

**BYLAWS
OF THE
CHIMNEY SAFETY INSTITUTE OF AMERICA
(Effective April 15, 2008)**

ARTICLE I: NAME, SEAL AND OFFICES, MEMBERS

SECTION 1. NAME. The name of this corporation is The Chimney Safety Institute of America ("Institute").

SECTION 2. SEALS, TRADEMARKS AND OTHER INDICIA. The Institute shall have a seal of such a design as the Board of Directors of the Institute ("Board of Directors") may adopt. If the Institute is required to place its corporate seal to a document, it shall suffice to place the word "(seal)" adjacent to the signature of the person authorized to sign the document on behalf of the Institute. The Institute shall have the sole right to control completely the use of the seal, and such other trademark or other indicia as the Institute may adopt, as it deems appropriate.

SECTION 3. OFFICES. The principal office of the Institute shall be at a location designated by the Board of Directors of the Institute. The Institute may have such other offices as the Board of Directors of the Institute may appoint from time to time. The Institute shall maintain in the District of Columbia a registered office and a registered agent whose office is identical with the registered office.

SECTION 4. MEMBERS. The Institute shall not have any members.

ARTICLE II: DIRECTORS

SECTION 1. NUMBER; CLASSES. The affairs of the Institute shall be controlled and administered by a Board of Directors, which shall be composed of nine (9) members. The Directors shall be divided into two classes designated as Term 1 or Term 2 Directors. The number of Term 1 Directors shall be four (4) and the number of Term 2 Directors shall be five (5).

SECTION 2. SELECTION. The President of the Institute shall nominate proposed members to the Board of Directors. All nominations are subject to election by a majority vote of all of the Board of Directors.

SECTION 3. TERM OF OFFICE. The term of office of each Director of the Institute shall be for two (2) years, unless said Director resigns or is removed. A Term I Director's term shall expire at the annual meeting occurring in the next odd numbered calendar year following election. A Term II Director's term shall expire at the annual meeting occurring in the next even numbered calendar year following election. The term "Directors" is a collective reference to the Board Directors. The term "Director" is a singular reference to any member of the Board of Directors. Any Director of the Institute may serve successive terms.

SECTION 4. REMOVAL AND RESIGNATION. A Director may resign from the Board of Directors at any time. A Director shall be deemed to have resigned immediately upon appointment of his or her successor. Any Director may be removed, with or without cause, by a 3/4ths vote of all of the members of the Board of Directors, not including the Director sought to be removed (*i.e.*, 6 members). Any Director who is absent from three successive meetings of the Board of Directors of the Institute shall be considered as resigning his or her position on the Board of Directors. A Director who concurrently serves as an officer, and who is removed as an officer pursuant to Article III, Section 4, shall continue to serve as a Director subject to resignation or removal under this Article II, Section 4.

SECTION 5. VACANCIES. In the event that a vacancy occurs on the Board of Directors of the Institute, a successor may be appointed in accordance with the provisions set forth in Article II Section 2, hereof. A Director so appointed to fill a vacancy shall hold office for the unexpired term of his predecessor's office, subject to Article II, Sections 3 and 4.

SECTION 6. MEETINGS. (a) The Board of Directors shall hold meetings as needed, provided that there are at least four (4) meetings per year. One of the meetings shall be the “Annual Meeting” at which meeting the Directors shall be elected as provided herein and the Directors shall transact such other business as may properly be brought before the meeting. Meetings shall be called by the President of the Institute, or on request of any three (3) Directors. Any meeting may be held at any location within the continental United States or may be held by means of telephone conference call or other communications by which all participants may freely and immediately communicate with one another (“Telephone or Similar Communication”), and participation in such meeting shall constitute presence in person by such Director at such meeting.

(b) Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of the Articles of Incorporation of the Institute (“Articles”) or these Bylaws) or of any committee may be taken without a meeting if all the Directors or committee members consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors or of the committee, as the case may be.

SECTION 7. NOTICE OF MEETINGS. Notice of all meetings shall be given to the Directors at least five (5) days prior to the meeting. Notice of meetings, stating the time, place and purpose of the meeting, may be delivered personally, by the US Mail, or by written telephonic or electronic transmission. Notice of the Annual Meeting shall include the names of the persons that the President has nominated to succeed the Term 1 or Term 2 Directors. Any Director may waive notice of any meeting. A Director waives such notice if he or she: (a) before or after the meeting delivers a written waiver of the notice or a waiver by electronic communication which is filed with the records of the meeting or (b) is present at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting.

SECTION 8. QUORUM. A majority of all of the members of the Board of Directors (*i.e.*, 5 members) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of all of the Directors is present at any meeting, in person or by Telephone or Similar Communication, at such meeting, a majority of the Directors so present, may adjourn the meeting, from time to time, without further notice other than announcement at the meeting, until a quorum shall be present.

SECTION 9. VOTING. All votes shall be subject to majority vote of the Directors in attendance in person or by Telephone or Similar Communication at any validly convened meeting at which a quorum is present, unless otherwise stipulated in these Bylaws. All votes will be by roll call or other method as determined by the President and all votes will be recorded in the minutes of said meeting. Proxy and ballot voting shall not be allowed at any Institute meeting under any circumstances.

ARTICLE III: OFFICERS

SECTION 1. NUMBER. The officers of the Institute (“Officers”) shall include the President, Vice-President, Secretary, and Treasurer and such other officers as the Board of Directors may designate from time to time. Any two (2) or more offices may be held by the same person, except the offices of President, Vice President, Secretary and Treasurer. All Officers must concurrently be Directors of the Institute.

SECTION 2. ELECTION. The Board of Directors shall elect the officers of the Institute at the annual meeting, or, in the case of vacancies, as soon thereafter as convenient. Directors eligible for office shall have served on the Board of Directors for a minimum of nine (9) months immediately prior to election. In addition, to be eligible to serve as President, the Director shall have served as an officer for a minimum of one (1) full term in accordance with Article III Section 3, except in the case of the Vice President filling the vacated term of the President in accordance with Article III Section 4. New offices may be created and filled at any meeting of the Board of Directors. Officers shall be eligible for reappointment to the same or any different officer position.

SECTION 3. TERM. All Officers shall hold office for one (1) year or until their successors are duly elected and installed.

SECTION 4. REMOVAL; RESIGNATION; VACANCIES. Any Officer may be removed by the Board of Directors from any Officer position held by such person at a meeting, whenever in the Board of Director's judgment the best interests of the Institute will be served thereby, and without need for advance notice or hearing or other formality, including any statement of the reasons, if any, for such action. Any such removal shall be without prejudice to the contract or other legal rights, if any, of the person so removed. Any Officer may resign at any time effective upon receipt by the Secretary of the Institute of a written notification from the resigning Officer. If the office of President is vacated it shall be filled for the remainder of the term by the Vice-President. Vacancies in any other officer positions may be filled, for the remainder of the term, by a current Director duly elected by the Board of Directors, within the restrictions of these bylaws.

SECTION 5. COMPENSATION. The Officers shall not receive any compensation for their service as Officers, but the Board of Directors may, by resolution, authorize reimbursement of reasonable expenses incurred in the performance of their duties.

ARTICLE IV: DUTIES OF OFFICERS

SECTION 1. PRESIDENT. The President shall cause to be called and preside at all meetings of the Board of Directors and all meetings of the Executive Committee, unless otherwise stipulated in these Bylaws. Except for the Executive Committee or as otherwise provided in these Bylaws, the President shall be a member ex-officio, without the right to vote, of all other committees. The President shall perform such other duties as are necessarily incident to the office of President and as may be assigned by the Board of Directors.

SECTION 2. VICE-PRESIDENT. The Vice-President shall assume the duties of the President in the event of the President's temporary disability or absence from meetings, and shall succeed to the Presidency if that office shall become vacant prior to the expiration of the President's term of office. The Vice-President shall have such other duties as the President or Board of Directors may assign. In the absence of the President and the Vice President, any other Director or Executive Committee member so designated by a majority of the other Directors or Executive Committee members present in person or Telephone or Similar Communication at the applicable meeting shall convene and preside at such meeting.

SECTION 3. SECRETARY. The Secretary shall be responsible for the preparation and serving of all notices of meetings of the Institute, the keeping of a record of all proceedings, and the attesting and affixing of the Institute's seal to all documents requiring the same. The Secretary shall be responsible for the performance of such duties as are usual for such official or as may be duly assigned. The Secretary may delegate responsibility for his or her duties in a reasonable manner.

SECTION 4. TREASURER. The Treasurer shall be responsible for the preparation of the Institute's annual budget and annual financial report(s). The Treasurer shall ensure that the annual financial report(s) of the Institute are properly prepared, as specified by the Board of Directors, and signed by a competent Certified Public Accountant. The annual financial report and the annual budget shall thereafter be considered and approved by the Board of Directors

The Treasurer shall be responsible for ensuring that an account is kept of all moneys received and expended for the use of the Institute. Any funds collected or disbursed by the Institute shall be deposited in appropriate accounts

administered through the Institute's Administrative office. The Treasurer may delegate responsibility for his or her duties in a reasonable and responsible manner.

SECTION 5. OTHER DUTIES. Any Officer, including those specifically named above, shall have such duties (in addition to those specified in these Bylaws) as the Board of Directors determines to be necessary or appropriate from time to time.

ARTICLE V: STAFF

SECTION 1. EXECUTIVE DIRECTOR. The Institute may employ an Executive Director who shall serve at the pleasure of the Board of Directors. Such Executive Director shall manage and direct all operations, programs, activities, and affairs of the Institute, functioning within the framework of policy aims and programs as determined by the Board of Directors . The Executive Director shall be responsible for the employment, compensation, and termination of employment of members of the Institute's staff and supporting personnel. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Executive Director. The Executive Director shall be responsible for preparation of meeting notices, ballots, agendas, and minutes. The Executive Director shall have such other duties as may be prescribed by the Board of Directors .

SECTION 2. LEGAL COUNSEL. The Institute may retain a General Counsel whose office shall have such responsibilities as may be assigned by the Board of Directors. The General Counsel's office shall provide advice relative to the Institute's legal issues. The Board of Directors shall submit to the General Counsel for review all agendas, minutes, and other documents it deems to be of legal significance, required by, or produced for the Institute.

ARTICLE VI: COMMITTEES

SECTION 1. STANDING COMMITTEES. There shall be one (1) standing committee. That standing Committee shall be the Executive Committee.

- a. EXECUTIVE COMMITTEE. The President, Vice-President, Secretary, and Treasurer of the Institute shall constitute the Executive Committee. Except for the power to amend the Articles or these Bylaws, and subject to the overall direction and control of the Board of Directors, the Executive Committee shall exercise the full powers of the Board of Directors between meetings of said Board, unless specifically limited by these Bylaws.
 1. MEETINGS. Meetings of the Executive Committee shall be called by the President or by two (2) of the other members of said committee.
 2. QUORUM. A quorum consisting of three (3) of the four (4) members of the Executive Committee must be present to transact any business. A vote of three (3) of the members of the Executive Committee shall govern in all matters, except as provided in these Bylaws.

SECTION 2. OTHER COMMITTEES. The President shall appoint such additional committees as may be deemed appropriate to carry on the work of the Institute.

- a. CHAIRPERSONS. The President shall, subject to the approval of the Board of Directors of the Institute, appoint the Chairperson to all committees, except as otherwise provided in these Bylaws.
- b. COMMITTEE MEMBERS. Chairpersons shall, subject to the approval of the Board of Directors , select the members of their committee, except as otherwise provided herein.

SECTION 3. COMPENSATION. Members of committees shall not receive any compensation for their service as committee members, but the Board of Directors may, by resolution, authorize reimbursement of reasonable expenses incurred in the performance of committee members' duties.

SECTION 4. COMMITTEE PROCEDURES; COMMITTEE RECORDS. Members of committees may establish the procedures that shall govern their activities, except as provided otherwise in these Bylaws, in the Articles, as otherwise required by law or as otherwise directed by the Board of Directors.

ARTICLE VII: FISCAL YEAR

SECTION 1. FISCAL YEAR. The fiscal year of the Institute shall be as determined by the Board of Directors.

SECTION 2. CHECKS, DRAFTS, CONTRACTS, ETC.

- a. CHECKS, DRAFTS, ETC. All checks, drafts, orders for the payment of money, notes or other indebtedness issued in the name of the Institute, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such Officer or Officers or agent or agents of the Institute and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board of Directors. In the absence of this determination by the Board of Directors or committee, the instruments shall be signed by the Treasurer (or Assistant Treasurer, if any) and countersigned by the President (or Vice President, if any) of the Institute.
- b. CONTRACTS. The Board of Directors may authorize any officer(s) or agent(s) of the Institute, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Institute, and such authority may be general or confined to specific instances.

SECTION 3. DEPOSITS; ACCOUNTS. All funds of the Institute, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by the President or by any other Officer or Officers or authorized agent or agents of the Institute, to whom such power may from time to time be delegated by the Board of Directors.

SECTION 4. INVESTMENTS; GIFTS. The funds of the Institute may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to not-for-profit organizations under applicable law. Except as otherwise required by statute, the Board of Directors may accept on behalf of the Institute any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Institute.

ARTICLE VIII: AMENDMENTS

SECTION I. BYLAWS.

a. PROCEDURE. The procedure for amending, repealing, or altering these bylaws, in whole or in part, is as follows:

1. Any member of the Board of Directors, may present a suggested change to these Bylaws. The suggested change(s) must be circulated to the members of the Board of Directors thirty (30) days prior to a meeting where the suggested change is to be discussed, and or voted upon.

2. Upon approval by a 2/3rds majority vote of all of the members of the Board of Directors (*i.e.*, 6 members), such change(s) will immediately become effective.

SECTION 2. ARTICLES OF INCORPORATION.

- a. PROCEDURE. The procedure for amending, repealing, or altering The Articles of Incorporation of the Institute, in whole or in part, is as follows:
 1. Any member of the Board of Directors, may present a suggested change to The Articles of Incorporation. The suggested change(s) must be circulated to the members of the Board of Directors thirty (30) days prior to a meeting where the suggested change(s) is to be discussed, and or voted upon.
 2. Upon approval by a majority vote of all of the members of the Board of Directors (*i.e.*, 5 members), such change(s) will become effective.

SECTION 3. UNANIMOUS CONSENT. Pursuant to Article II, Section 6(b) of the Bylaws, The Articles of Incorporation and the Bylaws may be amended, repealed, or altered by unanimous written consent.

ARTICLE IX: NON PROFIT NATURE; DISSOLUTION

SECTION 1. NON PROFIT. The Institute shall be a non-profit corporation and shall not have the authority to issue capital stock. The Institute shall be operated and maintained by such support as may be stated in the Bylaws or as the Board of Directors shall determine to be necessary or acceptable for the proper functioning of the Institute. Under no circumstances shall any of the net earnings or assets of the Institute inure to the benefit of, or be distributable to, any director or officer of the Institute, or other private persons, except that the Institute shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

SECTION 2. DISSOLUTION. The Institute may be dissolved by a majority vote of all of the members of the Board of Directors (*i.e.*, 5 members) at any meeting of the Board of Directors of the Institute. Notice of the intent to vote on such a matter shall be sent to each member of the Board of Directors of the Institute not less than ten (10) nor more than fifty (50) days before the date of such a meeting.

SECTION 3. DISTRIBUTION OF ASSETS. Upon adoption of such resolution by the Board of Directors, the Institute shall cease to conduct its affairs except insofar as be necessary for the winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Institute, and shall proceed to collect its assets and apply and distribute them as provided in the Institute's Articles of Incorporation.

ARTICLE X: PROCEDURAL MATTERS

SECTION 1. PARLIAMENTARY RULES. The usual parliamentary rules, as set forth in Robert's Rules of Order (as revised), shall govern all deliberations and meetings of the Institute's Board of Directors, when not in conflict with these bylaws.

SECTION 2. NOTICE. Unless otherwise indicated, notice under these Bylaws shall be by mail or other mode of transmittal to the last recorded address or telephone number of the person or entity to receive notice. In addition to the waiver described in Article II, Section 7, whenever any other notice is required to be given under an applicable statute or under the provisions of the Articles or the Bylaws of the Institute, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

SECTION 3. BOOKS AND RECORDS. The Institute shall keep correct and complete books and records of its accounts and transactions and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The books and records shall be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection, and kept (together with a copy of the Articles and Bylaws) at the offices of the Institute. Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

ARTICLE XI: LIMITATION ON LIABILITY

Nothing herein shall constitute members of the Board of Directors as partners for any purpose. No Director, Officer or employee of the Institute shall be liable for any debt, liability or other obligation the Institute, nor shall any Director, Officer or employee of the Institute be liable for his or her acts or failure to act under these Bylaws, except for any act or omission arising out of his or her willful malfeasance. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Institute may look only to the funds and property of the Institute for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from the Institute.

ARTICLE XII: INDEMNIFICATION

SECTION 1. INDEMNITY; OTHER RIGHTS. The Institute shall provide for indemnification by the Institute of any and all of its Directors, Officers, committee members and employees, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any one of them are made parties, or a party, by reason of having been Directors, Officers, committee members or employees of the Institute, except in relation to matters as to which such Director, Officer, committee member or employee or former Director, Officer, committee member or employee shall be adjudged in such action, suit or proceeding to be liable for willful malfeasance in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for willful malfeasance. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such Director, Officer, committee member or employee may be entitled, under these Bylaws, agreement, vote of Board of Directors, or otherwise.

SECTION 2. INSURANCE. The Institute may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, committee member or employee of the Institute, or who is or was serving at the request of the Institute as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Institute would have the power to indemnify such person against such liability under the provisions of this Article XII.

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Secretary's Certificate

I, _____, Secretary of the Chimney Safety Institute of America, a District of Columbia non-profit corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Institute's Bylaws as adopted by the Board of Directors of the Institute on _____, 2008.

PRINTED NAME