

BY-LAWS OF AMERICAN CARBON SOCIETY
(Revised July 2001)

PREAMBLE

The American Carbon Committee was established in 1957 with the express purpose of organizing US conferences on carbon. In 1973 its name was changed to the American Carbon Society, hereafter referred to as the Society. The following by-laws of the Society replace those adopted at the inception of the American Carbon Committee and all subsequent amendments.

ARTICLE I. CORPORATE NAME AND LOGO

The name of this corporation shall be the American Carbon Society. The logo of the Society shall be a vertical hexagonal ring containing three smaller adjoining nested vertical hexagons, two below and one above, in the center of which is situated an open vertical hexagon containing the capital letter 'C'.

ARTICLE II. MEMBERSHIP

SECTION 1. All registrants of an American Conference on Carbon organized by the American Carbon Society automatically become members of this Society for the remainder of the same calendar year and the entire period until the end of the calendar year in which the next such conference is held.

SECTION 2. Individuals not attending an American Conference on Carbon may purchase memberships on a calendar year basis from the Secretary-Treasurer of the Society.

SECTION 3. Members have the right to vote at meetings of the Membership and shall receive the Society's newsletter.

ARTICLE III. MEMBERSHIP DUES

Membership dues of the Society shall be established by the Executive Committee.

ARTICLE IV. LOCATION

The principal office of the Society is located at the place of residence of the Secretary-Treasurer of the Society.

ARTICLE V. ADVISORY COMMITTEE

At each American Conference on Carbon, the Membership shall elect a group known as the Advisory Committee, which shall consist of not more than thirteen (13) persons, who shall be members of the Society. The exact number to be elected to the Advisory Committee at each meeting of the Membership shall be determined in advance of such Membership meeting by the Executive Committee who shall nominate a slate of candidates, which shall be the exact number to be elected to such Advisory Committee. This slate shall be presented for ratification at the joint meeting of the Executive and Advisory Committees at the American Conferences on Carbon, at which time changes may be proposed and voted on. The number of nominees to be presented to the Membership shall equal the number to be elected as previously determined by the Executive Committee. At the meeting of the Membership, additional nominations may be received from the floor prior to the final vote. The individuals receiving the highest number of votes shall be considered elected, regardless of majority or plurality of votes.

ARTICLE VI. EXECUTIVE COMMITTEE - BOARD OF DIRECTORS

The Board of Directors of the Society shall be called the Executive Committee and shall be composed of four (4) elected members and one (1) *ex officio* member, the Secretary/Treasurer of the Society. The elected members of the Executive Committee shall be nominated and elected by the Advisory Committee at its joint meeting with the Executive Committee during the American Conferences on Carbon. This election shall precede the ratification of the slate of nominees to the Advisory Committee at the same meeting. Nominees for election to the Executive Committee must be either current or former members of the Advisory Committee. The persons receiving the highest numbers of votes shall be elected.

ARTICLE VII. TERMS OF OFFICE

SECTION 1: Terms of Office are specified in terms of *Periods*, one period being the time between two consecutive meetings of the Membership held at the American Conferences on Carbon.

SECTION 2: The term of office for each member of the Advisory Committee shall be two periods, with approximately one half of said members retiring at each meeting of the Membership of the Society. Members of the Advisory Committee shall not be eligible for two successive terms.

SECTION 3: The four elected members of the Executive Committee shall serve for a term of two periods. No more than two elected members shall retire at each meeting of the Membership of the Society. Elected members of the Executive Committee may succeed themselves and serve a maximum of two (2) consecutive terms. The *ex officio* member may continue to serve indefinitely.

ARTICLE VIII. NOTICE AND QUORUM OF MEMBERSHIP MEETINGS

Membership meetings are to be held at the American Conferences on Carbon. There shall be no required notice of Membership meetings. A quorum shall consist of those members who attend the meeting for the election of the Advisory Committee and need not constitute a majority of the members. Meetings may be held outside the State of the principal office of the Society.

ARTICLE IX. MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1: Meetings of the Board of Directors (Executive Committee) shall take place at least annually, and will be held upon written notice to each of the members by the Secretary or Chair, mailed at least two weeks before such meetings, except for meetings during the American Conferences on Carbon, which shall be by personal notification by the Secretary or Chair.

SECTION 2: At least three(3) members shall be necessary to constitute a quorum. If the number of members of the Executive Committee shall be three or less, a quorum shall be composed of all but one of the members of the Executive Committee.

SECTION 3: The business of the Society shall be conducted by the Executive Committee.

SECTION 4: Meetings of the Executive Committee may be held outside the State of the principal office of the Society.

ARTICLE X. MEETINGS OF THE ADVISORY COMMITTEE

SECTION 1: The Advisory Committee shall meet jointly with the Executive Committee during the American Conferences on Carbon, prior to the meeting of the membership, and at least once between Conferences. Meetings will be held upon written notice to each of the members by the Secretary, mailed at least two weeks before such meetings, except for meetings during the American Conferences on Carbon, which shall be by personal notification by the Secretary or Chair.

SECTION 2: A quorum shall consist of those members of both Committees attending, with no minimum number of members of either Committee being necessary.

ARTICLE XI. COMMITTEE VACANCIES

SECTION 1: In the event of a vacancy in the Executive Committee by death or resignation, such vacancy shall exist until the next meeting of the Advisory Committee, if such a meeting is anticipated to take place within the following six months. Otherwise the Chair shall canvas all Advisory Committee members by letter, telephone or e-mail for the election of a new Executive Committee member from current or previous members of the Advisory Committee. A simple majority of members voting is required for election.

SECTION 2: If the vacancy referred to in Section 1 of this Article is that of the Chair, the remaining members of the Executive Committee shall first elect a Chair from their membership before proceeding with the election referred to in Article XI, Section 1.

SECTION 3: In the event of a vacancy in the Advisory Committee by death, resignation, or appointment to the Executive Committee, the Executive Committee shall appoint a person from the current Membership of the Society to fill such vacancy until the next meeting of the Membership.

ARTICLE XII. OFFICERS

SECTION 1: The officers of the Society shall be the Chair, which shall be the equivalent of President, and the Secretary/Treasurer. The Chair shall be elected by the full Executive Committee immediately after its election by the Advisory Committee at the American Conferences on Carbon. The Secretary/Treasurer shall be appointed by the elected members of the Executive Committee. Other offices may be created from time to time by the Executive Committee if it deems the same desirable.

SECTION 2: The Chair of the Executive Committee shall serve for a term of one period and may be reelected for a maximum of two successive terms.

ARTICLE XIII. INDEMNIFICATION

SECTION 1: Limitation of Directors' Liability.

No director of the American Carbon Society shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless: (a) the director has breached or failed to perform the duties of his or her office under Section 8363 of the Pennsylvania Directors' Liability act (relating the standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this paragraph shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or to the liability of a director for the payment of taxes pursuant to local, state or federal law.

SECTION 2: Indemnification of Directors and Officers.

(a) Each Indemnitee (as defined below) shall be indemnified and held harmless by the American Carbon Society for all actions taken by him or her and for all failures to

take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this paragraph shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(b) The right to indemnification provided in this paragraph shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the American Carbon Society in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues so to require, the payment of such expenses incurred by the Indemnitee in advance of final disposition of a Proceeding shall be made only upon delivery to the American Carbon Society of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this paragraph or otherwise.

(c) Indemnification pursuant to this paragraph shall continue as to an Indemnitee who has ceased to be a Director or officer and shall inure to the benefit of his or her heirs, executors and administrators.

(d) For purposes of this Article;

(i) "Indemnitee" shall mean each director or officer of the American Carbon Society who was or is a party to, or is threatened to be made a party to, or is

otherwise involved in, any Proceeding by reason of the fact that he or she is or was a director or officer of the American Carbon Society or is or was serving in any capacity at the request or for the benefit of the American Carbon Society as a director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise;

(ii) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or in the right of American Carbon Society), whether civil, criminal, administrative or investigative.

ARTICLE XIV. AMENDMENTS

A joint meeting of the Executive and Advisory Committees has the power to recommend altering, amending, suspending, or annulling these by-laws. Such recommendations should be approved by vote of the members at a Membership meeting, with prior notice of intention to take such action relative to the by-laws not being necessary.