

**BYLAWS
OF
INTERNATIONAL ASSOCIATION FOR STRUCTURAL MECHANICS
IN REACTOR TECHNOLOGY**

ARTICLE I

Principal Office

The principal office of International Association for Structural Mechanics in Reactor Technology (hereinafter "IASMiRT") shall be located at the address as the Board of Directors may determine.

ARTICLE II

Purposes

The objectives and purposes for which IASMiRT is formed are set forth in its Articles of Incorporation, including, but not limited to, authorizing and assisting local organizations to host the biennial international conferences on structural mechanics and reactor technology in odd-numbered years, alternating between Europe, the Americas, and Asia. The programs and activities may include making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3) and 170(c)(2) obligated to expend such funds for purposes consistent with these purposes.

ARTICLE III

Members and Meetings of Members

1. Membership. The members of IASMiRT for any conference biennium shall consist of any person who has registered for and attended the IASMiRT Planning Meeting or conference in this biennium either in person or by proxy, and who has signed the General Assembly attendance sheet accepting membership obligations. In addition, members of the Board of Directors and Advisory Board, are automatically IASMiRT members. Except for Board and Advisory Board members, IASMiRT membership shall cease at the end of each biennium. A biennium BEGINS at the end of the General Assembly of one conference, and ENDS at the end of the General Assembly of the following conference.

2. Rights of Members. Each member of IASMiRT shall have the right to cast one vote in person or by proxy on all actions on which members shall have a right to vote. The right of a member to vote shall cease on the termination of his membership.

3. Removal of Members. Any member may be removed from membership by a unanimous affirmative vote of the Board of Directors at any regular or special meeting called for that purpose, for conduct detrimental to the interests of IASMiRT.

4. Resignation of Members. Any member may resign from IASMiRT by delivering a written resignation to the President or Secretary of IASMiRT.

5. Regular Meetings. The meetings of the members of IASMiRT, called General Assemblies, shall be held during the Conference in odd-numbered years and at the Planning Meeting in even-numbered years on dates to be determined by the Board of Directors for the purpose of transacting such business as may properly come before the meeting. In odd-numbered years, this business shall include the selection and acceptance of a proposal for hosting the conference after next. The Chair of that conference becomes a Board member for the next eight (8) years. The Advisor General is also selected for the next biennium.

6. Special Meetings. Special meetings of the members may be called at any time by the President, and shall be called by the President or Secretary at the written request of a majority of the Board of Directors, or by the written request of six (6) members of IASMiRT.

7. Place of Meetings. All meetings of members shall be held at such place as the Board of Directors may select, and as shall be designated in the notice of such meetings.

8. Notice of Meetings. Notice of the annual, or any special meeting of members, stating the purpose or purposes of the meeting and the time and place where it is to be held, shall be sent by mail or electronic transmission to each member entitled to vote at such meeting, or posted on the association website, not less than thirty (30) days nor more than ninety (90) days before the meeting.

9. Quorum. At any meeting of members of IASMiRT, the presence in person or by proxy of a majority of the members entitled to vote at such meeting shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present plus proxies at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these bylaws.

10. Voting. Except as otherwise provided in the Bylaws, the majority vote of all of the members present in person or by proxy and entitled to vote at a meeting of members with respect to a question or matter brought before such meeting shall be necessary to decide such question or matter.

ARTICLE IV
Directors

1. General Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of IASMiRT shall be managed under the direction of, the Board of Directors of IASMiRT. Unless indicated otherwise, "Board" shall mean the Board of Directors of IASMiRT. The major tasks of the Board are as follows:

- a. Provide oversight and guidance to the chair of the current conference.
- b. Evaluate proposals for future SMiRT conferences and prepare a recommendation for presentation to the General Assembly.
- c. Establish a mutual agreement with a future conference chair regarding financial backing for the conference, determination of registration fees for the conference and seminars, and the contribution to IASMiRT.
- d. Review and approve final topical framework, the selection of coordinators, and the approval of seminars.
- e. Evaluate the previous conference including seminars, review and approve conference final report, and review suggestions for future conferences.
- f. Review content of the IASMiRT website.

2. Number and Qualification. There shall be five (5) members on the Board determined as follows:

- a. President: chair of the previous conference.
- b. President-Elect: chair of the current conference.
- c. Vice-President and Secretary: chair of the conference for the following biennium.
- d. Treasurer: immediate past president.
- e. Advisor General: chair of the Advisory Board.

Directors of IASMiRT need not be residents of the State of North Carolina.

3. Duties of officers

- a. President. The President shall be the principal operating officer of IASMiRT, shall oversee the day-to-day operations of IASMiRT and shall perform such other duties as may be assigned from time to time by the Board.
- b. President Elect. The President-elect is the Chair of the Conference.
- c. Vice-President and Secretary. The Vice-President assumes the duties of the President should the President be unable to serve. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and IASMiRT membership, shall give all notices required by law and by these bylaws, shall have general charge of the corporate records and books. The Secretary shall, in general, perform all duties incident to the

office of Secretary and such other duties as may be assigned from time to time by the Board.

- d. Treasurer. The Treasurer shall
 - i. authorize expenditure of all funds and securities belonging to IASMiRT,
 - ii. receive, deposit and disburse the same under the direction of the Board,
 - iii. keep full and accurate accounts of the finances of IASMiRT in books especially provided for that purpose, provided that the Board may from time to time designate one or more fiscal agents to perform all or any part of these duties,
 - iv. ensure that all tax filings are completed and filed in a timely manner.
and
 - v. in general, perform, all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the Board.
- e. Advisor General. The Advisor General is the Chair of the Advisory Board and represents the Advisory Board in all Board discussions and decisions.
- f. Registered Agent. The Board shall appoint a North Carolina citizen as the Registered Agent. It shall be the duty of this person to receive all legal documents and transmit them to the relevant Board member; and file all necessary legal documents required in the state of North Carolina.
- g. Custodian of the Bylaws. The Board may choose to appoint a Custodian of the Bylaws to advise it on legal matters.

4. Terms. Each director shall serve two years in each office (other than Advisor General) for a total of eight-year term unless he resigns, dies, is removed, replaced or is otherwise unable to serve. In the event of a vacancy, a director will serve the remaining term of the director being replaced.

5. Initial Directors. The initial board of directors shall be the individuals named in the resolution authorizing the adoption of these bylaws. They shall serve until elections are held at the General Assembly in the next odd numbered year in accordance with these bylaws.

6. Removal. Any elected director may be removed with cause upon the vote of a majority of all of the Board then in office.

7. Vacancies. Vacancies occurring in the Board may be filled upon the vote of a majority of all of the Board then in office.

8. Compensation. Directors shall not be compensated for their services as such, but the Board may provide for the payment of expenses which are incurred by directors in connection with the performance of their duties.

9. Committees. By action of a majority of the number of directors then in office, the Board may from time to time designate such committees as in the judgment of the Board may be necessary to carry out the objects and purposes of IASMiRT and may determine the duties and tenure of each such committee.

ARTICLE V

Meetings of Directors

1. Regular Meetings. The Board shall hold four sets of regular meetings in each biennium.
 - a. The first meeting of the new Board will be held at the conference following the General Assembly, at the beginning of the biennium.
 - b. The second set of meetings will be held at the beginning of the following year.
 - c. The third set of meetings will be held in conjunction with the conference Planning Meeting in the fall of this same year.
 - d. The fourth and final set of meetings will be held at the conference, before the General Assembly, at the end of the biennium.

These meetings shall be held at times and places to be determined by the Board and may be held within or without the State of North Carolina. Permanent members of the Advisory Board (see ARTICLE VI below) may attend all meetings of the Board unless, **as an exception**, determined **otherwise** by the Board. The entire Advisory Board may be invited to any and all of the Board meetings at the discretion of the Board. Only Board members are able to vote.

2. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two directors. Such meetings may be held within or without the State of North Carolina.

3. Notice of Meetings. Initial meetings for each of the four sets of regular meetings and all special meetings of the Board may be held with thirty (30) days prior notice. Notice under this provision may be given by any usual means of communication, including without limitation, personal notice, written notice and electronically communicated notices. Such notice need not specify the purpose for which the meeting is called.

4. Waiver of Notice. Any director may waive any required notice before or after the date and time stated in the notice. Attendance at or participation by a director in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5. Quorum. Three of the directors in office shall constitute a quorum for the transaction of business at a meeting of the Board. One-half of the members of a committee of the Board shall constitute a quorum for the transaction of business at a meeting of the committee.

6. Manner of Acting. Except as otherwise provided by law, the Articles of Incorporation or these bylaws, 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.

7. Conflict of Interest Transactions.

- a. Definition: “Conflict of interest transaction” means any transaction in which a director has a direct interest or an indirect interest. A director has a direct interest in a transaction if the director or a member of the director’s immediate family has either a material financial interest in the transaction or a relationship with the other parties to the transaction that might reasonably be expected to affect his or her judgment. A director has an indirect interest in a transaction if either (i) another entity in which the director has a material financial interest or in which the director is a general partner is a party to the transaction, or (ii) another entity of which the director is also a director or is an officer or trustee is a party to the transaction and the transaction is of sufficient importance that it should be considered by the Board of IASMiRT.
- b. Special Requirements: A conflict of interest transaction is not voidable by IASMiRT solely because of a director’s interest in the transaction if (1) the material facts of the transaction and the director’s interest were disclosed or known to the Board or a committee of the Board and the Board or Committee authorized, approved or ratified the transaction, or (2) the transaction was fair to IASMiRT.
- c. Disclosure: A director who has a direct or indirect interest in any transaction presented to the Board or any committee of the Board shall disclose his or her interest.
- d. Approval: A conflict of interest transaction must be authorized, approved or ratified by the affirmative vote of a majority of the directors (not less than two) on the Board (or the appropriate committee) who have no direct or indirect interest in the transaction and to whom the material facts of the transaction and of any director’s interest in the transaction were disclosed or known. If a majority of the directors, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking such action. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction

does not affect the validity of any action taken in accordance with this paragraph.

8. Presumption of Assent. A director of IASMiRT who is present at a meeting of the Board or a committee of the Board when corporate action is taken shall be deemed to have assented to the action taken unless the director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting, the director's dissent or abstention from the action is entered in the minutes of the meeting, or the director files written notice of dissent or abstention with the presiding officer of the meeting before its adjournment or with IASMiRT immediately after the adjournment of the meeting. The right of dissent or abstention is not available to a director who voted in favor of the action taken.

9. Attendance by Telephone or Video Conference. The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

10. Informal Action by Directors. Action taken without a meeting is nevertheless Board action if written consent to the action in question, describing the action taken, is signed by all the directors and filed with the minutes of the proceedings of the Board or filed with the corporate records, whether done before or after the action so taken. Such action shall be effective when the last director signs the consent, unless the consent specifies a different effective date. Consent may be given in writing or by electronic communication.

ARTICLE VI Advisory Board

1. An Advisory Board shall be constituted to assist in the furtherance of the objectives of the Association and shall be comprised of:

- a. Permanent members, i.e. all former Conference chairs who are no longer on the Board.
- b. Two-year members, i.e. Association members selected by the Board for a conference biennium.

The Advisory Board shall propose **to the Board** one of its members who is a former Conference chair to the Board for the office of Advisor General. Upon acceptance of the proposal, the Board shall recommend to the General Assembly of Members that the candidate be elected to the Board for a period of two years. Re-election is possible and normally limited to a total of three terms.

2. The Chairman of the Board or the Advisor General shall convene meetings of the Advisory Board when needed. The Advisory Board meetings shall be presided over by the Advisor General. Alternatively, the Advisory Board may meet concurrently with the Board.

ARTICLE VII

Indemnification

1. Extent. In addition to the indemnification otherwise provided by law, IASMiRT shall indemnify and hold harmless its directors and officers against liability and expenses, including reasonable attorneys' fees, incurred in connection with any action, suit, proceeding or claim arising out of their status as directors or officers or their activities in any of such capabilities or in any capacity in which any of them is or was serving, at IASMiRT's request, in another corporation, association, joint venture, trust or other enterprise; provided, however, that IASMiRT shall not indemnify a director or officer against any liability or litigation expense that the director or officer may incur on account of activities that at the time taken were believed or known (or reasonably should have been known) by the director or officer to be clearly in conflict with the best interests of IASMiRT or if the director or officer received an improper personal benefit. IASMiRT shall also indemnify a director or officer for reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted herein, if it is determined in accordance with Section 2 of this Article that the director or officer is entitled to indemnification. **"Directors and officers" refers to both current and former directors and officers throughout this paragraph.**

2. Determination. Indemnification under Section 1 of this Article shall be paid by IASMiRT with respect to any action, suit, proceeding or claim only after a determination that the liability and/or litigation expenses for which indemnification is sought (a) were not incurred on account of activities which at the time taken were believed or known (or reasonably should have been known) by the person seeking indemnification to be clearly in conflict with the best interests of IASMiRT and (b) did not involve any transaction from which the person seeking indemnification derived an improper personal benefit. Such determination shall be made (i) by the affirmative vote of a majority (but not less than two) of the directors who were not parties to the action, suit or proceeding or against whom the claim was not asserted ("disinterested directors") even though less than a quorum, (ii) by independent legal counsel in a written opinion, or (iii) by a court of competent jurisdiction.

3. Advanced Expenses. Expenses incurred by a director or officer in defending any action, suit, proceeding or claim may upon approval of a majority (but not less than two) of the disinterested directors, even though less than a quorum, or, if there are less than two disinterested directors, upon unanimous approval of the Board, be paid by IASMiRT in advance of the final disposition of such action, suit, proceeding or claim upon receipt of an undertaking by or on behalf of the director or officer to repay such amount less it shall ultimately be determined that the director or officer is entitled to be indemnified against such expenses by IASMiRT.

4. Reliance and Consideration. Any director or officer who at any time after the adoption of this Article VII series or has served in any of the aforesaid capacities for or on behalf

of IASMiRT shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall insure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Article VII. No amendment, modification or repeal of this Article VII shall adversely affect the right of any director or officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

5. Insurance. IASMiRT may purchase and maintain insurance on behalf of its directors, officers, employees and agent and those persons who were serving at the request of IASMiRT as a director, officer, partner, trustee, employee, or agent of, or in some other capacity in, another corporation, association, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not IASMiRT would have the power to indemnify against such liability under the provisions of this Article VII or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee or agent made to or on behalf of a person entitled to indemnification under this Article VII shall relieve IASMiRT of its liability for indemnification provided for in this Article VII or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against IASMiRT with respect to such payment.

ARTICLE VIII

Regional Associations

Regional associations on Structural Mechanics in Reactor Technology (nnSMiRT, where nn is the abbreviation of the region) may be set up to

- (a) participate in the organization of the conferences on Structural Mechanics in Reactor Technology (SMiRT) organized by the International Association for SMiRT (IASMiRT) to be held in their regions, and
- (b) conduct other activities which support their regional scientific and engineering communities in the nuclear energy industry. These activities should be coordinated with IASMiRT to ensure that no conflict occurs between these activities and the planning and implementation of a SMiRT conference.

ARTICLE IX

General Provision

1. Management of Corporate Funds. No funds received by donation, bequest or any other means shall be diverted from the use specified by the donor, testator or testatrix, unless said

use is contrary to or in conflict with the purposes of IASMiRT. No funds shall be used for any purpose other than to effect the purposes of IASMiRT. Each officer and employee or agent having custody of Association funds may be covered by an appropriate fidelity bond. IASMiRT will designate a depository and establish policies on deposits and withdrawals of funds from such accounts by resolution at its initial meeting. Until the initial meeting is held, the President is authorized to establish an account with a bank or depository, with all funds of IASMiRT deposited in the name of "INTERNATIONAL ASSOCIATION FOR STRUCTURAL MECHANICS in REACTOR TECHNOLOGY." Withdrawals from such accounts shall be made only by check or similar order signed by the Treasurer and any other individuals as designated by the Board.

2. Exempt Activities. Notwithstanding any other provision of these bylaws, no director, officer, employee or representative of this Association shall take any action or carry any activity by or on behalf of IASMiRT not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist, or as they may hereafter be amended.

3. Fiscal Biennium. The Fiscal Biennium shall be the same as the Conference Biennium.

4. Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of three quarters (3/4) of the members attending in person or by proxy at any regular or a special membership meeting.

5. Dissolution. For the dissolution of the Association a majority **defined as** four fifths (4/5) of those members attending in person or by proxy at a General Assembly shall be required and such majority shall represent at least one half (1/2) of the membership. Upon dissolution, any remaining funds after all financial obligations have been met, may only be distributed to organizations that qualify as exempt organizations under Code Section 501(c)(3) and 170(c)(2) obligated to expend such funds for purposes consistent with the purposes of this association. No member shall be entitled to share in the distribution of assets upon the dissolution.

6. Rules of Order. Any question regarding Parliamentary Practice shall be resolved by reference to Democratic Rules of Order (Francis and Francis, Cool Heads Publishing)

7. No Personal Liability. No director, officer, or member of IASMiRT shall be liable or responsible for the debts or obligations of IASMiRT.

8. Non-Discrimination. This Association shall operate entirely on a non-discriminatory basis with respect to age, sex, sexual orientation, race, religion, and national origin. This policy shall apply to membership, boards, committees, staff, and services.

Adopted as of February 9, 2018