



BLACK LIQUOR RECOVERY BOILER

ADVISORY COMMITTEE

ARTICLES OF ASSOCIATION

AND

BY-LAWS

OF

BLACK LIQUOR RECOVERY BOILER

ADVISORY COMMITTEE

October 2010

ARTICLE I – NAME

- 1.1 The name of this organization shall be the Black Liquor Recovery Boiler Advisory Committee (hereinafter referred to as BLRBAC). It shall be a non-profit trade association.
- 1.2 The principal office of BLRBAC shall be at such location as determined from time to time by its Executive Committee.

ARTICLE II – OBJECTIVE AND ACTIVITIES

- 2.1 The objective of BLRBAC is to promote improved safety of chemical recovery boilers and their auxiliaries through the interchange of technical knowledge, experience, and data on past and any future recovery boiler incidents.
- 2.2 In furtherance of the purposes of BLRBAC, but not in limitation thereof, it may conduct activities such as:
 - a) To provide a lawful forum for the discussion of matters relating to recovery boiler safety.
 - b) To cooperate with other related associations and societies in matters of common interest.
 - c) To engage in such other lawful trade association activities as related to objectives stated in 2.1.
- 2.3 All of BLRBAC's activities shall be conducted in full compliance with both the letter and the spirit of the antitrust laws.

ARTICLE III – MEMBERSHIP

- 3.1 **Membership Categories:** There shall be four categories of Membership designated as follows:
 - a) **Regular Membership:** Organizations operating, manufacturing, or insuring chemical recovery boilers shall be eligible for Regular Membership. On written application, an eligible candidate may be elected to Regular Membership by a majority vote of the Executive Committee.
 - b) **Associate Membership:** Organizations having a direct interest or role in the safety of chemical recovery boilers shall be eligible for Associate Membership. The terms, “direct interest or role in the safety of chemical

recovery boilers,” shall be defined from time to time by the Executive Committee. On written application, an eligible candidate may be elected to Associate Membership by a majority vote of the Executive Committee. Associate members shall not hold office or vote, except as authorized herein.

- c) **Corresponding Membership:** Organizations with offices outside of the United States, eligible for regular or associate membership, which find it impractical to attend meetings on a regular basis may apply for Corresponding Membership by a majority vote of the Executive Committee. Corresponding members shall not hold office or vote, except as authorized herein.
 - d) **Retirees:** In recognition of past service and the interest to contribute to improved chemical recovery boiler safety, an individual who retires while representing his or her organization may be granted Associate Member Status by action of the Executive Committee. Request for this status shall be submitted in writing to the Secretary of BLRBAC for action by the Executive Committee. Retirees shall not hold office, except as authorized herein.
- 3.2 **Representation:** Each member shall notify the Secretary of the BLRBAC, in writing, of the name of the individual who shall represent such member in its relations with BLRBAC. In addition, each member shall designate an alternate to function in the absence of the representative.
- 3.3 **Obligation of Members:** Membership in BLRBAC shall constitute an agreement among the members to abide by the terms of these By-Laws; to participate in applicable, lawful, BLRBAC activities; and to pay promptly such dues as may be levied under Article IV herein.

ARTICLE IV – FINANCES

- 4.1 **Budget:** An annual budget, setting forth an estimate of expenses for the succeeding fiscal year and providing for such reserves as may seem desirable, shall be prepared by the Executive Committee and submitted to the members at the annual meeting. It shall become effective if approved by a three-fourths majority vote of the regular members present and constituting a quorum.
- 4.2 **Dues:** The annual membership dues, for the various categories of membership, to meet the expenses of the budget, shall be established on an equitable basis by the Executive Committee. The Executive Committee may prescribe minimum and maximum annual dues irrespective of any rate or basis otherwise established.
- 4.3 **Fiscal Year:** BLRBAC’s fiscal year shall be the calendar year.

ARTICLE V – MAMAGEMENT

- 5.1 **Executive Committee:** The management of the affairs, funds, and property of BLRBAC shall be vested in the Executive Committee, which shall consist of the officers and such number of additional representatives of regular members as to bring the total membership of the Executive Committee to seven persons. To the extent practicable, the additional members shall include a representative of a recovery boiler operator; an insurer; and a recovery boiler manufacturer.
- 5.2 **Election of Executive Committee:** The election of the non-officer members of the Executive Committee shall occur at the annual meeting of BLRBAC at which the officers are elected.

ARTICLE VI – OFFICERS

- 6.1 **Officers:** The officers of BLRBAC shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. More than one office may be held by a single individual. The officers shall not receive compensation. The Executive Committee shall have the power, from time to time, to create other offices and appoint officers thereto; to prescribe the powers and duties of such officers and fix their compensation, if any.
- 6.2 **Term of Officers:** The Chairman and the Vice-Chairman shall be elected biannually from among the representatives of the Regular members. They shall serve until the next appropriate Annual Meeting of the members or until their successors are elected. The other officers shall be appointed by and serve at the pleasure of the Executive Committee. The Chairman and Vice-Chairman shall not serve more than two consecutive two-year terms.
- 6.3 **The Chairman:** The Chairman shall be the chief executive officer of BLRBAC. He shall preside at all BLRBAC and Executive Committee meetings and shall appoint (with the advice and consent of the Executive Committee) and, ex officio, be a member of all other committees, except as otherwise provided in these By-Laws.
- 6.4 **The Vice-Chairman:** The Vice-Chairman shall perform the duties of the Chairman in event of the Chairman's absence or disability. He shall perform such other duties as directed by the Chairman or the Executive Committee.
- 6.5 **The Secretary:** The Secretary shall perform such duties as may be required by the Executive Committee. The Secretary shall be responsible for the minutes of meetings.

- 6.6 The Treasurer: The Treasurer shall cause to be received and kept on deposit the funds of BLRBAC, in such bank or banks, as may be designated by the Executive Committee, and shall cause to be paid therewith obligations of the BLRBAC as authorized from time to time by the Executive Committee. The Treasurer shall cause to be prepared and submitted at each Annual Meeting and at such other times as the Executive Committee may require, a report showing aggregate receipts and itemized disbursements of all funds. There shall be an annual audit of the accounts of BLRBAC.
- 6.7 Bonding: The Officers, and any other person entrusted with the handling of funds or property of BLRBAC, shall at the direction of the Executive Committee, furnish, at the expense of BLRBAC, a fidelity bond in such sum as the Executive Committee shall prescribe.
- 6.8 Vacancies: Vacancies in any office may be filled for the balance of the term thereof by the Executive Committee.

ARTICLE VII – MEETINGS

- 7.1 Annual Meeting: The annual meeting of BLRBAC shall be held at such time and place, during the last quarter of each year, as shall be determined, in advance, by the Executive Committee. The members shall be given not less than thirty days written notice of such meeting. The regular business of the annual meeting shall include: receiving the reports of officers and committees, election of officers and Executive Committee members every two years, and approving a budget.
- 7.2 Other Meetings: A semi-annual meeting shall be held during the first or second quarters of each year as shall be determined in advance by the Executive Committee. The members shall be given not less than thirty days written notice of such meeting. Special meetings may be called at the discretion of the Chairman or upon written request to the Secretary by a majority of the Executive Committee. Ten days notice of special meetings shall be given.
- 7.3 Quorum and Voting: At any meeting of BLRBAC or a Committee thereof, a quorum shall consist of a majority of the membership entitled to vote thereat, except as otherwise provided in these By-Laws. Action at any meeting shall be by affirmative vote of a majority of the members present and entitled to vote, in person or by written proxy, except as otherwise provided for in these By-Laws. Each regular member shall be entitled to one vote.

- 7.4 **Mail Vote:** Whenever, in the judgment of the Chairman, any question shall arise which it is determined should be put to the vote of the membership, the Executive Committee or any committee and it is deemed inexpedient to call a meeting for such purpose, the question shall be submitted by mail. The question shall be decided by a majority of the votes (from those entitled to vote on the question) except where another number is required by law or these By-Laws, received within three weeks after the date of mailing such question, provided that at least two-thirds of the members entitled to vote on the question have voted. (“Mail Vote” shall include electronic mail).
- 7.5 **Parliamentary Rules:** Robert’s Rules of Order, as revised, shall be the governing parliamentary law of BLRBAC in all cases not provided for in its By-Laws or its own rules.
- 7.6 **Meeting Attendance:** Attendance at meetings shall be limited as follows:
- a) **Regular Members** -- the representative and alternate designated in Section 3.2 plus such additional representatives determined by the member;
 - b) **Associate Members** -- the representative and alternate designated in Section 3.2;
 - c) **Corresponding Members** -- the representative or alternate representative;
 - d) **Guests** -- may be invited to attend meetings subject to guidelines developed by the Executive Committee.
- 7.7 **Minutes:** Written minutes will be kept of all meetings.

ARTICLES VIII – COMMITTEES

- 8.1 **Nominating Committee:** Not less than 30 nor more than 60 days before the appropriate annual meeting of BLRBAC, the Chairman shall appoint a Nominating Committee of three persons. The Nominating Committee shall report to the annual meeting a slate of candidates for Chairman, Vice-Chairman, and the other members of the Executive Committee.
- 8.2 **Standing Committee:** The Standing Sub-Committees of BLRBAC shall include:
- 1. Emergency Shutdown Procedures
 - 2. Safe Firing of Black Liquor
 - 3. Instrumentation
 - 4. Personnel Safety
 - 5. Waste Streams
 - 6. Safe Firing of Auxiliary Fuel
 - 7. Fire Protection in Direct Contact Evaporators

- 8. Materials and Welding
- 9. Water Treatment

The Chairman of BLRBAC, with the advice and consent of the Executive Committee, shall appoint the chairmen of each Standing Committee.

- 8.3 **Other Committees:** The Chairman of BLRBAC, with the advice and consent of the Executive Committee, shall establish such other committees, subcommittees, and task groups as may be deemed desirable and designate their chairmen. The purpose and term of each such committee, subcommittee, or task group shall be set forth at the time of its establishment. The Secretary shall record and file the date, place of and attendance at each meeting of any such committee, subcommittee, or task group and all minutes of its proceedings. The members appointed to any such committee, subcommittee, or task group shall continue as members until their successors are appointed.
- 8.4 **Vacancies:** Vacancies in any committee, subcommittee, or task group may be filled by its chairman.

ARTICLE IX – RECORDS

- 9.1 **Confidential Data:** Whenever it shall become necessary for BLRBAC to obtain from members, statistics or confidential information, such data shall be kept in the custody of the Secretary. It shall be the duty of the Secretary not to disclose this information to anyone except in composite or coded form which safeguards the identity of individual companies or under the compulsion of legal process.

ARTICLE X – MISCELLANEOUS

- 10.1 **Indemnification:** Any person who shall be or has been involved in or who shall be or who has been made party to any claim, action, suit or proceeding by reason of the fact that he, his testator, or his intestate is or was a director, officer, or employee of BLRBAC shall be indemnified by BLRBAC against all costs and expenses, including attorney's fees, reasonably incurred by or imposed upon him in connection with or arising out of such claim, action, suit or proceeding, or in connection with or arising out of any appeal therein (such expenses to include the cost of reasonable settlements made with a view to curtailment of costs of litigation), except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be exclusive of any right or rights to which such director, officer, or employee may be entitled as a matter of law or otherwise.

Any amount which may be paid by way of indemnity in accordance with the provisions of the preceding paragraph shall be promptly announced to the members, such announcement to specify the person or persons paid, the amount

or amounts of the payment or payments, and the claim, action suit, or proceedings.

- 10.2 **Counsel:** The Executive Committee shall retain a Counsel. It shall be the duty of the counsel to review the activities of BLRBAC from time to time and to make reports to the Executive Committee, relating to the legal status of such activities. Counsel shall receive advance notice of all meetings. Recommendations of Counsel concerning modification of the program of BLRBAC shall be received by the Executive Committee for appropriate action. BLRBAC publications and minutes of all meetings shall be reviewed by Counsel prior to publication.
- 10.3 The use of the masculine gender in nouns or personal pronouns shall include the feminine use.
- 10.4 Operating Procedures: The operating procedures shall govern the normal operation of the BLRBAC organization and the subcommittees.

ARTICLE XI -- AMENDMENTS

- 11.1 **Amendments:** These By-Laws may be amended or replaced in whole or in part by a two-thirds vote of the regular members (a quorum being present) at any duly noticed meeting. At least 10 days written notice shall be given of the substance of such proposed amendment or repeal. Amendments may also be effected by mail vote in accordance with Article 7.4 subject to the requirement of a two-thirds vote stated in the first sentence of Article 11.1
- 11.2 **Proposer:** A proposal to amend or repeal the By-Laws may be made at any time by any member in good standing.

ARTICLE XII – DISSOLUTION

- 12.1 BLRBAC shall continue until such time as it shall be dissolved by a three-fourths (3/4) vote of its regular members in good standing at a meeting called, upon 30 days written notice, for that purpose. In the event of dissolution, all unrestricted funds on hand after payment of all of the indebtedness shall be distributed to such non-profit organizations which promote recovery boiler safe operation as directed by the Executive Committee.
- 12.2 Dissolution may not be effected by a mail vote.