

**AMENDED AND RESTATED BYLAWS  
OF  
The Global Waste-to-Energy Research and Technology Council  
("WtERT®")**

**Adopted as of 10 January 2024**

---

**ARTICLE I: REGISTERED OFFICE AND AGENT**

**1.1 Registered Office and Agent**

The WtERT® Association (hereinafter referred to as the "Corporation") shall continuously maintain a registered office in the state of New York in which it is incorporated, in compliance with state law. The location of the registered office and agent may be designated by the Board of Directors or the President from time to time.

**1.2 Other Offices**

The Corporation may have offices in locations both within and outside the state in which it is incorporated, as determined by the Board of Directors. The principal office of the Corporation may be changed by the Board of Directors as needed.

**ARTICLE II: NAME and PURPOSES**

**2.1 Name:** Global WtERT Council, Inc., doing business as WtERT® (Waste-to-Energy Research and Technology Council). WtERT® is a registered trademark of Global WtERT Corporation, Inc., filed on October 13, 2021. It is registered for the promotion of technical and scientific investigation, research, and experimentation in the fields of waste-to-energy and sustainable waste management. The United States Patent and Trademark Office (USPTO) trademark serial number is 97073575.

**2.2 Charitable, Scientific, and Educational Purpose:** The Corporation is organized exclusively for charitable, scientific, and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. The purposes of this Corporation include advancing research, technology, and education in the field of Waste-to-Energy (WtE) and sustainable waste management, as well as promoting the recovery of materials and energy from residual non-recyclable waste to combat climate change.

**ARTICLE III: MEMBERSHIP**

**3.1 No Members.** The Corporation shall have no members.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **4.1 Role of the Board**

The business and affairs of the Corporation shall be managed by its Board of Directors (the "Board"). The Board shall have full power and authority over the operational activities of the Corporation and shall be responsible for ensuring that the Corporation meets its objectives and complies with applicable laws.

### **4.2 Number, Tenure, and Qualifications**

The Board shall consist of at least three (3) Directors, with the exact number of Directors to be fixed by the Board. Directors shall serve for a term of three (3) years, and they may serve additional terms upon re-election. All Directors must be at least 18 years old.

### **4.3 Election of Directors**

Except for the initial Directors, all Directors shall be elected by a majority vote of the Board present at a duly called meeting where a quorum is present.

### **4.4 Quorum**

A majority of the Directors then serving shall constitute a quorum for the transaction of business. Any act of a majority of the Directors present at a meeting where a quorum is present shall be the act of the Board, unless otherwise required by law or these bylaws.

### **4.5 Chair of the Board**

The Board shall elect a Chair to serve a term of three (3) years. The Chair shall preside over Board meetings and fulfill duties as assigned by the Board. The Chair may be re-elected for additional terms.

### **4.6 Vacancies**

In the event of a vacancy on the Board, the remaining Directors shall fill the vacancy by a majority vote. The individual elected will serve for the remainder of the unexpired term.

### **4.7 Meetings**

The Board shall hold regular meetings at least annually, either in person or via teleconference or videoconference. Special meetings of the Board may be called by the Chair or any Board member, with notice provided in advance.

### **4.8 Action Without Meetings**

The Board may take action without a meeting if all Directors consent in writing or electronically to the proposed action. The consents shall be filed with the corporate records.

### **4.9 Compensation**

Directors shall not receive compensation for their service on the Board but may be reimbursed for reasonable expenses incurred in performing their duties.

#### 4.10 Resignation and Removal

Any Director may resign by providing written notice to the Board. The Board may remove any Director with or without cause by a majority vote at a duly called meeting where a quorum is present.

### **ARTICLE V: OFFICERS**

#### 5.1 Officers

The officers of the Corporation shall include a President, Secretary, and Treasurer, and any other officers deemed necessary by the Board. Officers may also serve as Directors. The same individual may hold multiple offices, except for President and Secretary.

#### 5.2 Election and Term

Officers shall be elected by the Board and serve for terms of two (2) years, with the possibility of re-election. Each officer shall serve until a successor is duly elected.

#### 5.3 President

The President shall serve as the principal executive officer, overseeing the day-to-day operations of the Corporation and implementing the directives of the Board. The President shall have the authority to sign contracts and other documents on behalf of the Corporation.

#### 5.4 Secretary

The Secretary shall be responsible for keeping accurate records of Board meetings, issuing notices of meetings, maintaining corporate records, and performing other duties as assigned by the Board.

#### 5.5 Treasurer

The Treasurer shall be responsible for managing the financial affairs of the Corporation, including overseeing the receipt and disbursement of funds, preparing financial reports, and ensuring compliance with financial policies.

#### 5.6 Resignation and Removal

Any officer may resign by providing written notice to the Board. The Board may remove any officer with or without cause.

### **ARTICLE VI: COMMITTEES**

#### 6.1 Committees of the Board

The Board may create one or more committees, each consisting of one or more Directors. Committees may exercise the powers of the Board as delegated by the Board, except for actions that are prohibited by law to be delegated.

## 6.2 Other Committees

The Board may establish other committees, not consisting of Board members, to assist in carrying out the purposes of the Corporation.

## **ARTICLE VII: CONFLICTS OF INTEREST**

### 7.1 Definition of Conflict of Interest

A conflict of interest occurs when a Director or officer, or a member of their immediate family, has a personal or financial interest that could affect their ability to act in the best interests of the Corporation.

### 7.2 Duty to Disclose

Directors and officers must disclose any conflict of interest prior to participating in any action or decision where the conflict arises. Conflicts of interest shall be reviewed and addressed by the Board.

## **ARTICLE VIII: MISCELLANEOUS PROVISIONS**

### 8.1 Fiscal Year

The fiscal year of the Corporation shall end on December 31 of each year.

### 8.2 Records and Reports

The Corporation shall maintain accurate books and records, including meeting minutes, financial records, and a list of Directors and officers. These records shall be available for inspection as required by law.

### 8.3 Contracts and Instruments

The Board may authorize any officer or agent of the Corporation to enter into contracts or execute instruments on behalf of the Corporation.

### 8.5 Affiliation with WtERT® Sister Organizations

The Corporation shall actively encourage universities and other research institutions, both within the United States and globally, to collaborate as "WtERT Sister Organizations." These organizations may be granted permission to incorporate "WtERT" in their official names (e.g., "WtERT-Country" or "WtERT-University") for as long as they uphold a shared commitment to the mission, values, and philosophy of the Corporation.

The terms of collaboration between the WtERT Corporation and these sister organizations, such as universities and research centers, shall be formalized in Memorandums of Understanding (MOUs). Each MOU will outline the specific terms of cooperation, including but not limited to:

- Scope of collaboration: Defining areas of mutual interest such as research, knowledge exchange, or educational initiatives.
- Duration: Establishing the time frame for the partnership.

- Responsibilities: Clarifying the roles and contributions of each party in achieving the objectives of the collaboration.
- Branding and use of logos: Outlining the conditions under which the sister organization may use the WtERT® name, logos, and other branding elements.

Such agreements will focus on advancing Waste-to-Energy research, education, and innovation, while promoting global knowledge-sharing among the WtERT network. However, these MOUs will not grant sister organizations any authority over the internal governance, management, or financial operations of the Corporation. Each WtERT Sister Organization shall remain independent in its local operations, while still aligning with the overall mission of the WtERT network.

#### 8.5: Affiliation with Other Not-for-Profit Organizations

The Corporation may partner with and develop affiliations with similar not-for-profit organizations that share a common purpose and philosophy as the Corporation. Prior to commencing any affiliation, a majority of the Board of Directors must vote to enter into any affiliation agreements, or to accept the Affiliate's rules, regulations and payment requirements, if applicable.

#### 8.6: No Endorsement Policy

The Corporation shall make no endorsement, statements, or depictions which can be reasonably construed to contain or imply a preference by the Corporation, its Board of Directors, or members of any product, business, or organization. This shall exclude Affiliations with other non-profits as per Section 8.5. The Board shall also take appropriate action to ensure supporters and donors do not influence the principles and positions of the Corporation in a way inconsistent with the mission of the Corporation or its By-laws.

### ARTICLE IX: AMENDMENTS

#### 9.1 Amendments to Bylaws

These bylaws may be amended or repealed by a two-thirds (2/3) vote of the Board at any duly called meeting where a quorum is present.

#### Certification of Adoption

The foregoing bylaws were adopted by the Board of Directors of the WtERT® Corporation on 10 January 2024.



Name: Nickolas J. Themelis

Title: Founder, Treasurer

Address: 90 Morningside Drive, Apt 3E New York, NY 10027, United States