 3. Assignment/Transfer of Membership. Membership in the Corporation shall not be transferable or assignable.

Section 4. Voting Rights of Members. A Member in good standing shall be 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. Voting may be conducted by ballot or using other telecommunications means as determined by the Secretary. Proxy votes are not allowed.

Section 5. Annual Meeting of Members. A meeting of members shall be held annually at a time and place determined by the Board Chair.

Section 6. Special Meetings of the Members. Special meetings of the members may be called at any time by a majority of the Directors acting with or without a meeting; the Board Chair; or upon the written request of not less than one percent (1%) of the members being assigned to no fewer than ten (10) different sections, for any purpose or purposes prescribed in the notice of the meeting, and shall be held at such place or manner, on such date and at such time as the Board Chair may fix. Business transacted at any special meeting of the members shall be confined to the purpose or purposes stated in the notice of meeting.

Section 7. Notice for Meetings of the Members. The Secretary shall provide notice to all members not less than thirty days and not more than ninety days before the date of the meeting. Notice shall include instructions for attending by use of telecommunications equipment.

Section 8. Use of Telecommunications Equipment. Members who are not physically present may attend meetings of the members by use of telecommunications equipment.

Section 9. Quorum. At all meetings of the members the presence of at least one percent (1%) of the members being assigned to no fewer than ten (10) different sections, shall constitute a quorum for the transaction of business. If a quorum is present, a majority of the members present shall determine any matter, unless a different vote is required by statute, by the Articles of Incorporation, or by these Bylaws.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Powers and Duties. The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by the Nonprofit Corporation Laws of the State of Ohio, the Articles of Incorporation or these Bylaws. The Board of Directors may delegate to the Executive Committee or other Officers responsibility for management of the Corporation consistent with any policies established by the Board of Directors.

Section 2. Composition of the Board. The Board of Directors shall be composed as follows:

- (a) No less than fifteen (15) Directors At-Large. To be eligible, a candidate must be a current member at the time of their nomination and retain membership throughout their term as Director.
- (b) The Chair, the President, and the Vice-President.
- (c) The Immediate Past Chair, who serves as an ex-officio voting Director.
- (d) The President of ASNT Certification Services LLC, who serves as an ex-officio voting Director.
- (e) The Executive Director, who serves as an ex-officio non-voting Director.

Directors shall hold office until the end of their terms, or until their earlier resignation or removal.

Section 3. Election of Directors and Terms. The Voting Members shall elect five (5) Directors At-Large each year in accordance with policy. Director At-Large terms shall be three (3) years commencing on July 1st. Individuals may serve multiple terms, with no more than two terms being consecutive.

Section 4. Meetings.

- (a) The Board of Directors shall meet no less than twice annually, on such dates and times as may be fixed by the Chair, for the purpose of transacting such business as may be brought before the meeting.
- (b) The Chair may call additional meetings of the Board of Directors on such dates and times they decide, provided notice of not less than seven days is given to all Directors.
- (c) A majority of Directors may call a meeting of the Board of Directors on such date and time they decide, provided notice of not less than seven days is given to all Directors.
- (d) The Board of Directors may meet through telecommunications equipment at the discretion of the Chair.

Section 5. Quorum. At any meeting of the Board of Directors, a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of all business. For the purposes of determining quorum the Executive Director shall not be counted.

Section 6. Voting. An affirmative vote of a majority of Directors present at a meeting of the Board of Directors at which a quorum is present, shall be sufficient to take or authorize action,

unless the concurrence of a greater proportion is required for such action by State law, the Articles of Incorporation, or these Bylaws. Each Director shall have one vote, and proxy votes shall not be permitted. The Board Chair may vote at their discretion. The Executive Director shall not vote, but may make motions, submit resolutions, and engage in the Board's deliberations.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board of Directors.

Section 8. Removal. An elected Director may be removed for cause by an affirmative vote of two-thirds of the Directors then in office. The Director being considered for removal shall not participate in the voting.

Section 9. Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 10. Vacancies. The Board of Directors may fill vacancies among Directors at any time by appointment. A Director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 11. Compensation. Directors, other than the Executive Director, shall receive no compensation. Compensation shall be as defined in Ohio Code section 1702.

ARTICLE IV. OFFICERS

Section 1. Officers. The Officers of the Corporation shall be the Board Chair, the President, the Vice President, the Secretary, the Treasurer, and the Executive Director.

Section 2. Status as Directors. The Board Chair, the President, and the Vice President concurrently serve as Directors, and hold all the rights and duties accorded Directors. Secretary and Treasurer appointees are not Directors, unless the appointees are concurrently Directors-At-Large.

Section 3. Election, Succession, Appointment and Terms of Officers. The Vice President shall be elected from among the Directors-At-Large by the Board of Directors to a term of one year commencing on July 1st. Past Chairs of the Board are ineligible for election as Vice President.

Upon completion of their term, the Vice President shall succeed the President for a term of one year. Upon completion of their term, the President shall succeed the Board Chair for a term of one year. Upon completion of their term, the Board Chair shall succeed the Immediate Past Chair for a term of one year. The Secretary and Treasurer shall be appointed by the Board of Directors in accordance with policy.

Section 4. Duties. The Officers' duties shall be as determined by the Board of Directors and specified in policy.

Section 5. Removal. Officers may be removed for cause by an affirmative vote of two-thirds of the Directors then in office. The Officer being considered for removal shall not participate in the voting.

Section 6. Resignation. Any Officer may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 7. Vacancies. The Board of Directors may fill Officer vacancies at any time by majority vote. Selectees shall serve the unexpired term of his or her predecessor.

ARTICLE V. COMMITTEES

Section 1. Committees of the Board. The Board of Directors may designate and appoint one or more committees of Directors, which to the extent provided in said resolution, may have and exercise the authority of the Board of Directors in the management of the Corporation except as restricted by law, the resolution creating the committee, the Articles of Incorporation or these Bylaws.

Section 2. Executive Committee. There shall be an Executive Committee composed of the Board Chair, the President, the Vice President, the Secretary, the Treasurer, and the Executive Director. In the event the Secretary or Treasurer are not Directors, they shall serve as non-voting members of the committee. The Executive Director shall serve as a non-voting member of the committee.

When the Board of Directors is not in session, the Executive Committee shall have and may exercise all of the powers of the Board of Directors, except to the extent, if any, that such authority shall be limited by law, the Articles of Incorporation or these Bylaws.

The Executive Committee may not (a) approve, revise or waive these Bylaws, (b) remove, elect, or appoint Officers or Directors, (c) appoint or terminate Committees of the Board, (d) hire or terminate the Executive Director, (e) establish or dissolve subsidiary corporations, or (f) dissolve the corporation.

Section 3. Councils, Committees, Task Forces, Advisors, or Working Groups. The Board of Directors may designate and appoint standing or ad hoc councils, committees, task forces, advisors, or working groups at its discretion. These bodies shall not be delegated responsibilities or authorities of the Board of Directors, and appointment to them is not limited to members.

ARTICLE VI. INDEMNIFICATION

To the fullest extent permitted by Ohio state law, any current or former director or officer of the Corporation, or other such persons so designated in the discretion of the Board of Directors, shall

be indemnified (including advances against expenses) by the Corporation against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any actual and threatened action, suit, or proceeding to which any such person may be made a party by reason of his/her being or having been such a director or officer. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of related expenses, to any employee or agent of the Corporation to the extent permitted by Ohio state law. No indemnification or advance against expenses shall be approved by the Board of Directors or paid by the Corporation until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

ARTICLE VII. AMENDMENTS AND REVISIONS

Section 1. Proposals to Amend or Revise the Bylaws. Any voting member, Officer, or Director may propose to amend or revise these Bylaws in writing to the Secretary at least forty-five (45) days prior to a meeting of the Board at which the proposal is considered. By the affirmative vote of a majority of the members of the Board, the Secretary shall publish a Notice of Intent to Amend or Revise the Bylaws, which contains a detailed description of the amendment or revision and supporting rationale, and instructions for submitting questions and comments.

Members shall have no less than sixty (60) days to submit questions and comments, to which the Secretary shall respond, and to which the Board of Directors shall consider, prior to any Board of Directors vote to adopt the amendment or revision. All questions, comments, and responses shall be published on ASNT's member website for transparency purposes.

The Board Chair shall conduct a special meeting of the members in accordance with Article II - Members prior to any Board of Directors vote to adopt the amendment or revision to allow members to question or comment on the proposal.

The amendment or revision shall be adopted upon the affirmative vote of at least two-thirds (2/3) of the Directors in office, not including the Executive Director.

Unless the proposal stipulates an effective date, proposed amendments or revisions to these Bylaws shall take effect upon adoption by the Board of Directors as provided herein.

Section 2. Petitions to Amend or Revise the Bylaws. Any group of at least one percent (1%) of the members assigned to no fewer than ten (10) different sections may petition to amend or revise the Bylaws in writing to the Secretary. The petition shall include a detailed description of the amendment or revision and supporting rationale.

The Secretary shall publish the Petition to Amend or Revise the Bylaws, which contains a detailed description of the amendment or revision and supporting rationale as provided by the petitioners, and instructions for submitting questions and comments. Members shall have no less than sixty (60) days to submit questions and comments, to which the petitioners and the Secretary shall respond, prior to a petition ballot being published to the members. All questions,

comments, and responses shall be published on ASNT's member website for transparency purposes.

The Board Chair shall conduct a special meeting of the members in accordance with Article II - Members prior to a petition ballot being published to allow the petitioners to present the petition to the members, and for members to question or comment on the petition.

The Secretary shall issue a petition ballot to the members, which shall allow no less than thirty (30) days to record votes, and which shall be adopted upon the affirmative vote of at least two-thirds (2/3) of the votes recorded.

Unless the petition stipulates an effective date, petitioned amendments or revisions to these Bylaws shall take effect upon adoption by the members as provided herein.

ARTICLE VIII. DISSOLUTION

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the members that is consistent with the Articles of Incorporation and with Ohio state law.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year.

Section 2. Books and Records. The Corporation shall keep at its office correct and complete books and records, in accordance with the requirements of Ohio state law.

Section 3. Construction. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall take precedence.

These Bylaws were adopted at a meeting of the Board of Directors of THE AMERICAN SOCIETY FOR NONDESTRUCTIVE TESTING, INC. on April 24, 2021.



John Chen
Secretary