

**BYLAWS OF THE INSTITUTE OF NOISE
CONTROL ENGINEERING
OF THE UNITED STATES OF AMERICA,
INCORPORATED**

PREAMBLE

The Objectives of the Institute of Noise Control Engineering of the USA are:

1. To create a professional society that addresses the responsibilities of the noise control engineering profession and is dedicated to a leadership role in applying noise control technology to the benefit of mankind. (Key Goal)
2. To unite in common purpose the noise control engineering professionals of the United States of America; to serve as the corporate body which supports the membership of the profession; and to promote the recognition of noise control engineering as a technical profession requiring both formal training and practical experience. (Basic Responsibilities)
3. To establish liaison and communicate with governmental bodies at the national, state and local levels; to report and interpret the effects of noise control technology on matters of national policy, including proposed legislation and regulations; and to cooperate with and furnish advice to governmental bodies on measures in noise control engineering that will advance the best interest of the public. (Relations with Government)
4. To define minimum standards of technical competence for noise control engineering professionals; by means of written and oral examinations, to measure the capability of individuals against these standards and to confer certification that indicates individuals have satisfied these minimum requirements. (Technical Competence)
5. To prepare a code of ethics to guide the behavior of those noise control engineering professionals who deal with the general public and provide means for disclosure and correction of unethical practices. (Ethics)
6. To attract to the profession well-qualified and properly motivated young people by publicizing the achievements of noise control engineering professionals and the contributions of members of the profession to the welfare of mankind; and to stimulate through formal and informal accreditation the development of suitable curricula in noise control engineering at educational institutions. (Education)
7. To cooperate with other engineering and professional societies in the United States of America and other countries through the participation of INCE-USA within the I-INCE organization. (Liaison)
8. To provide channels of communication for the effective exchange of information through conventions, meetings, publications, committees, and joint activities with other societies and associations; and to advance the common welfare by providing a source of information on the engineering aspects of noise control that is available to the public, private industry and governmental bodies. (Communications)
9. To promote participation by noise control engineering professionals in the decision-making that is required to apply their knowledge and skills to the solution of engineering problems; and to foster effective means by which they may relate their work and talents to the interests of society. (Social Responsibility)

10. To undertake other programs and activities as may be appropriate to advance professionalism in noise control engineering and to protect the public interest. (Other Programs)

1.0 THE INSTITUTE

A. Name and Incorporation; Registered Office and Registered Agent

1. The name of this society is the Institute of Noise Control Engineering of the United States of America, Incorporated, hereinafter called the "Institute."
2. The Institute is a nonprofit membership corporation organized under the District of Columbia Nonprofit Corporation Act of 2010.
3. The Institute shall continuously maintain within the District of Columbia a registered office in compliance with the District of Columbia Nonprofit Corporation Act of 2010.
4. The Institute shall continuously maintain within the District of Columbia a registered agent in compliance with the District of Columbia Nonprofit Corporation Act of 2010.

B. Abbreviations

1. The initials "INCE" may be used to identify either the Institute or one of its members. The abbreviation "Mem. INCE" will customarily be used to identify a Member of the Institute.
2. The initials "INCE-USA" may only be used to identify the Institute.

C. Amendments to bylaws

Except for those amendments indicated below requiring members' consent by the District of Columbia Nonprofit Corporation Act of 2010, proposed amendments to these bylaws shall be mailed to all Directors at least ten days before the stipulated meeting of the Board of Directors at which the vote shall be taken. Two-thirds of all the votes cast shall be required to approve any new, or revised Bylaw, and the Bylaw shall take effect immediately after adoption. Any proposed change to the Bylaws which provides that some of the members have different rights from other members, terminates or suspends membership rights, requires cause or changes the definition of cause with respect to the removal of a director elected by the membership, or levies, dues or assessments on the members may not be made without a prior written consent of a majority of members.

D. Corporate Seal

The official seal of the Institute shall have inscribed thereon the name of the Institute and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing, or causing to be printed, engraved, lithographed, stamped or otherwise made, placed or affixed, upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

2.0 MEMBERSHIP

A. Membership Grade

1. There shall be a single class or grade of members.
2. Members of the Institute may identify themselves with the following abbreviation:
"Mem. INCE."
3. It is intended that members of the Institute shall meet the definition of member in § 29-401.02(24) of the District of Columbia Nonprofit Corporation Act of 2010.

B. Rights and Privileges

1. All Members of the Institute shall enjoy the same benefits and privileges (including but not limited to the right to vote), and shall pay dues as specified in these Bylaws.
2. Only those Members who are residents of the United States of America are eligible to serve as Officers or Directors of the Institute.
3. A Member Emeritus shall not be eligible to serve as an Officer or Director of the Institute, but otherwise shall have all of the rights and privileges of a member, including the right to vote on Institute matters.

C. INCE Associate

1. An INCE Associate is an individual who has an interest in noise and its control and wishes to associate himself or herself with the activities of the Institute.
2. Full-time students enrolled in engineering (at an institution accredited by the Accreditation Board for Engineering and Technology (ABET) or in physics (at an accredited institution of higher education) or architecture school (at an AIA accredited institution of higher education) may, upon submission of substantiating evidence, become INCE Student Associates for the duration that they are enrolled as students (verified by the student advisor or school registrar) by payment of an amount as established by the Board of Directors.
3. An INCE Associate and Student Associate are not Members of the Institute and do not have the right to vote or to hold office in the Institute.

D. INCE Member

1. Every applicant for membership shall agree to comply with these Bylaws and to accept the rights, privileges, responsibilities, duties and obligations set forth herein. Applications for membership shall be made in a manner determined by the Institute. Applications are subject to verification of eligibility for membership. An applicant shall be enrolled as a member upon approval of the completed application for membership by the Membership Committee under the direction of the VP for membership and upon the payment of the appropriate membership dues.
2. The basic requirements for an individual who is active in noise control to become an INCE Member are that the applicant: (a) have received a baccalaureate (or equivalent four-year academic degree) or higher degree from a qualified program in engineering,

architecture or physics offered by a university or college accredited by the Accreditation Board of Engineering and Technology or a similar entity as determined and approved by the Board of Directors or its designated committee, (b) have instructed, or have taken and successfully passed in a degree program, at least one course of instruction covering the physical principles of acoustics, (c) have academic or professional experience in acoustics and (d) have not previously been convicted of a felony or sanctioned by any professional ethics body, licensing board, other regulatory body or any professional or scientific organization.

3. Any individual eligible for membership under these Bylaws may be approved for membership on written application in accordance with procedures adopted by the Board of Directors for such approval and containing an agreement by the applicant to support and abide by these Bylaws. The Board of Directors shall enact, from time to time, procedures for the admission of members together with setting any fee for membership.
4. An applicant who is considered to be deficient in satisfying one or more of the basic requirements of section (D)(2)(a) – (c) above shall be given the opportunity to take a two-hour INCE Fundamentals Examination, the purpose of which is to evaluate the applicant's knowledge of the fundamentals of acoustics and noise control. A satisfactory grade on the INCE Fundamentals Examination, or a grade of "B" or better for completion of a course, approved by the Membership Committee, on the fundamentals of noise control engineering, may be considered sufficient for election to membership in lieu of one or more of the basic requirements of section (D)(2)(a)-(c).
5. The Institute shall have the right to deny membership to any applicant who fails to satisfy the eligibility requirements for membership and/or fails to pay dues.

E. Board Certification in Noise Control Engineering

1. Purpose. The Institute shall maintain a Board Certification program which shall serve as a tool for furthering the purposes and objectives of the Institute in its function as a professional organization. The purpose of this program is to recognize and provide official documentation to individuals who have demonstrated a high level of academic training, technical proficiency, and professional experience in the field of Noise Control Engineering, similar in concept and practice to a Professional Engineering (PE) license for Noise Control Engineering.
2. Administration: The Board Certification program is overseen and executed by the INCE Certification Board under the direction of the Board of Directors and the Vice President of Board Certification (VPBC). The VPBC is selected by the INCE Board of Directors on a three-year term. Members of the INCE Certification Board are appointed by the INCE-USA Board of Directors and the VPBC.
3. Autonomy: The INCE-USA Board of Directors may appoint not less than three (3) and no more than five (5) members to the Certification Board, and the VPBC may appoint up to two additional members but otherwise the Certification Board operates independently and autonomously of the INCE Board of Directors in accordance with its own established Bylaws, policies and procedures.
4. Membership: The VPBC and all members of the Certification Board must be Board Certified members of INCE-USA in good standing. The Certification Board may also establish Certification Board subcommittees, including a certification testing committee,

whose responsibility it is to prepare, administer and evaluate the INCE Board Certification exams. The members of these subcommittees are required to be INCE Board Certified.

5. Certification Requirements. The Certification Board will establish and maintain the requirements for individuals to receive and maintain INCE Board Certification in Noise Control Engineering (INCE Bd. Cert.). Full INCE membership is encouraged as a prerequisite for Board Certification, but is not a requirement.

F. Dues and Assessments

1. The annual dues for INCE Members shall be determined by the Board of Directors. The Board of Directors shall establish a policy regarding members delinquent in the payment of dues and the reinstatement of members who have been dropped. INCE Members over 65 years of age may request Member Emeritus status and pay dues as established by the Board of Directors.
2. The annual fee for INCE Associates shall be established by the Board of Directors.
3. An annual assessment may be levied on INCE Members at the discretion of the Board of Directors.

G. Meetings of the Institute

1. The annual meeting of the Institute shall be held at such place within or outside of the District of Columbia as required by the Articles of Incorporation and as may be determined by the Board of Directors and as shall be designated in the notice of said meeting sent to all members, for the transaction of such business as shall properly be brought before it. Attendance at said meeting shall be limited to Members of the Institute. Failure to hold the annual meeting does not invalidate the Institute's existence or affect any otherwise valid corporate acts.
2. Notice of the purpose or purposes, whether it is annual or special, and of the time and place of every meeting of the Institute shall be in writing and signed by the Secretary or an Assistant Secretary and a copy thereof shall be published and distributed to all Members not less than ten days but no more than sixty days before the meeting. No notice of an adjourned meeting need be given unless it shall be expressly required by statute. All meetings may be held without notice and without the lapse of any period of time, if at any time before or after such action be completed such requirements be waived in writing by the person or persons entitled to said notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.
3. Notice of a meeting is given when it is delivered personally to the member, left at the member's residence or usual place of business, sent by facsimile or email, or, in the alternative, by U.S. mail to the member's address as it shall appear on the records of the Institute. Notwithstanding the foregoing, a member may waive notice of any meeting of the members by written statement filed with the Secretary, or by oral statement at any such meeting. Attendance at a meeting of the members shall also constitute a waiver of notice, except where a member states that he or she is attending solely for objecting to the conduct of business because the meeting was not lawfully called or convened.

4. The record date shall be the date as of which the Institute shall determine who is a member of the Institute and eligible to vote at the meeting of the members. The record date for an annual meeting of the members shall be the date that is 65 days prior to the date of the annual meeting. The record date for a special meeting of the members called by the Board of Directors shall be 15 days prior to the date of the special meeting. The record date for a special meeting called by 25% of the members shall be the date the first member signs the petition. The determination of who is a member eligible to vote shall be made as of the close of business on the record date.

1. Special Meetings

Special meetings of the Institute shall be held at such other place within or without the District of Columbia as may be fixed by the Board of Directors or the President, as the case may be, and as shall be stated in the notice of the meeting. The notice shall set forth the purpose of the meeting. Twenty-five percent of the members may call a special meeting of the members by signing a petition requesting such meeting. The petition shall set forth the purpose of the meeting. The President shall designate the specific date, time and location of a special meeting. The location of any special meeting need not be in the District of Columbia. Once the members have called a special meeting, the demand for the special meeting cannot be revoked.

2. Quorums

At all meetings of the Institute, except those of the Board of Directors, those persons entitled to vote at the meeting, present in person, shall, except as otherwise provided by law or the Articles of Incorporation, constitute a quorum, provided, however, that there shall be at least ten (10) persons present; if there be no such quorum, a majority of such persons so present or so represented may adjourn the meeting without further notice.

3. Presiding Officers

Meetings shall be presided over by the President, or if he (or she) is not present, by the Executive Vice-President, or if neither is present, by a chairman to be chosen at the meeting. The Secretary of the Institute, or in his (or her) absence, an Assistant Secretary, shall act as Secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the meeting shall choose any person present to act as secretary of the meeting.

4. General

All meetings of the Institute shall be conducted in accordance with accepted rules of parliamentary procedure.

H. Termination of Membership

Membership may be terminated as follows:

Members of the Institute who, after being accepted to membership: (a) are convicted in a court of law of a felony or an offense involving moral turpitude; (b) are sanctioned by any professional ethics body, licensing board, other regulatory body or any professional or scientific organization; (c) fail to abide by the provisions of these Bylaws; (d) commit theft in connection with the affairs of the Institute; or (e) engage in conduct which brings disrepute to the Institute, shall cease to be entitled to membership in the Institute.

1. A member who does not pay his/her membership dues within the time period set by the Board of Directors shall cease to be entitled to membership in the Institute, unless an exception, due to special circumstances, is made by the Board of Directors or a duly appointed and authorized committee of the Board of Directors;
2. The Board of Directors shall have the power to suspend or withdraw the privilege of membership in the Institute, or take other appropriate disciplinary action with regard to a member for good cause, including but not limited to conduct which brings disrepute to the Institute, or violation of its Articles of Incorporation or Bylaws. For any cause other than nonpayment of dues, removal shall occur only after due process has been provided, and such action is approved by the affirmative vote of a majority of the Directors present at any regularly constituted meeting of the Board where a quorum is present.
3. The Board of Directors shall have the power to establish policies and procedures consistent with this Section of the Bylaws by the affirmative vote of a majority of the Directors voting where a quorum is present.

3.0 MANAGEMENT

A. Board of Directors

1. The property, affairs, and business of the Institute shall be managed by its Board of Directors, which shall determine matters of policy in accordance with the Articles of Incorporation, these Bylaws and the Nonprofit Act,. The Board may delegate the management of the activities of the Institute to any person or persons, management company or committee however composed, provided the Institute's affairs shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.
2. The Board of Directors shall consist of not less than nine directors. The Board of Directors shall include the directors elected by the voting members of the Institute, along with the two immediate Past Presidents, if living. The directors shall serve three-year staggered terms. Any amendment to the number of directors shall not affect the tenure of office of any director. Directors need not be residents of the District of Columbia.
3. In each annual election, three new members shall be elected from a list of five (5) or more candidates to serve on the Board of Directors by the membership. The three candidates with the highest vote tallies are elected. Each Director shall be elected to serve for three years and until his (or her) successor shall be elected and shall qualify; provided, however, that failure to elect directors at the time designated therefor shall not work any forfeiture of dissolution of the Institute.
4. A majority of the directors, whether or not sufficient to constitute a quorum, at any time may fill a vacancy on the Board of Directors that results from any cause. If and when the number of directors shall be increased, the additional directors then to be elected shall be

elected by a majority of the directors in office at the time of the increase, or if not so elected prior to the next annual meeting of the Institute, they shall be elected at such meeting. A director elected by the Board to fill a vacancy not caused by an increase in the number of directors shall serve until the next annual meeting of the membership. At the next annual meeting, the members shall elect an individual to fill the unexpired term of the director whose resignation or removal created the vacancy on the Board. If a director is elected President-Elect, the unexpired portion of his or her term shall be considered vacant, and he or she shall serve as a director for four additional years, one year as President-Elect, one year as President, and two years as a Past President.

5. One-third of the total numbers of directors authorized but in no event less than five, acting at a meeting duly assembled, shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.
6. Each member of the Board of Directors shall have one vote; there shall be no non-voting members of the Board of Directors.
7. The Institute shall not pay any compensation to any director for services rendered to the Institute as director, except that the director may be reimbursed for expenses incurred in the performance of his or her duties to the Institute, in reasonable amounts as approved by a majority of the entire Board of Directors. A director who serves the Institute in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

B. Meetings of the Board of Directors

1. Annual Meeting of the Board of Directors

The annual meeting of the Board of Directors shall be convened immediately following the annual meeting of the Institute.

2. In addition to the annual meeting of the Board of Directors, meetings shall be held at such place within or outside the District of Columbia as may from time to time be fixed by resolution of the Board of Directors, or as may be specified in the notice of the meeting. There will be two regular meetings of the Board of Directors scheduled at the pleasure of the Board; the intervals between meetings of the Board shall not exceed nine months. Meetings may be held at any time without notice if all the directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing. The Chairman or any two (2) directors may call a special meeting of the Board of Directors at any time. Any business may be considered at any special meeting without such business having been specified in the notice for such meeting; provided, however, that if one of the purposes of a special meeting is the removal of a director, then the notice must state that one of the purposes of the meeting is to vote on the removal of the director. A special meeting of the Board of Directors shall be held on such date and at such place as shall be designated in the notice for such meeting.

The Secretary or such person's designee shall give notice to each director of each meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to the director, left at the director's residence or usual place of business, or sent by facsimile or email, at

least two days before the time of the meeting or, in the alternative, by US mail to the director's address as it shall appear on the records of the Institute, at least seven days before the time of the meeting. Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board of Directors by written statement filed with the Secretary, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending solely for objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

3. Unless the Articles of Incorporation, the Nonprofit Act, or these Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present shall constitute action of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. If a meeting cannot be organized because a quorum is not present, those present may, except as otherwise provided in this section, adjourn the meeting to such time and place as they may determine. At any such adjourned meeting at which a quorum may be present such business may be transacted as might have been transacted at the meeting as originally called.
4. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous written consent that sets forth the action to be taken is signed by each director of the Board of Directors and filed with the minutes of proceedings of the Board of Directors.
5. Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear one another. Participation in a meeting by these means constitutes presence in person at a meeting.

C. Removal or Resignation

1. The Board of Directors, by the affirmative vote of a majority of the Board of Directors then in office, may remove a director who: (a) has been declared of unsound mind; (b) has been convicted in a court of law of a felony or an offense involving moral turpitude; (c) has been found by a final court order to have breached a duty as a director; (d) has missed three (3) or more meetings in any eighteen month period without being excused; (e) has been sanctioned by any professional ethics body, licensing board, other regulatory body or any professional or scientific organization; (f) has failed to abide by the provisions of these Bylaws; (g) has committed theft in connection with the affairs of the Institute; or (h) or has engaged in conduct which brings disrepute to the Institute.
2. At any annual or special meeting of the Institute, duly called as provided in these bylaws, and provided a quorum of members is present, any Director or Directors may by the affirmative vote of a majority of all those members entitled to vote in the election of directors be removed from office, either with or without cause, and his successor or their

successors may be elected at such meeting or the remaining directors may, to the extent vacancies are not filled by such election, fill any vacancy or vacancies created by such removal.

3. A director may resign at any time upon written notice to the Secretary. Such resignation shall take effect on the date the notice was delivered to the Secretary. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

D. Executive Committee

1. The Executive Committee shall be comprised of the President, the President-Elect (Executive Vice President), the Past President, the Treasurer, and the Secretary, and such other members of the Board of Directors as the Board of Directors shall determine. The composition of the Executive Committee shall be approved by the Board of Directors.
2. The Executive Committee shall serve as an advisory committee and shall not have any of the powers or duties of the Board of Directors.
3. A majority of the members of the Executive Committee shall constitute a quorum.

4.0 OFFICERS

A. Corporate Officers

1. The Corporate Officers of the Institute shall be the President, the Executive Vice-President (also known as the President-Elect), the Secretary, the Treasurer and such Vice-President, Assistant Secretaries, Assistant Treasurers and other officers, agents and employees as the Board of Directors may deem proper. The offices of Treasurer and Secretary may be held concurrently but a person may not serve concurrently as President and either Secretary or Treasurer.
2. The Corporate Officers (other than the President and Executive Vice-President/President-Elect) shall be appointed by the Board of Directors upon the recommendation of the Nominating Committee. A nominating committee, consisting of the Past President of the Institute as chairman and including the two immediately Past Presidents of the Institute and the current President, President-Elect and Executive Director, shall make its recommendations to the Board. The President-Elect shall serve for one year prior to assuming the office of President of the Institute. During this year, he (or she) shall also serve as Executive Vice President.
3. The President-Elect shall be elected by the Board of Directors at its annual meeting.3. The term of office of the President and Executive Vice-President/President-Elect shall be two years, unless hereinafter provided otherwise, and until their respective successors are elected and qualify, but any officer may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the members of the Board of Directors then in office. A vacancy in any office arising from any cause may be filled for the expired portion of the term by the Board of Directors. The tenure of office for offices other than the President and Executive Vice President/President-Elect, shall be three years. Following completion of his (or her) tenure of office, officers other than the

President and Executive Vice-President/President-Elect, are eligible for reappointment to the same office after a lapse of one year.

B. Duties of Officers

1. The Executive Vice-President/President-Elect shall be the senior vice president of the Institute. The other vice-presidents appointed annually by the Board of Directors shall be responsible for specified areas of Institute operations, e.g., publications, finances, meetings, etc. The functional area for which a Vice-President is responsible shall be identified in his (or her) title, e.g., Vice-President, Technical Activities.
2. The Secretary, under the direction of the Board of Directors, shall have general supervision of the keeping of and maintaining records of meetings, activities, membership and any other records required by law, and shall be responsible for arrangements for all meetings of the Board of Directors, the annual meeting of the Institute and all other principal meetings. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of the records of the Institute. In general, the Secretary shall perform all duties incident to the office of a secretary of the Institute, and such other duties as are from time to time assigned to the Secretary by the Board of Directors.
3. The Treasurer, under the direction of the Board of Directors, shall have general supervision of the fiscal affairs of the Institute and shall be responsible for keeping of records thereof. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Institute, and shall deposit all funds received by the Institute in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors. The Board of Directors shall designate those corporate officers authorized to execute withdrawals. The Treasurer shall render to the Board of Directors, whenever requested, an account of the financial condition of the Institute. In general, the Treasurer shall perform all of the duties incident to the office of a treasurer of the Institute, and such other duties as are from time to time assigned to the Treasurer by the Board of Directors.
4. Other officers hereinafter appointed or elected shall generally assist the aforementioned officers.

C. Executive Director

1. The President may, with the approval of the Board of Directors, appoint an Executive Director of INCE to serve such term as the Board may determine. The Executive Director is not a voting member of the Board of Directors, but reports at each meeting of the Board on the administrative affairs of the Institute. The Executive Director is an ex officio member of all other boards and committees of the Institute.
2. If appointed, he/she will maintain/oversee the INCE Business Office (IBO), which will handle all administrative matters that relate to the operation of the Institute. The Board of Directors will approve the funds required to compensate the Executive Director and to operate the IBO. The Executive Director, who shall serve at the will of the Board, may be removed, with or without cause, by a majority of the directors, subject to the contract rights, if any, of the Executive Director.

D. Vacancies

Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board or by unanimous written consent of the Board. In the event of the absence or incapacity of the President, the President-Elect shall serve as President for a period not longer than the unexpired term of the incumbent President, or until the President is able to resume his (or her) duties.

5.0. NOMINATIONS AND ELECTIONS

A. Nominations

1. The Board of Directors shall annually submit to all voting members a list of nominees for directors to be elected by the voting members for the coming term. The number of nominees shall be equal to or larger than the number of directors to be elected. Submission may be by means of a notice in an Institute publication which goes to all voting members.
2. Additional nominations for directors to be elected by the voting members may be made by petition to the Board of Directors setting forth the name of the proposed candidate, provided such petition is received at the general offices of the Institute within sixty days of the mailing of the list of nominees to the membership. The required number of signatures on such petition shall be at least ten. The petition sent to the business office of the Institute does not need to contain original signatures and signatures can be submitted on separate pages and sent as a scanned copy to the general offices of the Institute.

B. Elections

Within 90 days of the mailing of the list of nominees to the membership, the Board of Directors shall submit to all voting Members a ballot listing all nominees for Directors, including those nominated by petition (if any). The nominees receiving the largest number of votes from the membership shall be declared elected by the Executive Committee of the Board of Directors, and submitted to the Institute at its Annual Meeting for ratification.

At the annual general meeting the members may elect additional directors up to a total of 14 directors. These directors are elected for a period of one year by majority vote during the annual general meeting.

6.0. INDEMNIFICATION

A. Permissive.

Every person who is or shall be or shall have been an Executive Director, Managing Director, Editor of *Noise Control Engineering Journal*, Editor of *Noise/News*, or Managing Editor of *Noise/News International*, Advertising Manager, Exposition Manager, chairperson, vice-president, Officer or Director of the Institute and his (or her) personal representatives shall be indemnified by the Institute against all costs and expenses reasonably incurred by or imposed

upon him (or her) in connection with or resulting from any action, suit or proceeding to which he (or she) may be made a party by reason of his (or her) holding or having held one or more of the positions above, or of any subsidiary or affiliate thereof, if the individual:

B. Acted in good faith;

Reasonably believed: (a) in the case of conduct in an official capacity, that the conduct was in the best interests of the Institute; and (b) in all other cases, that the individual's conduct was at least not opposed to the best interests of the Institute;

In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and

In the case of an employee benefit plan, reasonably believed such actions to be in the interests of the participants in and the beneficiaries of the plan. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in settlement.

Any such determination shall be made in accordance with the Nonprofit Act (1) by a majority vote of the disinterested directors, a majority of whom will constitute a quorum for that purpose; (2) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; (3) if there are no disinterested directors, by the members or by special legal counsel selected in the manner prescribed in the Nonprofit Act, provided that the special legal counsel determines that indemnification is permissible because the officer or director or other individual has met the relevant standard of conduct in these Bylaws and the Nonprofit Act; (4) by an affirmative vote of the members at a duly called meeting of the members at which a quorum is present; or (5) by a court of competent jurisdiction.

The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not, in itself, determinative that the officer, director, or other individual did not meet the standard of conduct contained in this Section.

Unless ordered by a court of competent jurisdiction, the Institute may not indemnify an officer or director or other individual if such indemnification is otherwise prohibited by law.

With respect to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved (1) by a majority vote of the disinterested directors, a majority of whom will constitute a quorum for that purpose; (2) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; (3) if there are no disinterested directors, by the members or by special legal counsel selected in the manner prescribed in the Nonprofit Act, provided that the special legal counsel determines that indemnification is permissible because the officer, director, or other individual has met the relevant standard of conduct in the Bylaws and the Nonprofit Act; (4) by a court of competent jurisdiction.

For purposes of this Section, “disinterested director,” “director,” and “officer” shall have such meanings as provided in the Nonprofit Act. “Other individual” shall refer to those individuals listed above.

The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights which a director or officer or other individual may have under any agreement with the Institute or otherwise.

Every provision of this Section is intended to be severable, and if any term or provision is invalid for any reasons whatsoever, such invalidity shall not affect the validity of the remainder of this Section.

C. Statutory.

The Institute shall indemnify and hold harmless any director of the Institute to the maximum extent allowed by §§ 29-406.51 and 29-406.52 of the District of Columbia Nonprofit Corporation Act of 2010. In providing indemnification under this Article, the Institute shall follow the procedures described in § 29-406.55 of the District of Columbia Nonprofit Corporation Act of 2010.

Further, the Institute shall indemnify and advance expenses to an officer who is party to a proceeding because he or she is or was an officer of the Institute:

- (1) to the same extent as a director; and
- (2) if he or she is an officer but not a director, to such further extent as may be provided by the Articles of Incorporation, the Bylaws, a resolution of the board of directors, except for:
 - (a) Liability in connection with a proceeding by or in the right of the Institute other than for reasonable expenses incurred in connection with the proceeding; or
 - (b) Liability arising out of conduct that constitutes:
 - Receipt by the officer of a financial benefit to which the officer is not entitled;
 - An intentional infliction of harm on the Institute or the members;
 - An intentional violation of criminal law

7.0. FISCAL YEAR AND TERM OF OFFICE

A. Fiscal Year

The fiscal year of the Institute shall begin on the first day in April of each year and shall end on the thirty-first day of March next following, unless otherwise determined by the Board of Directors.

B. Administrative Year

The administrative year of the Institute shall end at the end of the week in which the Annual Meeting of the Institute occurs, unless otherwise determined by the Board of Directors.

C. Term of Office

The term of office of each Officer and/or Director shall commence at the end of the week in which the Annual Meeting shall have been concluded. Such Officer and/or Director shall continue in office, unless removed in accordance with these Bylaws, resigned, or incapacitated, until the completion of his term or until his or her successor shall have been elected and qualified, whichever shall be later.

8.0. GENERAL

A. Committees and Boards

The Board of Directors may designate or appoint one or more non-Board or ad hoc committees or boards to promote the objectives and interests of the Institute. The Board of Directors may terminate the existence of any such committee or board.

B. Groups of Members

The Board of Director may authorize the establishment of voluntarily associated groups of members organized by geographic area or technical subspecialty. The Board of Directors may terminate the existence of any such group.

C. Publications

The Board of Directors may authorize the publication of one or more periodicals, directories, standards, books, or special publications either alone or in cooperation with other professional, technical or scientific organizations.

D. Conventions and Technical Meetings

The Board of Directors may authorize the Institute to sponsor technical meetings, conferences, symposia, or conventions either alone or in cooperation with other professional, technical or scientific organizations.

E. Contracted Services

In carrying out the activities authorized by these bylaws, the Board of Directors may engage the services of individuals and organizations, including not-for-profit corporations and commercial companies. For services in excess of \$1,000 per annum, a contract or agreement shall be executed by the parties concerned. A Corporate Officer of the Institute or the Executive Director shall sign each contract or agreement.

9.0. TECHNICAL ACTIVITIES

A. Technical Activities Board

1. There shall be an INCE Technical Activities Board (TAB) whose members are the chairmen of the INCE Technical Groups. The Chairman of TAB shall be the INCE Vice-President for Technical Activities. A Vice-Chairman of TAB may be appointed by the INCE President upon the recommendation of the Vice-President for Technical Activities.
2. The TAB shall perform the functions delegated to it by the INCE Board of Directors, including the recommendation of policies affecting the management and operation of the Technical Groups. The TAB shall interpret relevant policies through organizational arrangements, guidelines, and scopes and shall develop policy recommendations, plans, schedules and procedures relating to the INCE program of technical activities. The TAB shall appraise INCE technical activities; shall prepare reports and proposals on the establishment of programs or modifications and on relative support levels and program effectiveness; and shall undertake special assignments for the INCE Board of Directors. Relevant policy statements and procedures shall be circulated for the guidance of all concerned.
3. The TAB Chairman may establish standing committees and task forces to facilitate the performance of duties assigned to TAB and to encourage cooperative efforts among the Technical Groups. In addition to his or her other responsibilities to the INCE Board of Directors, the TAB Chairman may bring to the Board reports, recommendations, or other actions by the individual Technical Groups.
4. The TAB shall be responsible for monitoring the operations of the individual Technical Groups. The TAB shall make recommendations to the INCE Board of Directors concerning proposals for the formation of a new Technical Group, for the merger of Technical Groups and for the termination of Technical Groups.
5. The TAB may have a budget for the support of current INCE technical activities and for the development of new INCE technical activities. INCE funds may be expended for activities that are undertaken by the TAB itself or by the TAB in support of the Technical Groups. No INCE funds shall be expended to cover travel expenses or honoraria. The budget shall be prepared on an annual basis and submitted to the INCE Board of Directors for approval.

B. Technical Groups

1. There shall be established within INCE-USA groups of members interested in specific technical fields or related subjects.

These groups of members are designated Technical Groups.

2. A Technical Group may be involved in the following activities:
 - a. Sponsor and hold workshops or symposia either independently or prior to or following a NOISECON or INTERNOISE conference.
 - b. Organize technical sessions for NOISECON or INTERNOISE conferences on subjects within the scope of the Technical Group.

- c. Participate in the INCE Long-Range Program for Source Noise Control with sources which fall within the scope of the Technical Group.
 - d. Publish activity and annual reports on subjects within the scope of the Technical Group.
 - e. Provide input on subjects within the scope of the Technical Group dealing with guidelines. The INCE Guidelines Series will provide important information to the profession in loose-leaf notebook form dealing with the solutions of specific noise control problems. The examples furnished by the Technical Groups are extremely important to the INCE Guidelines Series.
3. All Technical Groups shall consist exclusively of INCE Members, and Associates. All Members and Associates of INCE-USA may become members of one or more Technical Groups. No Technical Group shall be recognized as being jointly sponsored with another organization outside INCE-USA. However, Technical Groups may cooperate with other organizations in the holding of joint meetings and may invite members of such organizations and the public to their meetings.
 4. The Chairman, Vice-Chairman, Secretary and such other group members as may be appointed by the Chairman shall constitute the Group Administrative Committee (ADCOM).
 5. The Chairman of a Technical Group shall be an INCE Member who is appointed by the Technical Activities Board (TAB) on the recommendation of the INCE Vice-President for Technical Activities. The Chairman is responsible for the overall administration and leadership of the group in all its activities. He or she presides at all group meetings and at meetings of its Administrative Committee. He or she appoints committee chairmen and represents the Technical Group on the Technical Activities Board and to all other INCE activities.
 6. All other officers shall be drawn from the membership of the Technical Group and shall be appointed by the INCE Vice-President for Technical Activities upon the recommendation of the Group Chairman. The appointments of the Technical Group officers shall be for one calendar year; reappointments are permitted.
 7. The Group Vice-Chairman is responsible for the duties of Chairman in his or her absence. He or she assumes any of the duties of the office of the Chairman when so directed by the Chairman.
 8. The Group Secretary handles correspondence and maintains a correspondence file. He or she keeps accurate minutes and records of all activities of the group and its Administrative Committee. He or she submits promptly to the TAB Chairman reports following each group meeting.
 9. A request for the formation of a new Technical Group shall state the proposed field of interest and shall be forwarded to the INCE Board of Directors after review by the Technical Activities Board. Upon approval of the formation of a Technical Group by the INCE Board of Directors, the TAB Chairman shall appoint the Group Chairman and approve the appointments of the other officers of the group. The Group Administrative Committee shall hold a meeting within 6 months of its formation and at least annually thereafter.
 10. The organizational structure of a Technical Group depends upon the size and extent of the group's activities. Appointment of the following group officers is required: Chairman, Vice-Chairman and Secretary. Additional appointments of committee chairmen are

- recommended to fulfill the following group activities and responsibilities: Membership, Publicity and Public Relations, Programs and Conferences, Newsletter and Nominations.
11. The Technical Groups shall operate in support of their assigned technical fields as described in their scopes. Each Technical Group shall conduct its activities within the Articles of Incorporation and Bylaws of INCE-USA.
 12. Each Technical Group is responsible for holding at least one technical meeting of national scope each year which may be held during the NOISECON or INTERNOISE conference or as a separate conference. All meetings of Technical Groups shall be open to all members of INCE/USA on an equal basis with group members.
 13. A Technical Group shall forward to the TAB Chairman a copy of each meeting notice of the Technical Group as well as an annual report which summarizes the activities of each calendar year. The annual report reviews activities during the year and gives specific plans for the coming year. The annual report shall be submitted within 45 days of the close of the calendar year and shall be prepared for publication in NOISE/NEWS INTERNATIONAL. All reports and publications of the group, including the annual report, shall be submitted to INCE publications (NOISE/NEWS INTERNATIONAL) for publication consideration prior to submittal to other publication media.
 14. When lack of activity so indicates, the TAB Chairman shall recommend to the INCE Board of Directors that a Technical Group be disbanded, or the INCE Board of Directors may elect to disband the TAB unilaterally for continued lack of activity.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of the aforementioned corporation, a District of Columbia corporation, as in effect on the date hereof.

WITNESS my hand and seal of the Institute.

Adopted 1971 October 22

Amended 1972 October 03, 1973 November 27, 1973 January 20, 1973 April 09, 1974 September 29, 1975 January 25, 1975 November 04, 1978 May 06, 1979 November 28, 1980 January 19, 1981 June 07, 1982 January 22, 1983 March 20, 1984 May 06, 1989 May 21, 1991 April 29, 1992 July 19, 1992 November 06, 1993 May 02, 1995 July 09, 1996 September 19, 1996 June 3, 2000, 2018 January 26