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COOLING TOWER INSTITUTE
BY-LAWS

ARTICLE I
Fundamental Statement

This organization shall be known a "Cooling Tower INSTITUTE, Inc.", referred to hereinafter as an INSTITUTE. It is established as a voluntary, non-profit, scientific association composed of members as defined in ARTICLE III. Be it known and recognized that the certificate of incorporation for the INSTITUTE was duly issued on April 22, 1970, by the Secretary of State of the State of Texas.

ARTICLE II
Objectives

The objectives of the INSTITUTE are:

1. Maintain and expand a broad base membership of individuals and organizations interested in Evaporative Heat Transfer Systems (EHTS).
2. Identify and address emerging and evolving issues concerning EHTS.
3. Encourage and support educational programs in various formats to enhance the capabilities and competence of the industry to realize the maximum benefit of EHTS.
4. Encourage and support cooperative research to improve EHTS. technology and efficiency for the long-term benefit of the environment.
5. Assure acceptable minimum quality levels and performance of EHTS and their components by establishing standard specifications, guidelines, and certification programs.
6. Establish standard testing and performance analysis systems and procedures for EHTS.
7. Communicate with and influence governmental entities regarding the environmentally responsible technologies, benefits, and issues associated with EHTS.
8. Encourage and support forums and methods for exchanging technical information on EHTS.

ARTICLE III
Membership

Section A. ELIGIBILITY
Membership in the INSTITUTE shall be open on a world-wide basis to any person or group of persons, organization, corporation or partnership having an interest in the cooling tower industry.

Section B. MEMBERSHIP CATEGORIES
The membership shall be divided into the following categories.

Manufacturer Corporate: Members that produce Heat Rejection Systems for the industry.
Supplier Corporate: Members that supply equipment, parts or services for Heat Rejection Systems.
Affiliate: An organization or individual affiliated with a Manufacturer Corporate or Supplier Corporate.
Owner/Operator Corporate: A company that owns, operates, maintains or provides asset management services for Heat Rejection Systems at one or multiple locations.
Owner/Operator Individual: An individual who works for a company that owns, operates, maintains or provides asset management services for Heat Rejection Systems.

Consultant Membership: An individual or company, with five or fewer employees, that provides services to the Heat Rejection Systems industry.

Student Membership: Individuals who are actively enrolled in an institution of higher education, carry a minimum of nine hours of accredited curriculum per semester and are engaged directly or indirectly with heat transfer and Heat Rejection Systems.

Honorary Life Member: Retired or Semi-Retired individuals who have made a significant contribution to the Heat Rejection Systems industry. Honorary members must be appointed by the Board of Directors.

Section C. APPLICATION
Application for membership in the INSTITUTE shall be made in writing, shall contain an acceptance of and an agreement to abide by the By-Laws of the INSTITUTE and shall declare, the entity represented by the applicant if other than himself. It shall also declare the category and group of the membership. It shall be signed by the applicant. In the case of corporate memberships, the application shall include the name and address of the applicant's official delegate and, if desired, his alternate.

Section D. TRANSFER
Except as provided in this paragraph, membership in the INSTITUTE may not be transferred or assigned. The Certificate of Membership of a member in good standing may be assigned, subject to the approval and consent of the Board of Directors, in connection with the sale or transfer of all or substantially all of the properties of such member. Such approval and consent by the board shall be considered on the same basis as would be a new application for membership by the purchaser or transferee.

Section E. TERMINATION
1. Termination for Cause and Right to a Hearing. Membership in the INSTITUTE may be terminated for violation of the INSTITUTE By-Laws by a member, and/or for any other proper and lawful cause. Cancellation of membership shall be as a result of a three-fourths vote of the Board of Directors provided; however, that such member shall first be afforded an opportunity to be heard before the Board.

2. Suspension for Non-payment of dues. Members in arrears in the payment of dues may be suspended by action of the Board of Directors, and may be reinstated only by a favorable action by the Board upon payment of all delinquent dues or upon payment of the current year's dues. Members suspended as stated herein shall lose all privileges of membership during the period of suspension. See ARTICLE X. Section C. Paragraph 4.

Section F. VOLUNTARY TERMINATION
1. Resignation. All memberships in the INSTITUTE being voluntary, memberships may be terminated at the discretion of the member by notification to the INSTITUTE in writing of such decision and determination.

2. Financial Responsibility. All fees, dues, assessments and contributions, or parts thereof unpaid by the terminating member and justly due to the INSTITUTE shall be demanded upon termination. No fees, dues, assessments or contributions, nor parts thereof, paid to the INSTITUTE by such member before termination shall be refunded.

3. Penalties. There shall be no additional penalty or charge to the member because of voluntary termination of membership.
ARTICLE IV
Board of Directors

Section A. AUTHORITY AND DUTIES

1. Composition and General Authority. Management of the INSTITUTE shall be vested in a Board of directors which shall consist of and be limited to nine (9) persons elected as provided herein by the Voting Delegates.

2. Authority to Hire. The Board of Directors may appoint employees and hire the services of companies and/or organization that shall receive salaries or fees and be employed for such time and perform such duties as may be prescribed.

3. Special Assignments. Special duties of the Board members, in addition to and exclusive of the duties as INSTITUTE officers, are to be assigned by the Chairman of the Board and may include appointments to INSTITUTE committees.

4. Chairman. The INSTITUTE President shall serve as Chairman of the Board of Directors.

Section B. TERM OF OFFICE

Board members shall serve for a period of three years on a rotating basis, with three members retiring each year and three members being elected each year as herein prescribed.

Section C. SUCCESSION

These By-Laws shall prohibit an elected Board member from succeeding himself as a member of the Board of Directors, since the fundamental interests of the INSTITUTE will best be served by participation of the greatest number of its members.

Section D. REPRESENTATION OF GROUPS

In order that the best interest of the majority of the membership may be served and represented, it is urged and recommended that one nominee be selected from each of three recognized groups represented with the INSTITUTE, i.e., tower manufacturers, suppliers, and owner/operator.

Section E. NOMINATION AND ELECTION

1. Nomination and Qualifications. Nomination for Board membership shall be made by committee selection and all nominees must represent INSTITUTE members in good standing.

2. Election. Election of members of the Board of Directors shall be determined by simple majority of the votes cast by Voting Delegates as provided in Article VI, Sections C and D.

3. Oath. Each member of the Board of Directors shall, before beginning the duties of their office, take an oath as follows: ("I will perform properly the duties of my office in the best interest of the INSTITUTE, and uphold the By-Laws and Code of Ethics of the INSTITUTE").

Section F. TERMINATION AND REPLACEMENT

1. Ineligibility During Term of Office. If any member of the Board shall, during his term of office, cease to be accredited, or cease to represent a member of the INSTITUTE during his term of office, he shall therefore cease to be a member of the Board.

2. Temporary Replacement. If, for any reason, a member of the Board is unable to fulfill his term, the Chairman of the Board may fill the vacancy by appointment of an eligible member to serve the unexpired term.

ARTICLE V
Officers

Section A. PROVISION FOR COMPLEMENT OF OFFICERS
1. **Authorized Officers.** The officers of the **INSTITUTE** shall be President, Vice-President, Secretary, and Treasurer.

2. **Representation.** It is desirable that the total officer complement represent the varying groups within the **INSTITUTE** as equally as deemed practical and feasible in order to preserve continuity of Board action and assure the widest representation with in the **INSTITUTE** membership.

3. **Natural Succession.** There shall not be a natural succession of officers.

4. **Term of Office.** The term of the President shall be two (2) years. The term of all other **INSTITUTE** officers shall be one (1) year. These By-Laws shall prohibit an elected President from succeeding himself, since the fundamental interests of the **INSTITUTE** will best be served by participation of the greatest number of its members.

5. **Election by Board.** The President shall be elected by the Board of Directors from its former members. Other officers shall be elected by the Board of Directors from its members. All officers shall be subject to the direction of the Board.

6. **Re-Election.** Officers are eligible for re-election by the Board to serve in any officer classification.

7. **Normal Replacement.** As each officer vacancy arises due to the normal end of an officer's term or an officer's retirement at the end of a three-year term on the board of Directors, the vacancy shall be filled by the Board membership's fulfillment to its complement of nine (9) by **VOTING DELEGATES** in annual election as provided in **ARTICLE VI**, and the subsequent election by the Board of Directors.

8. **Temporary Replacement.** As officer vacancies are created for any reason prior to the fulfillment of an elected term, the vacancy shall be filled by the Board membership's fulfillment to its complement of nine (9) as provided in **ARTICLE IV**, Section F, Paragraph 2. The vacated office shall then be filled by the subsequent election by the Board of Directors. (Exception: See Section B, Paragraph 2, this Article).

9. **Termination.** All officers shall serve at the pleasure of the Board of Directors. The Board of Directors may remove an officer at any time by means of a two-thirds majority vote.

Section B. DUTIES OF OFFICERS

1. **President.** The President shall preside at all regular meetings of the **INSTITUTE** and shall be the chief operation officer. The regular duties of the President shall include chairing the Board of Directors, and designation and appointments to special committees.

2. **Vice-President.** The Vice-President, during the absence or temporary incapacity of the President, shall perform the duties and have the powers of the President. In the event of permanent incapacity for any reason of the President, the Vice-President shall fulfill the unexpired term of President. The foregoing set of circumstances shall comprise the only exception to the filling of an officer vacancy by the Board of Directors, and the vacancy of the Vice-President shall be filled as provided in **ARTICLE V**, Section A, Paragraph 8.

3. **Secretary.** The Secretary shall supervise the keeping of the records of the **INSTITUTE** including the minutes of the regular meetings. The Secretary shall substitute for the President at meetings in the absence of the President and Vice-President.

4. **Treasurer.** The Treasurer and the CTI administrator shall develop a budget before each fiscal year. The Treasurer shall supervise the manner of keeping the accounts and funds and shall supervise the disbursement of the funds of the **INSTITUTE**. At each annual meeting the Treasurer shall recommend to the Board of Directors if an accounts review audit is advisable or necessary. The Board of Directors shall then determine, by a quorum vote, if an independent accounting review audit shall be conducted. The frequency of the review audit shall be at least every two (2) years.

Section C. ADMINISTRATOR

1. **Duties.** The duties of the Administrator shall include but not be limited to:
   a. Conducting of correspondence of the **INSTITUTE**, and referral of matters to the Board and/or committees.
   b. Collection, maintenance and dissemination of operation records, accounts and statistics.
   c. Collection of dues and payments to the **INSTITUTE**.
d. Making of payments and purchases as required, within approved budget limits.
e. Providing a quarterly report to the members regarding the current and planned activities of the INSTITUTE.
f. Performance of the routine duties of the Secretary and the Treasurer of the INSTITUTE, subject to the surveillance of the Secretary and the Treasurer, respectively.
g. Other duties as the Board of Directors and/or the President may determine and direct.

2. **Eligibility.** The Administrator may not represent a member of the INSTITUTE.

3. **Appointment.** The Administrator shall be appointed by the Board for a term and remuneration as determined by the Board.

### Section D. INDEMNIFICATION

1. **Indemnification.** The INSTITUTE shall indemnify, defend and hold harmless the former, current and future officers and directors of the INSTITUTE to the fullest extent permitted by applicable law, including, with limitation, to the fullest extent permitted by Article 1396-2.22A of the Revised Civil Statutes of Texas, as such statute may be amended from time to time. The obligation of the INSTITUTE shall include, without limitation, the obligation to pay the attorney's fees and costs of defense of each such officer and director to the fullest extent permitted by applicable law.

2. **Limitation of Liability.** To the fullest extent permitted by applicable law (including, without limitation, to the fullest extent permitted by Article 1302-7.06 of the Revised Civil Statutes of Texas, as such statutes may be amended from time to time), the former, current and future officers and directors of the INSTITUTE are not liable to the INSTITUTE or its members for any act or omission in their capacities as officers and/or directors.

### ARTICLE VI

**Voting**

### Section A. VOTING MEMBERSHIP

Each membership shall be granted but one vote, whether the membership is personal, a group, an institution, an organization, a corporation, or a partnership. Such membership shall be hereinafter known as a VOTING MEMBERSHIP.

### Section B AFFILIATE MEMBERSHIP

VOTING MEMBERSHIP may, at their option, maintain additional memberships in the INSTITUTE for their duly recognized subsidiaries and/or affiliate organization or corporations. Such memberships shall be hereinafter known as AFFILIATE MEMBERSHIPS and shall have all the privileges and responsibilities of the VOTING MEMBERSHIPS except that they shall not be eligible to vote on any matters coming before the INSTITUTE.

### Section C. VOTING DELEGATE

1. **Official.** Each VOTING MEMBERSHIP shall appoint one delegate from within its organization to be its official representative in INSTITUTE matters. The Official delegate shall regularly attend meetings, assist in forming INSTITUTE policy, and be empowered to vote on all matters brought before the INSTITUTE members. Such delegates will be known a VOTING DELEGATES.

2. **Alternate.** An ALTERNATE VOTING DELEGATE from within its organization may be named by the VOTING MEMBERSHIPS or may be appointed by a/the VOTING DELEGATE to represent him. VOTING DELEGATES named hereinafter shall be deemed to refer to the OFFICIAL VOTING DELEGATE or his ALTERNATE VOTING DELEGATE.

3. **Privileges of Voting Delegates.** VOTING DELEGATES shall be entitled to one vote on all matters brought before the entire membership. These matters shall include, but not be limited to the election of members, to the Board of Directors of the INSTITUTE, and amendments to the Constitution and By-Laws. The one vote may be cast by the VOTING DELEGATE or his ALTERNATE.
Section D. VOTING BY LETTER

1. Use and Procedure. Matters requiring the vote of the entire membership may be decided by letter ballot. In such instances, one letter ballot shall be issued by the INSTITUTE to each eligible VOTING DELEGATE at least fifteen (15) days prior to the stated return date of the ballot. The ballot shall be completed by the VOTING DELEGATE and returned to the INSTITUTE in double envelopes provided for that purpose. Only the outer envelope shall bear the identification of the voter. These letter ballots shall provide for a clear, concise recording of the anonymous vote of each VOTING DELEGATE.

2. Election of Board of Director. Letter ballots for election of members of the Board of Directors of the INSTITUTE shall contain the names of the nominees and shall make provision also for the writing-in of names not appearing on the ballot. Such write-in votes may be cast only with the prior knowledge and consent of the write-in choice. Violation of this provision may cause the vote to be discarded, not included in the tally and therefore lost.

Section E. VOTING RESULTS

1. Voting at Meetings. The results of matters requiring the vote of the entire membership shall be determined in accordance with the specific By-Laws involved.

2. Voting by Letter. In the use of letter ballots, members shall be advised of the results from the INSTITUTE by announcement during the next INSTITUTE meeting.

ARTICLE VII

Committees

Section A. AUTHORIZED COMMITTEES

1. Minimum Standing Committees. There shall be a minimum of three technical committees to include: (1) Water Treating Committee, (2) Performance and Technology Committee, and (3) Engineering Standards and Maintenance Committee.

2. Other Committees. Other standing and special committees may be appointed by the President at his option.

Section B. DUTIES OF CHAIRPERSON(S)

Committee Chairperson shall be responsible for the preparation and presentation of reports on the activities of their committees to the Board of Directors and to the general membership at each regular meeting of the INSTITUTE.

Section C. SELECTION, QUALIFICATION AND TERM

Standing Committee Chairperson shall be appointed by the President of the INSTITUTE shall represent the INSTITUTE, members in good standing, and shall serve for a two (2) year term, beginning with the term of the President making the appointment.

Upon completion of a maximum of two (2), two (2) year terms as a Standing Committee Chairperson, the individual may not succeed them self as Chairperson for at least one year.

When a Standing Committee Chairperson needs to relinquish their position at anytime during their two (2) year term of office, the President of the INSTITUTE shall appoint a new Chairperson to fill a new two (2) year term.

In the event that the Chairperson of the Standing Committee does not represent the INSTITUTE members in good standing, it shall be the responsibility of the Board of Directors to remove the Chairperson by simple majority vote.

Each Standing Committee Chairperson shall be required to recommend their choice of one or more Standing Committee Vice-Chairperson(s), at their discretion to the President of the INSTITUTE. The President shall have the right to confirm the recommendations as he/she seems the ability of each individual to represent the INSTITUTE members in good standing.
ARTICLE VIII
Meetings

Section A. REGULAR MEETINGS

1. **Designation of INSTITUTE Meetings by Board.** Regular meetings of the **INSTITUTE** for any calendar year shall be held at times and at places determined by the Board of Directors.

2. **Board of Directors Meetings.** The Board of Directors shall meet at least once during each regular meeting of the **INSTITUTE**, and not fewer than three times per fiscal year.

3. **Committee Meetings.** Duly recognized **INSTITUTE** committees shall meet during all regular **INSTITUTE** meetings.

4. **Participation in Meetings.** Members and Guests may attend regular membership and committee meetings, may participate actively in the meeting, may enter freely into discussions of matters before the meetings as directed or limited by the presiding officer, but may vote only as prescribed herein.

5. **Voting in Committee Meetings.** Voting in committee meetings shall be in accordance with procedures specified by the Board of Directors.

Section B. SPECIAL MEETINGS

1. **Authorization for INSTITUTE Meetings.** Special meetings of the Board of Directors may be called by President, or shall be caused to be called by him on the written request of not less than one-fourth of the entire **INSTITUTE** membership. The President shall establish the time and place of such meetings.

2. **Authorization for Board Meetings.** Special meetings of the Board of Directors may be called by the President at his option or upon the written request of a majority of the members of the Board of Directors.

3. **Authorization for Committee Meetings.** Special meetings of **INSTITUTE** committees may be called by the respective committee chairperson at his option and may also be called by the **INSTITUTE** President.

Section C. PROCEDURE

1. **Notification of Regular Meetings.** Not less than fifteen (15) days before each regular meeting of the **INSTITUTE**, the Administrator shall notify each member by mail and such notices shall contain the meeting agenda.

2. **Notification of Special Meetings.** Not less than seven (7) days before each special meeting of the **INSTITUTE**, the Administrator shall notify each member by mail or whatever method is deemed expedient at the time.

3. **Quorum.** A quorum for the Board of Directors meetings shall be two-thirds of its membership.

4. **Governing Rules of Order.** Except as otherwise provided herein, Robert's Rules of Order shall govern any question or parliamentary procedure arising during any meeting of the **INSTITUTE** or fully recognized groups meeting in behalf of the **INSTITUTE**.

Section D. STATEMENT OF ETHICS

It shall be remembered that the **INSTITUTE** is a non-profit, scientific organization, established for the benefit of the industry as a whole. Meeting attendees shall conduct themselves in a manner to conform to this precept. During the course of the meeting attendees shall refrain from promoting and/or advertising their products and services in any way. On occasion and during a specific time period, the Board of Directors may authorize for its members and potential new members an arena to conduct an industry related products and services exhibit. Such exhibits are limited to members, potential new members and industry related organizations and companies approved by the Board of Directors and shall be strictly governed by the CTI “Official Regulations and Conditions Contract”.

Section E. APPROVAL OF FORMAL PAPERS
All formal papers to be presented at INSTITUTE meetings shall be approved by the Board of Directors, or a committee designated by them for this purpose, prior to presentation.

ARTICLE IX
Publications and Release

Section A. AUTHORIZATION
No release or dissemination of INSTITUTE-developed information shall be made without authorization of the Board of Directors.

Section B. PENALTY FOR FAILURE TO OBTAIN AUTHORIZATION
The Failure of any member to conform to Section A, above, or to fail to cause its employees or agents to conform to this rule may be cause for removal of that member from the INSTITUTE.

Section C. RESTRICTION OF MEMBER COMPANY IDENTIFICATION
Any direct publication by the INSTITUTE shall be devoid of all references to any member company, or employees, or agents of that member company, except by the approval of the Board of Directors.

Section D. STANDARDS AND SPECIFICATIONS
1. Scope and Preparation. Technical committees of the INSTITUTE shall develop and maintain standards and specifications for design, construction, rating, and testing of water cooling towers and appurtenances; and for specification, treatment, and testing of cooling water as directed by the Board of Directors.
2. Approval of Final Draft. Final Draft. Final Drafts of standards and specifications, and revisions and amendments as required, as approved by the technical committees, shall then be approved or rejected by the board of directors and further action left to the discrimination of the Board. A three-fourths affirmative vote by the Board shall be required for approval of standards and specifications, and amendments and revisions thereto.
3. Review Within Five Years. All published INSTITUTE standards and specifications shall be reviewed by appropriate technical committees at not greater than five-year intervals and reconfirmed, deleted, or changed, as deemed advisable by the committees, subject to final approval by the board.

ARTICLE X
Fiscal Information

Section A. FISCAL YEAR DEFINITION
The fiscal year of the INSTITUTE shall begin on the first day of January of each year and end on the 31st day of the following December.

Section B. ANNUAL BUDGET
1. Preparation. The Treasurer shall prepare an annual budget to be presented to the Board of Directors prior to their first meeting each year.
2. Adoption. Adoption of such budget shall require a majority vote of the Board of Directors.
3. Conformance of Board. The officers of the INSTITUTE shall not obligate the INSTITUTE in excess of the total amount of the approved budget, except that the Board of Directors, by a majority vote, may make appropriations from surplus funds or reserves for contingencies to defray expenses not contemplated by the budget.

Section C. DUES AND ASSESSMENTS
1. Determination by the Board. The Board of Directors shall establish the annual dues and any assessments to be paid by the members of the INSTITUTE.
2. **Annual Dues Payment.** Annual dues shall be payable on a schedule determined by the Board of Directors.

3. **Statement of Member Obligation.** Each member shall be obligated for annual dues and other assessments. Should any company cease to be a member during the fiscal year, and unpaid balance of such obligations shall be immediately due and payable in full for the entire year. (Refer to ARTICLE III, Section F. Paragraph 2).

4. **Penalties for Non-payment.** Failure by any member to pay the prescribed dues and assessments may cause such member to be suspended from all rights and privileges of membership until payment of all arrears is made in full or if current year's dues.

**ARTICLE XI**

**Assets**

**Section A. WAIVER OF TITLE**

1. **Statement of Waiver.** No member shall have any right, title, or interest in any particular fund, reserves, or other assets of the INSTITUTE.

2. **Disbursement of Funds.** In disbursing any funds of the INSTITUTE, it shall be deemed that funds collected may be disbursed as and when collected.

**Section B. LOSS OF INTEREST AT TERMINATION OF MEMBERSHIP**

Any interest in the funds, reserves, or other assets of the INSTITUTE, of any member whose membership shall terminate for any reason except dissolution of the INSTITUTE, shall ipso facto immediately cease and terminate, and such member and representatives of such member shall have no claim with respect to such interest against the INSTITUTE or against its members or their representatives, or any of them.

**Section C. DISPOSAL UPON DISSOLUTION OF INSTITUTE**

1. **Refunds to Members.** Upon dissolution of the INSTITUTE, the funds, reserves, and other assets of the INSTITUTE shall, after the payment of all just debts and liabilities, be divided and refunded, without interest, to those being members of the INSTITUTE on the date of dissolution, in proportion to the amount of dues, assessments, and contributions paid by such members during the five (5) fiscal years immediately preceding the fiscal year in which such dissolution occurs. However, no member shall be refunded an amount in excess of the total amount paid by such member during its period of membership. The determination by the Board of Directors of the INSTITUTE of the amount refunded to each member as herein provided shall be final.

2. **Excess Funds to Organizations.** After refunds have been made to members, any excess amount shall be distributed to organizations selected by the Board of Directors of the INSTITUTE which are organized and operated exclusively for charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.

**ARTICLE XII**

**Amendments**

Approval by Board. These By-Laws may be amended by the affirmative vote of 8 of the 9 members of the Board of Directors.

**ARTICLE XIII**

**Binder Clause**

Should any part of these By-Laws be adjusted in violation of existing law, only the affected portion will be considered inoperative and all other portions of the By-Laws shall remain in force and binding upon its members.
ARTICLE XIV
Special Sections of CTI

Section A. BASIS FOR ORGANIZATION

A group of INSTITUTE members who have common interests may organize into a special section.

Section B. BOARD APPROVAL

Each special section must have prior approval by the Board of Directors for its organizational structure and procedures.

Section C. COMPLIANCE WITH PROVISIONS

Organized structure and procedure must comply with the following general conditions concerning relationship to the INSTITUTE.

1. Eligibility to Section Membership. Membership in the INSTITUTE will entitle a company to membership in an appropriate section.

2. Access to INSTITUTE Staff. Services of the INSTITUTE staff will be available to the sections.

3. Committee Conflicts. A section will not establish a committee that is in conflict with an existing INSTITUTE committee.

4. Support and Change of INSTITUTE Meetings. Members of any section must agree to promote material and performance standards approved by the INSTITUTE. Any changes in such standards must be accomplished through regular channels within the INSTITUTE.

5. Support of INSTITUTE Meetings. Members of any section agree to attend scheduled meetings of the INSTITUTE and cooperate fully in its activities.

6. Conflict with INSTITUTE Meetings. Meetings will be held at such times as not to interfere with scheduled INSTITUTE meetings.

7. Approval of Promotional Activities. All promotional activities originating within the sections must be approved by the INSTITUTE Board of Directors and conducted under the name of the INSTITUTE.

8. Restriction to Use of Data. No member of section shall use data obtained from INSTITUTE sources about another member's product for sales and promotional purposes.

9. Handling of Meeting Records. Minutes of section meetings will be reviewed by the Board of Directors and then be permanently retained in the INSTITUTE files.

10. Reports at INSTITUTE Meetings. Each section will be required to report at the INSTITUTE meetings.

11. Antitrust Compliance Policy. It is the policy of the INSTITUTE to comply with all applicable trade regulations and antitrust laws. Any activity by the INSTITUTE or INSTITUTE-related actions by INSTITUTE staff, officers, directors, committees, members or agents which would violate these regulations and laws are unequivocally contrary to the INSTITUTE's policy and will not countenanced by the Institute.

Implementation Policy. Implementation of anti-trust compliance policy of the INSTITUTE shall include, but shall not be limited to, the following:

a. Membership, Board of Directors, and Executive Committee meetings shall be conducted pursuant to agendas distributed in advance to attendees; discussions shall be limited to agenda items, and minutes shall promptly be distributed to attendees.

b. All INSTITUTE activities and/or discussion shall be avoided which might be construed as tending to: (1) raise, lower, or stabilize prices; (2) regulate the provision of services or their costs; (3) allocate markets; (4) encourage boycotts; (5) foster unfair trade practices; (6)
assist in promoting monopolization; and/or (7) in any way violate applicable trade regulations and anti-trust laws.