



CITIZENS FOR NUCLEAR TECHNOLOGY AWARENESS, INC. BY-LAWS

ARTICLE I General

Section 1. NAME

This organization is incorporated under the laws of the State of South Carolina and shall be known as CITIZENS FOR NUCLEAR TECHNOLOGY AWARENESS, INC.

Section 2. LOCATION

The principal offices of the organization shall be located in the City of Aiken, Aiken County, State of South Carolina.

Section 3. PURPOSE

The purpose of Citizens for Nuclear Technology Awareness, Inc. is to provide greater public understanding of the positive relationship between nuclear technology, the environment and quality of life and to do all things necessary or convenient, and not inconsistent with law, to further these goals. The goal of this broad-based group is to interact with news media, educational organizations, trade and professional organizations, and the public at-large.

ARTICLE II Membership

Section 1. ELIGIBILITY

Any person, firm, corporation, partnership, estate or association having interest in the objectives of Citizens for Nuclear Technology Awareness shall be eligible to apply for membership.

Section 2. ADMISSION

Applications for membership shall be submitted orally or in writing or using forms provided for that purpose. Any applicant shall be granted membership upon payment of the annual membership fee. Membership is on a calendar year basis subject to payment of membership dues.

Section 3. MEMBERSHIP DUES

Membership dues shall be at such a rate or rates as may be from time to time prescribed by the Board of Directors, payable annually.

Section 4. TERMINATION

Members who fail to pay their renewal annual membership fee within ninety (90) days after the date of invoice may be terminated as members of the organization.



Section 5. VOTING

Members of Citizens for Nuclear Technology Awareness, Inc. agree to vest authority for operating the organization in the Board of Directors. Members agree to support the goals of the organization through their membership but shall have no vote in operational matters of the organization.

Section 6. EXERCISE OF PRIVILEGES

All members shall be considered members in good standing of the organization and subject to the privileges outlined herein. To further the organization's goal of broad-based grassroots public education, any person, firm, association corporation, partnership or estate holding membership may suggest to the Board of Directors specific programs, activities or courses of action which the holder believes will further the group's objectives. Such a suggestion will be given due consideration by the Board.

ARTICLE III Meetings

Section 1. ANNUAL MEETING

The annual meeting of the corporation, in compliance with State law, shall be in the first quarter of each year, or on a date selected by the Executive Committee and approved by the Board of Directors. A meeting notification will be sent to each member of Citizens for Nuclear Technology Awareness, Inc. at least ten (10) days before said meeting. The Executive Director shall submit a written report of the work and the finances of the organization at the annual meeting. The annual meeting of the corporation may be held in conjunction with an Up and Atom Breakfast meeting or any other scheduled Citizens for Nuclear Technology Awareness, Inc. meeting.

Section 2. ADDITIONAL MEETINGS

General meetings of Citizens for Nuclear Technology Awareness, Inc. may be called by the Chairperson at any time, or upon request of any Board member. Notice of special meetings shall be made orally, telephonically, or through other notices as far in advance of the meeting as possible.

Section 3. BOARD MEETINGS

Board of Directors meetings shall be held regularly on a schedule set by the Board. Board meetings may be called by the Executive Director, the Chairperson or by any member of the Board. Notice of special meetings, including the purpose of the meeting, shall be given to each Board member at least one (1) day prior to said meeting.

Section 4. EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall meet at the call of the Chairperson. Such meetings may be held by telephone conference call.

Section 5. COMMITTEE MEETINGS

Committee meetings may be called at any time by the Board Chairperson or by the committee chairperson.



Section 6. QUORUMS

At any duly called meeting of the Board of Directors, a minimum of one third of Board members must be present in person to constitute a quorum. No quorum is required for the purpose of conducting the primary function of the organization -- education.

Section 7. ACTION

The Board of Directors shall take action pursuant to resolutions adopted by the affirmative vote of a majority of the Directors participating in a meeting at which a quorum is present, or the affirmative vote of a majority of the Board members where required by these By-Laws or by South Carolina Code.

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The Board of Directors may take action without a meeting by written consent as to such matters and in accordance with such requirements authorized by South Carolina Code. Unless otherwise permitted by the South Carolina Code, such written consent must be signed by all Board members and included in the minutes filed with the corporate records reflecting the action taken.

Section 8. NOTICES, AGENDA, MINUTES

Written notice of all Board meetings must be given at least seven (7) days in advance unless otherwise stated. An agenda and minutes must be prepared for all meetings. Any Board member may request that an item be placed on the agenda for consideration.

ARTICLE IV Board of Directors

Section 1. COMPOSITION OF THE BOARD

The Board of Directors shall be composed of no less than 15 and no more than 30 members selected by a nominating committee and elected by the Board to serve until they resign or are terminated by action of the Board. Board members not terminated shall serve until their successors have qualified and are elected. All Board members shall be natural persons and members in good standing of Citizens for Nuclear Technology Awareness, Inc. with memberships paid through the current year. Board members may designate alternates who may attend Board meetings for the purpose of information exchange.

The government and policy-making responsibilities shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs. A board member may resign at any time by delivering notice of resignation in accordance with South Carolina law. The Board may terminate any of the Board members, with or without cause, by a two-thirds (2/3) vote of the Board members present at the properly noticed meeting of the Board at which a quorum is present. Board members not attending Board meetings either in person or through their alternates for one year may be terminated.



Section 2. SELECTION AND ELECTION OF BOARD MEMBERS

A. Nominating Committee -- At the September Board meeting, the Chairperson shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of the Chairperson, the Vice Chair/Chair Elect, the Immediate Past Chair and a minimum of two (2) other members of the Board of Directors to consider whether new or additional members of the Board should be nominated and, if so, to present a slate of candidates, including officers, to the Board at the October meeting. The names of the members of the Nominating Committee and a call for nominations by petition will be published in the minutes of the meeting and in a newsletter circulated to the members of CNTA.

B. Nomination by Petition -- Additional names of candidates for the Board of Directors, including officers, can be nominated by petition bearing the signatures of any ten (10) Citizens for Nuclear Technology Awareness, Inc. members, including at least one member of the Board of Directors. Such petition shall be filed with the Nominating Committee at least ten (10) days before the Board of Directors October meeting.

C. Report of Nominations -- At the October Board meeting, the Nominating Committee shall report any recommended candidates to the Board of Directors and present to the Chairperson a slate of candidates, including those nominated by petition, recommended to be elected to serve. Each candidate will be an active member or will join Citizens for Nuclear Technology Awareness, Inc. by paying the current year's membership dues and will agree to accept the responsibility of Board membership.

D. Publicity of Nominations -- Upon receipt of the report of the Nominating Committee, the Chairperson shall immediately notify the Board of Directors of the names of persons nominated as candidates for Board members and officers including those nominated by the right of petition.

E. Seating of Board Members

New Board members shall be elected at the regular November Board meeting from the candidates nominated by the Nominating Committee and by the right of petition and shall be participating members effective the following January.

F. Term

Board members shall serve for a period of three (3) years, and may serve successive terms. Officers shall serve two (2) year terms and may serve successive terms not to exceed ten years unless specifically re-defined by the Board.

Section 3. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the Board for the current year plus the Executive Director and any other Board Member designated by the Chairperson. The Chairperson of the Board of Directors shall also be the Chairperson of the Executive Committee. Meetings of the Executive Committee shall be called by the Chairperson on a regular basis. Such meetings may be by telephone.



Section 4. EXECUTIVE DIRECTOR

An Executive Director will be retained to serve at the discretion of the Board as administrator and manager of the day-to-day operations of Citizens for Nuclear Technology Awareness, Inc. The Executive Director shall provide the professional services, and manage the staff, equipment, materials, etc. needed to perform the management and administrative tasks. The Executive Director shall serve as the registered agent and shall be compensated by the organization at an agreed upon rate which may be revised from time to time. The Executive Director shall also serve as the Secretary of the Corporation and the Administrative Assistant to the Executive Director may also serve as the Assistant Secretary of the corporation.

The Executive Director shall keep or cause to be kept the minutes of the Board meetings. The Executive Director shall be responsible for maintaining or causing to be maintained the files and records of Citizens for Nuclear Technology Awareness, Inc. and for such other duties as the Board shall prescribe.

The Executive Director shall be empowered with the operational flexibility of a professional manager and administrator but shall rely heavily on the advice and policies of the Board of Directors in carrying out the day-to-day responsibilities.

Section 5. SPECIAL COMMITTEES

Special committees or ad hoc committees shall be appointed by the Executive Director, to conduct special assignments. The creation of such a committee will be approved by the Chairperson and the Board of Directors. Recommendations for committee chair or members may be made by the Board of Directors.

Individuals serving as a committee chair or committee member are not required to be members of the Board of Directors. Committee chairs are considered ex officio members of the Board of Directors unless duly elected to the Board as defined in Article IV of these By Laws.

Section 6. Ex Officio Members of the Board of Directors

An Ex Officio Member of the Board of Directors as defined in these Board Policies shall be entitled to the privileges of a Board member subject to the following:

- A. An Ex Officio member (other than an ad hoc or special committee chair) must be approved by the Board of Directors.
- B. An Ex Officio member shall be allowed to sit with the Board and participate in discussions of agenda items, but shall not be allowed to vote on any matter coming before the Board or to make any motion regarding any matter before the Board.
- C. An Ex Officio member shall not be elected as an officer of the Board.



- D. An Ex Officio member shall observe all rules, regulations and policies applicable to members of the Board and any other conditions, restrictions, or requirements established or directed by vote of a majority of the members of the Board.
- E. An Ex Officio member may serve as a Committee member or Chair if appointed to do so by the Executive Director.

Section 7. VACANCIES

Vacancies on the Board of Directors, or among the officers, may be filled by a majority vote of the members of the Board of Directors present at any meeting of the Board where there is a quorum present.

Section 8. POLICY

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies and establishing the position of the organization on all issues relevant to Citizens for Nuclear Technology Awareness, Inc. Statements of Policy or position issued by the Board in the name of Citizens for Nuclear Technology Awareness, Inc. shall be maintained in printed form for review and revision as necessary. Letters to editors, guest editorials, and formal testimonies, consistent with established policies shall be submitted to the Executive Committee for comment. Successful disposition of the comments from the majority of the Executive Committee constitutes the required approval for submittal.

ARTICLE V Officers

Section 1. ELECTION OF OFFICERS

The Board of Directors at its regular November Board meeting shall elect the Chairperson, Vice Chairperson/Chair Elect and Treasurer as is deemed necessary to conduct the activities of the organization. Officers will be elected from members of the Board including newly elected members, except the Vice Chair/Chair Elect may be nominated from the community. Officers shall generally serve two-year terms and may serve successive terms. Officers shall be voting members of the Board of Directors. The outgoing Chairperson shall become the Immediate Past Chair, and be a voting member of the Board of Directors.

Section 2. DUTIES OF OFFICERS

A. Board Chairperson - The Chairperson shall serve as the chief elected officer of Citizens for Nuclear Technology Awareness, Inc. and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chairperson shall, with the advice and counsel of the Vice Chairperson/Chair Elect, Immediate Past Chair and Executive Director, determine all committees and select all committee leaders, assist in the selection of committee personnel, subject to approval of the Board of Directors.



B. Vice Chairperson/Chair Elect - The Vice Chairperson/Chair Elect shall exercise all powers and authority and perform the duties of the Chairperson in the absence or disability of the Chairperson. The Vice Chairperson/Chair Elect shall also undertake such additional duties and/or responsibilities as prescribed by the Chairperson and/or the Board of Directors.

C. Immediate Past Chair - The Immediate Past Chair shall continue as a member of the Board of Directors and the Executive Committee. The Immediate Past Chair will provide advice and counsel from a historical perspective to the Chairperson, Vice Chairperson/Chair Elect and the Executive Director. The term length for the Immediate Past Chair may be shortened by agreement between the Chairperson and the Immediate Past Chair.

D. Treasurer - The Treasurer shall be responsible for the safeguarding of all funds received by the organization and for their proper disbursement. Such funds shall be kept on deposit in Aiken financial institutions, or invested in a manner approved by the Finance Committee. The Treasurer shall cause a monthly financial report to be made to the Board. The Treasurer shall cooperate in all audits of Citizens for Nuclear Technology Awareness, Inc.'s financial records and accounts.

ARTICLE VI Indemnification

Section 1. SCOPE

The corporation shall indemnify, defend and hold harmless the corporation's Officers and Board Members to the fullest extent permitted by, and in accordance with the South Carolina Code.

ARTICLE VII Finances

Section 1. FUNDS

All money paid to Citizens for Nuclear Technology Awareness, Inc. shall be placed in a general operating fund unless designated by the donor to be placed in a restricted or other designated fund. Funds unused from the current year's budget or funds not expected to be expended in the near term, will be placed in an interest bearing account, reserve account or invested.

Section 2. RESTRICTED/DESIGNATED FUNDS

Upon notification of a donor who wishes to provide a restricted gift or bequest to Citizens for Nuclear Technology Awareness, Inc., the Treasurer will establish a separate account to manage as a restricted/designated fund. Fund management activities will ensure that only the interest or earnings from this fund are authorized for expenditure. The Treasurer shall cause a monthly financial report of the restricted or other designated fund to be made to the Board.



Section 3. DISBURSEMENTS

Upon approval of the budget, disbursements on accounts and expenses provided for in the budget can be made without additional approval of the Board of Directors as hereinafter provided. Disbursements not specified in the approved budget of Five Hundred Dollars (\$500.00) or less shall be made by check signed by the Treasurer, the Chairperson, or the Executive Director. Disbursements not specified in the approved budget of unbudgeted funds greater than Five Hundred Dollars (\$500.00) shall be made by check signed by any two of the Officers or an Officer and the Executive Director.

Section 4. FISCAL YEAR

The fiscal year for Citizens for Nuclear Technology Awareness, Inc. shall close on December 31.

Section 5. BUDGET

No later than the October Board of Directors meeting, the Treasurer and Executive Director shall prepare the budget for the coming year and submit it to the Board of Directors for approval at the November meeting.

ARTICLE VIII Limitations

Section 1. MEMBERS, OFFICERS, AND DIRECTORS NOT TO PROFIT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated purposes.

Section 2. PROHIBITED ACTIVITIES

Notwithstanding any other provision of these by-laws, this corporation shall not carry on any other activities not permitted to be carried on by (a) a

corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Tax Code or (b) by a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue Tax Code.

Section 3. DISSOLUTION

In the event of dissolution, the assets of the organization will be distributed for one or more exempt purposes to one or more organizations which themselves are exempt as organizations described in Section 501(c) 3 or 170(c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State or local government for exclusive public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located exclusively for such purposes or to such organizations as said court shall determine are organized and operated for such purposes.



ARTICLE IX Records

Section 1. FORMS OF RECORDS

When consistent with good business practices, any Citizens for Nuclear Technology Awareness, Inc. records may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

Section 2. CORPORATE RECORDS

Permanent records shall include minutes of all meetings of its Board of Directors and a record of all actions taken by the Directors without a meeting. In addition, appropriate accounting records shall be maintained. The corporation shall keep a copy of the following records at its Principal Office:

1. its articles or restated articles of incorporation and all amendments thereto currently in effect;
2. its by-laws or restated by-laws and all amendments thereto currently in effect;
3. a list of the names and business or home address of its current Board members and Officers; and
4. the organization's most recent report of each type required to be filed by the organization with the South Carolina Secretary of State.

ARTICLE X Authority

The South Carolina Code shall be the final source of authority and govern the procedures of all meetings of the corporation, of the Board of Directors, and of all committees of these bodies if the code is found to be inconsistent with these by-Laws.

ARTICLE XI Amendments

These by-laws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting plus any written ballots signed by the Board members submitted to the Chairperson or the Executive Director prior to the meeting. The notice for the meeting shall include the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board in writing at least five (5) working days in advance of the meeting at which they are to be acted upon.

Adopted: October 1991

Amended: November 1995, December 2000, December 2003,

Amended: and Approved at April 28th, 2011 Board of Directors meeting.

Amended: and Approved at September 27, 2012 Board of Directors meeting.

Amended: term limits amended to reflect 2 year terms for Chairperson, December 1, 2016.