

BYLAWS
of the
North American Weather Modification Council

ARTICLE I. NAME AND PURPOSE

SECTION 1. *Name.* The organization shall be known as the North American Weather Modification Council (Council). It shall be a nonprofit organization operated exclusively for the promotion of social welfare, incorporated under the laws of the State of Texas.

SECTION 2. *Purpose.* The North American Weather Modification Council is organized for scientific and educational purposes.

The purpose of this organization is to:

- Serve as a forum for the exchange of information on weather modification operations, research and development.
- Promote the effective use of weather modification technologies for enhancing precipitation, suppressing damaging hail and mitigating fogs.
- Advance research and development activities in weather modification to increase scientific knowledge and improve its operational efficacy.
- Serve such other purposes relating to the development, operation and control of weather modification as are consistent with the above enumerated purposes.

More specifically, the Council is a civic league, an organization not organized for profit but operated exclusively for the promotion of social welfare.

No part of the net earnings of the Council shall inure to the benefit of any director of the Council, officer of the Council, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Council affecting one or more of its purposes), and no director or officer of the Council, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Council. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II. MEMBERSHIP

SECTION 1. *Eligibility for Membership.* Application for membership shall be open to those organizations supporting Article I and meeting any of the following membership criteria:

Full Member. Full membership is available to all states and territories of the United States of America and the Republic of Mexico, and to all provinces and territories of Canada. Full membership may be granted to that state or provincial agency having regulatory, operational, or programmatic control of weather modification activities in that state, territory, or province. Each entity electing to become a Full Member of the Council shall affirm its decision by informing the Council of its support and by submitting an application for review and approval by the Council. Full membership is on an annual basis and there can be only one Full Member per state, province or territory. Upon approval of its application and payment of dues, the entity shall appoint a delegate and an alternate to the Council. At meetings of the Council each Full Member shall have one vote.

Associate Member. Associate membership is available to any national, state, provincial, regional, or local agency, association, or project sponsor involved in weather modification, if that state or province is a Full Member of the Council. Each entity electing to become an Associate Member of the Council shall affirm its decision by informing the Council of its support and by submitting an application for review and approval by the Council. In the event an entity's state is not a Full Member of the Council, it may still request to join the Council as an Associate Member. The Council will then determine if the association may join as an Associate or an Affiliate Member. Associate membership is on an annual basis. Upon approval of its application and payment of dues, the entity shall appoint a delegate and an alternate to the Council. At meetings of the Council each state's Associate Member(s) shall collectively have one vote, regardless of number.

Affiliate Member. Affiliate membership in the Council is available to entities other than those being eligible for full or associate membership such as: professional organizations; universities; scientific societies; private companies whose primary business is not related to weather modification; non-profit organizations; and other entities that do not qualify for full membership or associate membership. The Board may create different classes of affiliate members. Each entity electing to become an affiliate member of the council shall affirm its decision by informing the Council of its support and by submitting an application for review and approval by the Council. Affiliate membership is on an annual basis. Upon approval of its application and payment of dues, the entity shall appoint a delegate and an alternate to the Council. At meetings of the Council, Affiliate Members shall not vote.

Basic Member. Basic membership in the Council is available to any state, territory, or province involved in weather modification. Basic membership may be granted to that state or provincial agency having regulatory, operational, or programmatic control of weather modification activities in that state, territory, or province. Each entity electing to become a Basic Member of the Council shall affirm its decision by informing the Council of its support and by submitting an application for review and approval by the Council. Upon approval of its application, the Basic Member shall appoint a delegate and an alternate to the Council. Basic Memberships are for two years and dues are not paid to the Council. At meetings of

the Council, Basic Members shall not vote.

SECTION 2. *Application for Membership and Approval Thereof.* The form of Application for Membership for each class of Membership shall be as set by the Board of Directors from time to time. Membership shall be subject to approval by the Board at its sole discretion.

SECTION 3. *Dues.* The Board shall set the annual dues for each class of membership. Dues are payable at such times as shall be established by the Board. The Board shall have power to determine the effects of failure to pay dues.

SECTION 4. *Maintenance of Membership.* The Board shall set the requirements for the maintenance of Membership in the Council.

ARTICLE III. ORGANIZATION STRUCTURE

SECTION 1. *Board of Directors.* The Council shall have a Board of Directors (Board) consisting of the Officers of the Council, being the President, the Vice President, the Secretary-Treasurer, and Past President of the Council. Members of the Board (and its Officers) must be voting Members of the Council. The Board is responsible for overall policy and direction of the Council and shall receive no compensation. The Board may act on behalf of the Council between regular meetings pursuant to established policies.

SECTION 2. *Officers and Duties.* There shall be four officers of the Board, consisting of a President, Vice-President, Secretary-Treasurer, and Past President. Officers other than the Past President shall be elected for two-year terms, which terms shall be contiguous with their respective terms as members of the Board. The duties of the Officers are as follows:

President. The President shall preside at annual, regular, and special meetings of the Council and the Board. The President shall appoint members and chairs of all committees, except the Board. The President shall have such other powers as shall be delegated to this person by the Board, and shall have such other powers as are necessary and proper to exercise the powers herein granted or otherwise delegated to the President. Subject to approval of the Board, the President shall have the authority to hire staff or enter into contracts for the purposes of conducting Council business.

Vice-President. In the absence of the President, the Vice-President shall preside at annual, regular, and special meetings of the Council and the Board. In the event of the resignation of the President, or should the President be unable to serve, the Vice-President shall become President of the Council.

Secretary-Treasurer. The Secretary-Treasurer shall be the custodian of the official records of the Council and minutes of meetings of the Council and Committees, and

shall ensure that the proper paperwork is filed to maintain the Council's legal standing and compliance with all applicable laws and regulations. The Secretary-Treasurer shall keep minutes of the annual, regular, and special meetings of the Council and Board, and shall provide Council Members with copies of such minutes. The Secretary-Treasurer shall receive and disperse the funds of the Council and shall make a report of such activities at each Council meeting.

Past President. The Past President is the most immediate former person who served as President of the Council. The Past President shall serve as a member of the Board for a two-year term which immediately succeeds the Past President's elected two-year term as President.

SECTION 3. *Committees.* The Council shall have a Nominating Committee, a Committee on Bylaws, and such other regular and *ad hoc* committees as may be created by the Board or the President. Committee members shall be selected from the voting membership. Committees, subject to the approval of the Board, may select non-member advisors. Committee membership will be reviewed and updated at each annual meeting.

With the approval of the Board, the members of the Nominating Committee shall be appointed by the President. The Nominating Committee shall prepare for annual meetings of the Council in even numbered years a slate of Officers to be voted upon by the voting Members. The Committee shall secure in advance from each person nominated an agreement to serve as an Officer.

The members of the Committee on the Bylaws shall be appointed by the President and approved by the Board. The Committee will review the bylaws at least annually and shall make any appropriate recommendations for changes to the Council at its annual meeting. Other committees shall exercise such functions and possess such duties and powers as may be delegated to them by the Board or President.

SECTION 4. Resignation, removal, and replacement of Board members, Officers and Committee Members. The Board shall have the right to remove a member of the Board, an Officer, or a member of a Committee upon the vote of all of the members of the Board other than the person holding the position being voted on for removal. Upon the resignation of a member of the Board, an Officer, or a member of a committee, or upon the removal of the same by the Board, the Board shall have the right to choose a replacement for the vacant position, subject to approval by the membership of the Council at the next annual meeting.

ARTICLE IV. MEETINGS OF THE COUNCIL AND THE BOARD

SECTION 1. *Annual Meeting of the Members of the Council.* The Council shall hold an annual meeting of its members each year. The annual meeting of the members of the Council shall generally be held during the Spring of each year at such place and time as determined by the Board, but if a date is not set by the Board the meeting will be held on the First Monday of May of each year. The election and installation of Officers and Directors shall take place at the annual meeting. At the annual meeting each delegate or alternate shall be entitled to the following vote: Each Full Member state, 1 vote. Each state's Associate Member(s) shall collectively have 1 vote, regardless of number. Affiliate and Basic Members shall not vote.

SECTION 2. *Annual Meetings of the Board of Directors of the Council.* The Board shall have an annual meeting which shall occur immediately following the annual meeting of the members of the Council. At the discretion of the Board, the annual meeting of the Board of Directors may be held contemporaneously with the annual meeting of the members of the Council.

SECTION 3. *Regular and Special Meetings.* In addition to its annual meeting, the members of the Council and the Board of Directors of the Council may hold other meetings on a regularly scheduled basis and may hold special meetings. The Board shall have the authority to schedule regular and special meetings of the members of the Council and/or of the Board. Special meetings may be held by conference call. At the discretion of the Board, any regular or special meeting of the Board or of the Council may be held contemporaneously.

SECTION 4. *Notice of meetings.* Notice shall be given at least fifteen (15) days, but not more than fifty (50) days, in advance to Members of the Council concerning the time, place, and agenda of Council meetings. The notices and agendas will also be posted on the Council's website.

SECTION 5. *Quorum.* A quorum is necessary if a vote is required of the membership at a meeting of the membership of the Council or if a vote is required at a meeting of the Board of Directors of the Council. A quorum is defined as at least fifty percent of the voting membership, or members of the Board, respectively, being present. Participation and voting at meetings of either the members of the board may be done by means of telephonic or video conferencing. A committee may function in the absence of a quorum. A voting Member who is unable to attend a meeting may provide its proxy to another voting Member. The proxy shall be in writing and provided to the President prior to the start of the meeting.

SECTION 6. *Voting.* All issues to be voted on at a meeting of the members shall be decided by a simple majority of voting Members present at the meeting in which the vote takes place. Each Member shall be entitled to the following vote: Each Full Member: 1 vote. Each state's Associate Member(s) shall collectively have 1 vote, regardless of number. Affiliate and Basic Members shall not vote. In the event of a tie vote the motion dies.

SECTION 7. *Adjourning to Closed (or Executive) Session.* Upon the affirmative vote of a majority

of the Members at a meeting of the Membership, or upon the affirmative vote of the majority of the members of the Board at a meeting of the Board of Directors, the meeting may be adjourned to a closed or executive session, having only the members of the Council at a meeting of the Members, or the members of the Board of Directors at a meeting of the Board of Directors of the Council present for such closed or executive session. All actions taken in closed or executive session shall be valid and fully binding as the actions of the members or the Board respectively.

ARTICLE V. MISCELLANEOUS PROVISIONS

SECTION 1. *Dividends Prohibited.* No part of the net income of the Council shall inure to the benefit of the directors or officers and no dividend shall be paid and no part of the income of the Council shall be distributed to its directors or officers. The Council may pay compensation in a reasonable amount to its officers for any service rendered and may reimburse its directors for expenses incurred by directors and officers on behalf of the Council in accordance with any policy set by the Board for such expense reimbursement.

SECTION 2. *Loans to Officers and Directors Prohibited.* No loans shall be made by the Council to its officers and directors, and any director voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

SECTION 3. *Signature of Negotiable Instruments.* All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officer, officers, agent or agents, and in such manner, as are permitted by these Bylaws and as from time to time may be prescribed by resolution (whether general or special) of the Board of Directors.

SECTION 4. *Fiscal Year.* The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

SECTION 5. *Indemnification of Officers and Directors of the Council.* Except to the extent that applicable law specifically provides otherwise, a member of the Board of Directors (which includes the Officers of the Council) shall not be liable for the debts, obligations or liabilities of the Council, including under a judgment, decree or order of a court. A Member of the Board of Directors (Officer) shall not be personally liable to the Council or its Members (or the assignees of a Member) for monetary damages for an act or omission in the Board of Director's capacity as a Board Member or as an Officer, except to the extent that applicable law specifically provides otherwise. Any repeal or modification of this article shall be prospective only and shall not adversely affect the limitation on the personal liability of a Board Member / Officer of the Council existing at the time of such repeal or modification. It is the intent of this provision that the members of the Board and Officers be indemnified by the Council to the full extent allowed by law as such laws may be in effect from time to time.

ARTICLE VI. RATIFICATION

SECTION 1. *Ratification Vote.* These bylaws were ratified, per the rules in the previous bylaws, by a two-thirds majority of the voting members present and voting at the autumn meeting of the Council held October 6, 2010.

ARTICLE VII. AMENDMENTS

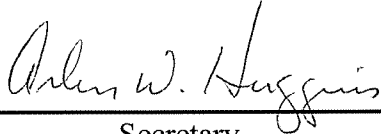
SECTION 1. *Proposal.* Amendments to these Bylaws may be proposed by the Committee on Bylaws, the Board, or at least one-third of the voting members of the Council.

SECTION 2. *Adoption.* A favorable vote of the greater of two-thirds of the voting membership of the Council is required in order for an amendment to be adopted.

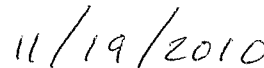
SECTION 3. *Effective Date.* Amendments shall take effect at the time stated in the proposal for their adoption, or, if no such time is stated, immediately upon their adoption. The date of the most recent amendment to the bylaws shall be indicated in the Certification, herein.

CERTIFICATION

These bylaws were approved at a meeting of the Council by a two-thirds majority of the voting members present and voting at the autumn meeting of the Council held October 6, 2010.



Secretary



Date