

**The International Ozone Association is governed by a set of Bylaws that contain articles and a set of rules.**

**The most recent set of the Bylaws was approved on 3 August 2016 by electronic vote. Ratified 28 August 2016 in Las Vegas, Nevada.**



**Bylaws of the  
International Ozone Association Pan American Group  
APPROVED 28 August 2016**

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**Article 1 Name**

- 1.1 The International Ozone Association - Pan American Group, Incorporated is hereinafter referred to as IOA PAG or PAG.
- 1.2 IOA PAG is an independent corporation identified and accredited as an International Ozone Association (IOA) Regional Group.

**Article 2 Purpose (CTL-Click to see Rule 2)**

- 2.1 The purposes of the Association are:
  - 2.1.1. To collect and disseminate information on, and to promote research in, any and all aspects of ozone and related oxygen species technologies through conferences, workshops, symposia, newsletters, bulletins, journals, books, pamphlets, or other public information media, or other means.
  - 2.1.2. To provide liaison among industry, education and research institutions, governmental agencies, conservation groups, and the general public in information collection and dissemination, problem solving, or research in ozone technology and applications.
  - 2.1.3. To receive, manage, and use any real or personal property, or any funds, received by the Association by payment, bequest, grant, purchase, or otherwise for the purposes of the Association.
- 2.2 Develop and support membership activities within the Western Hemisphere, including North, Central and South America and the Caribbean.
- 2.3 Advance ozone and related oxygen species research, engineering and process technologies for production, measurement, application and control of ozone and oxidation applications as defined by the IOA International Board of Directors.
- 2.4 Perform lawful acts to provide services that are useful or desirable in order to conduct authorized activities.
- 2.5 The IOA PAG will NOT:
  - 2.5.1 Carry on activities nor expend funds to influence legislation or engage in political activities beyond those permitted by law for a corporation that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.
  - 2.5.2 Render services specifically for an individual member.
  - 2.5.3 Benefit with net earnings, upon dissolution, any officer, director, member, private individual or association, except to pay reasonable compensation for services rendered and to make payments and distributions to IOA International.
- 2.6 The term "industry" as used in these Bylaws means the ozone and related oxygen species research, engineering and process technologies for production, measurement, application and control of ozone and oxidation applications as defined from time to time by the IOA International Board of Directors.

**Article 3 Duration**

- 3.1 Perpetual duration is the intention of the Association.
- 3.2 If the Association and corporation will be dissolved, the IOA PAG Board will, after making provision for payment of all of the liabilities of the Association, distribute the remaining net assets to the International Ozone Association.

#### **Article 4 Organization and Place of Business (CTL-Click to see [Rule 4](#))**

- 4.1 IOA PAG will maintain an office in the continental United States as determined by the Board.
- 4.2 IOA PAG is an Ohio not for Profit Corporation under USA IRS code Section 501 (c) (3).

#### **Article 5 Membership Rights and Privileges (CTL-click to see [Rule 5](#))**

- 5.1 IOA PAG membership is open to firms, government agencies and individuals located in North, Central, and South America and the Caribbean that are engaged or interested in research, education, technology, application, design, engineering, construction, use of or problem solving in relation to ozone and related oxygen species.
- 5.2 Categories of Membership include Manufacturing, Corporate, Consulting Firm, Individual, Academic, Student, and Honorary.
- 5.3 Additional categories, with prescribed voting and other rights, may be established by the Board upon the affirmative vote of at least two-thirds of all members of the voting Board.
- 5.4 Membership Termination.
  - 5.4.1 Members may resign at any time by giving written notice to the IOA PAG.
  - 5.4.2 Resignation will become effective at the time specified therein or upon receipt by the IOA PAG.
  - 5.4.3 Acceptance of the resignation is unnecessary in order to make it effective.
  - 5.4.4 Membership may be involuntarily terminated for (A) Non-payment of dues, fees, assessments or other financial obligations to IOA PAG for a period of three (3) months after notice of arrears-in-payment has been sent to the member; (B) Decision by the IOA PAG Executive Operating Committee (EOC) that a member has violated the provisions of the industry code of ethics; (C) Decision by a federal or state court or regulatory agency that a product performance or product benefit claim by a member for one or more of its industry products has violated federal or state law; (D) Violation of any provision of these Bylaws applicable to it; or (E) for good cause.
- 5.5 Members, either voluntarily or involuntarily terminated, will remain fully liable for any unpaid dues or assessments previously levied against such member.
- 5.6 Individual Academic, Student, and Honorary Membership in IOA PAG is not transferable or assignable.

#### **Article 6 Member Meetings (CTL-click to see [Rule 6](#))**

- 6.1 General Assembly
  - 6.1.1 Held annually, or as a minimum bi-annually.
  - 6.1.2 Held to ratify the Board of Directors, receive reports and act on agenda items.
  - 6.1.3 Held at time and place designated by the President or majority of the EOC.
- 6.2 Notice of Meetings
  - 6.2.1 Notice states place, day and hour of the meeting.
  - 6.2.2 Annual Meetings. Notice delivered at least thirty (30) days before the date of the meeting. Upon less than thirty days (30) notice for the meeting, notification time can be waived upon 2/3 majority vote of members present and voting.

- 6.2.3 Special Meetings. Notice of at least forty-five (45) days before the date for meeting, such as removal of a director, a merger, consolidation, dissolution or sale, lease or exchange of assets.
- 6.3 Voting
  - 6.3.1 General Assembly votes will be approved by simple majority of members present and voting.
  - 6.3.2 Each member is entitled to one vote.
  - 6.3.3 Voting manner is determined by the presiding officer or by majority vote of the members in attendance.
  - 6.3.4 For secret written ballot, the presiding officer will appoint two tellers to distribute, collect and count the ballots.
- 6.4 Non-physical-presence Meetings
  - 6.4.1 Members participation may be *via* conference telephones or other electronic communications equipment by which participants are able to communicate.
  - 6.4.2 Participation will constitute attendance and presence in person.
- 6.5 Minutes shall be sent to members in good standing who request them.

**Article 7 IOA PAG Board of Directors (CTL-click to see [Rule 7](#))**

- 7.1 IOA PAG affairs will be under the direction of a Board of Directors consisting of a minimum of 15 elected representatives.
  - 7.1.1 Directors shall consist of active individual, manufacturing, corporate, consulting, governmental, nongovernmental or academic members of IOA PAG.
  - 7.1.2 Active members will be elected by the Board upon nomination by the Nominating Committee, EOC, or Board member and will hold Board membership for two years.
  - 7.1.3 Past presidents who are active members or honorary members of the IOA PAG shall receive a Director's position on the Board, with voting privileges, when present, but without proxy and subject to provisions outlined in item 7.4 below.
- 7.2 Meetings.
  - 7.2.1 The President, majority of the EOC, or at least 33% of members may call for a Board meeting,
  - 7.2.2 Board meetings will be held annually, and at a minimum bi-annually.
  - 7.2.3 Exact time, date and place of meetings will be determined by the President or majority of the EOC.
- 7.3 Voting
  - 7.3.1 A quorum is the numerical value of 50% of voting Board of Directors, or 15 Directors, whichever is less, through physical presence or proxy.
  - 7.3.2 Directors may act *via* proxy.
  - 7.3.3 Directors present at Board meetings are presumed to have assented to the action unless their dissent or abstention is entered into the minutes of the meeting or unless they file a written dissent or abstention within 24-hr of meeting adjournment.
  - 7.3.4 Members entitled to vote may participate through use of conference telephones or other electronic communications equipment by which all members of the meeting are able to communicate. Participation in such a meeting will constitute attendance and presence in person.

## 7.4 Removal

7.4.1 Directors may be removed from the Board upon failure to attend three (3) consecutive regular Board meetings in person, or for cause upon the affirmative vote of two thirds of the Board of Directors.

7.4.2 Removal will be effective at such time as the Board determines.

7.4.3 The Director whose status is being challenged will be notified thereof, in writing by the EOC, at least thirty (30) days prior to the date of such meeting.

7.4.4 The Director will be provided reasonable opportunity for defense, and such Director, if removed, may appeal the decision to members at the annual meeting provided that notice of intent to appeal is provided to the EOC at least ten days (10) in advance of the meeting.

7.4.5 Directors will cease Board membership when no longer a member of IOA PAG.

7.5 Informal Action by Directors: Any action required at a Board meeting or any action that may occur at a Board meeting may be taken without a Board meeting if consent in writing setting forth the action is taken by 2/3 majority of the Directors.

7.6 Directors and officers will serve without compensation, except for actual expense reimbursement for activities on specific Board approved projects.

## **Article 8 Executive Operating Committee (CTL-click to see [Rule 8](#))**

8.1 The Board shall authorize an Executive Operating Committee (EOC) that shall have the full power of the Board in the intervals between meetings of the Board. Quorum minimum is 50% of EOC Members.

8.2 Elected by the Board of Directors.

8.3 Serve two years commencing on the first day of January following election and ending on the thirty-first day of December two years thereafter.

8.4 Composed of the President, President-elect, Secretary, and Treasurer, as a minimum.

8.5 Submits interim decisions to the Board for ratification.

8.6 Upon mid-term resignation, the EOC shall fill the position by simple majority vote.

8.7 The EOC will NOT:

8.7.1 Change Bylaws or amend the Articles of Incorporation.

8.7.2 Merge with another corporation or dissolve the corporation.

8.7.3 Sell, lease, exchange or mortgage property and assets of the corporation.

## **Article 9 Committees and Officers (CTL-click to see [Rule 9](#))**

9.1 Standing or special committees that further the objectives of IOA PAG may be authorized by Board majority, the EOC, or the President.

9.2 Additional Officers to serve and carry out IOA PAG affairs may be created by the Board, EOC, or the President.

9.3 Officers may be removed from office for failure of compliance with Rules and Bylaws.

## **Article 10 IOA International Board of Directors (CTL-click to see [Rule 10](#))**

10.1 The number of IOA PAG Representatives serving on the IOA International Board of Directors will be based on IOA International Bylaws.

10.2 IOA PAG Representatives for the International Board

10.2.1 Consists of the President, President-elect, Secretary, and Treasurer.

10.2.2 Remaining Directors elected biennially by the Board.

10.2.3 Serve two years commencing on the first day of January following election and ending on the thirty-first day of December two years thereafter.

10.2.4 Directors may be removed from position for failure of compliance with Rules and Bylaws.

## **Article 11 Financial Provisions (CTL-click to see [Rule 11](#))**

11.1 Fiscal year is from January 1 through December 31 of each year.

11.2 Annual dues for each category of membership will be determined by the Board.

11.3 Contracts

11.3.1 The Board may authorize any IOA PAG officer or agent to execute and deliver contracts on behalf of the IOA PAG.

11.3.2 Contracting authority may be general or confined to specific instances, as the Board determines.

11.3.3 Unless authorized by the Board or expressly permitted by these Bylaws, no officer or agent or employee will have any power or authority to bind IOA PAG by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or for any amount.

11.4 Limitation of Liability.

11.4.1 Nothing herein will constitute members of IOA PAG as partners for any purpose.

11.4.2 No officer, director, member, agent, or employee of IOA PAG will be liable for the act or the failure to act on the part of any other officer, director, member, agent, or employee of IOA PAG.

11.5 Persons who have served or serve as an authorized representative of IOA PAG will be indemnified by IOAPAG for reasonable expenses and payments made by such persons provided the expense or payment is not predicated on the person's willful misconduct or person has not engaged in willful misconduct or criminal acts.

## **Article 12 Bylaw Amendment**

12.1 IOA PAG Bylaws may be amended or altered, in whole or in part, at any duly constituted meeting of the Board upon the affirmative vote in favor by at least two thirds of all Board members.

12.2 Notice setting forth the proposed Bylaw amendment or change will be given to each Director entitled to vote within the time provided in these Bylaws for meeting notification.

12.3 Bylaw change may be accepted or rejected in it's entirely or adopted, with modifications, as the Board deems appropriate by two-thirds vote of all Board members.

## **Article 13 Rules**

13.1 Directors may adopt Rules for the operation and conduct of the Association to interpret and implement, but not supersede any Article of these Bylaws.

13.2 Bylaws and Rules are available for reference at Board meetings.

13.3 At each Board meeting, Directors can rescind or amend a Rule or create a new Rule by simple majority vote.

13.4 Rules adopted shall be appended to these Bylaws for the information and use of all Directors, Officers and members.

13.5 Rules shall remain in effect until changed by the Board.

## **Rule 1 Name**

## **Rule 2 Purpose (CTL-click to see [Article 2](#))**

- 2.1. Serve as authoritative source concerning ozone production, measurement, application and control and its respective advantages and synergies with other oxidation and disinfection technologies.
- 2.2. Support stakeholder awareness and increased use of industry products and services.
- 2.3. Analyze and inform the membership of conditions affecting or may affect the industry.
- 2.4. Represent educational interests of the industry in contacts with government agencies, other organizations and the public through the Web, conferences, workshops, symposia, newsletters, bulletins, journals, books, pamphlets, other public information media, meetings or by other means.
- 2.5. Conduct educational and research activities in ozone technology and applications.
- 2.6. Gather, analyze, and publish information relevant to the industry and disseminate to the industry, government and the public.
- 2.7. Foster programs and services that will enhance the efficient and economic performance of the industry.
- 2.8. Promote truthful advertising of industry products and ethical business practices that follow the IOA International Code of Ethics (Industry Code of Ethics).

## **Rule 3 Duration**

## **Rule 4 Organization and Place of Business (CTL-click to see [Article 4](#))**

- 4.1. As of January 1<sup>st</sup>, 2014, the office of the IOA PAG is located at the Southern Nevada Water Authority offices in Las Vegas, NV. The mailing address for the office is International Ozone Association, P.O. Box 97075, Las Vegas, NV 89193.
- 4.2. The initial statutory agent of the IOA PAG is David J. Hessler, whose address in Cuyahoga County is 7301 Chippewa Road, Brecksville, Ohio 44141.

## **Rule 5 Membership Rights and Privileges (CTL-click to see [Article 5](#))**

- 5.1. Manufacturing Members
  - 5.1.1. Manufacturing-A Individual or firm predominantly engaged in the manufacture or assembly and sale of a complete unit of industry equipment.
  - 5.1.2. Manufacturing-B Individual or firm engaged in the manufacture, production, integration or sale of components, parts, equipment, commodities or other merchandise, or engaged in providing services for other members of the industry or for users of industry equipment, products and services.
- 5.2. Corporate Members
  - 5.2.1. Municipal utilities, industrial and commercial companies that use or are contemplating using ozone for water treatment, pollution control, air treatment or an industrial process.
  - 5.2.2. Includes commercial laboratories and private research institutions.
- 5.3. Consulting Firm Members
  - 5.3.1. Consultant A: Individual or firm of  $\leq 10$  employees that consults on industry applications and technology.
  - 5.3.2. Consultant B: Firm of  $> 10$  employees that consults on industry applications and technology.
- 5.4. Individuals interested in improving their knowledge of ozone technology.
- 5.5. Academic and not-for-profit individuals and organizations wishing to maintain awareness in the field of ozone applications and technology.
- 5.6. Student Members

- 5.6.1. Full-time student with electronic access to OS&E.
- 5.6.2. Membership classification to terminate upon graduation.
- 5.7. Honorary Members – Nominations approved by the Board of Directors. Approval by International Board of Directors.
- 5.8. Membership application made in writing or online agreeing or stating:
  - 5.8.1. Name, place and nature of business.
  - 5.8.2. Qualifications for membership.
  - 5.8.3. Adherence to the IOA PAG Bylaws.
  - 5.8.4. Agreement to adhere to the applicable industry code of ethics.
  - 5.8.5. Agreement with IOA PAG Antitrust Statement.
  - 5.8.6. Agreement to pay, whenever due, the applicable initiation fees, dues and assessments.
- 5.9. Membership Acceptance.
  - 5.9.1. Upon receipt of the application and pertinent initiation fees, dues and assessments and determination by the IOA PAG that the applicant is eligible for membership.
  - 5.9.2. The IOA PAG coordinates global membership services with two other regional groups in Europe and Asia.
- 5.10. Membership Readmission.
  - 5.10.1. Membership terminated, either voluntarily or involuntarily, is eligible for membership readmission by submitting a properly executed application in the same manner as required by these Bylaws for new members, provided, however, that the basis for an involuntary termination no longer exists.
  - 5.10.2. Initiation fees will be waived upon membership reapplication within twelve (12) months of the date of termination.

## **Rule 6 Member Meetings (CTL-click to see [Article 6](#))**

- 6.1. Notice of meeting is at the direction of the President, Secretary, Officer or IOA PAG Board member that is calling the meeting.
- 6.2. Notice of meeting will be *via* email delivery, and in the case of a meeting held during a conference will be included in the conference announcement.
- 6.3. Order of Proceedings will be decided by the presiding officer.
- 6.4. Robert's Rules
  - 6.4.1. When not in conflict with these Bylaws, Parliamentary rules laid down in the latest edition of Robert's Rules of Order will govern all proceedings of member meetings.
  - 6.4.2. Proceedings rules may be altered or suspended by a simple majority vote of members present.
- 6.5. Minutes by the Secretary will be located at the IOA PAG Administrative Office.

## **Rule 7 IOA PAG Board of Directors (CTL-click to see [Article 7](#))**

- 7.1. Notice of Meeting
  - 7.1.1. Notice of meetings will be given not less than fifteen (15) days before the meeting date.
  - 7.1.2. Notice of Board meetings will be given by email to the last known email address.
  - 7.1.3. Notice of meeting at a Conference will be given in Conference advertisements.
- 7.2. Resignations
  - 7.2.1. Directors may resign at any time by giving a written notice of resignation to the IOA PAG.
  - 7.2.2. Resignations shall take effect at the time specified therein, or immediately upon receipt by the IOA PAG if such time is not so specified.



- 7.2.3. If the Director is a Corporate, Manufacturing, or Consulting member, the company sponsoring the Director shall select a replacement for the unexpired portion of that Director's term. Following the unexpired portion of that Director's term, the Director position will be vacated and subject to reinstatement by the Nomination Committee, EOC, or Board member.

## **Rule 8 Executive Operating Committee (CTL-click to see [Article 8](#))**

- 8.1. Executive Operating Committee (EOC)
  - 8.1.1. Meets at the discretion of the President.
  - 8.1.2. Consists of up to nine (9) voting members, including President, Immediate past President, President-elect, Secretary, Treasurer and as many as four (4) Vice Presidents.
  - 8.1.3. Responsible for selecting and maintaining the Place of Business.
  - 8.1.4. Includes non-voting advisors as determined by the President.
- 8.2. President's authority and responsibility.
  - 8.2.1. Fill Vice President vacancies in order to complete EOC membership.
  - 8.2.2. Presides at General Assembly and Board meetings.
  - 8.2.3. Becomes ex-officio member of committees.
  - 8.2.4. Supervises IOA PAG affairs and performs additional duties as these Bylaws may prescribe or as may be assigned by the Board.
- 8.3. Vice-President's authority and responsibility:
  - 8.3.1. Assist the President in the performance of their duties.
  - 8.3.2. Perform acts and duties as these Bylaws allow.
- 8.4. Secretary's authority and responsibility:
  - 8.4.1. Record actions of the Board
  - 8.4.2. Perform acts and duties as these Bylaws allow.
- 8.5. Treasurer's authority and responsibility:
  - 8.5.1. Supervises IOA PAG financial matters.
  - 8.5.2. Submits financial-condition report at annual Board meetings and at other times requested by the Board.
  - 8.5.3. Performs acts and duties as these Bylaws allow.

## **Rule 9 Committees and Officers (CTL-click to see [Article 9](#))**

- 9.1. Nominating Committee
  - 9.1.1. The President, as chair, shall select two Board members, two EOC members, and one recent Past President who is still a IOA PAG member to serve on the committee.
  - 9.1.2. Quorum consists of three members that participate in person; by phone or Internet conference; or by mail.
  - 9.1.3. Meets prior to the annual Board meeting and nominates one or more persons for each IOA International Board Directorship, IOA PAG Board Directorship, and IOA PAG officer position, as required.
- 9.2. Administrative and Communication Officer (ACO)
  - 9.2.1. Provides accounting and financial bookkeeping functions; administrative support and regular member communications; Conference support activities; marketing and promotional support for the IOA PAG under the direction of the EOC.
  - 9.2.2. Develops new prospective members and interacts with existing members to increase membership and refine and deliver member products and services.
  - 9.2.3. The EOC will be responsible for the selection of the ACO, developing a contract and

negotiating the terms of the agreement.

### 9.3. Vacancies

9.3.1. Officers may resign by written notice to the President or EOC.

9.3.2. The EOC will determine when an officer vacancy exists and will notify the Directors.

9.3.3. Officer vacancies will be filled by the EOC for duration of the unexpired portion of that officer's term.

### 9.4. Removal of Officers

9.4.1. For non-attendance at three (3) consecutive regular meetings of the Board.

9.4.2. For cause, upon 2/3 majority vote of the Board.

9.4.3. Effective when the Board determines.

9.4.4. The officer whose status is being challenged will be notified thereof, in writing by the EOC, at least thirty (30) days prior to the date of the Board meeting.

9.4.5. A person will cease to be an officer at such time they cease to be a member of IOA PAG.

## **Rule 10 International Board of Directors (CTL-click to see [Article 10](#))**

10.1. Nominations for International Directors will be recommended by the Nominating Committee or proposed by IOA PAG Board Directors.

## **Rule 11 Financial Provisions (CTL-click to see [Article 11](#))**

11.1. The EOC will develop duties for and manage paid staff who serve at the discretion of the Board.

11.2. The Board, by an affirmative vote of at least 80% of its total membership, may levy special assessments on any category of members not exempt from paying dues.

11.3. An annual budget will be prepared by the Treasurer and presented to the EOC who will present it to the Board for adoption.

11.4. Expenditures are not permitted outside budget adoption unless first approved by the EOC.

11.4.1. ACO is authorized on expenditures up to \$ 5,000.

11.4.2. President is authorized on expenditures up to \$ 25,000.

11.4.3. The EOC is authorized on expenditures up to \$ 50,000.

11.4.4. The Board of Directors shall authorize expenditures greater than \$ 50,000.

11.4.5. All expenditures shall be supported by documentation.

11.5. Checks, drafts and other orders for the payment issued in the name of IOA PAG.

11.5.1. Will be signed by such officer or agent determined by resolution of the Board.

11.5.2. In the absence of Board determination, such instruments will be signed by the Administration and Communications Officer, President, President-elect, or Treasurer.

11.6. Deposits

11.6.1. Funds will be deposited to the credit of IOA PAG in financial institutions authorized by the Board.

11.6.2. In the absence of Board determination, the designation of the financial institution may be determined by the EOC.

## **Rule 12 Bylaw Amendment**

## **Rule 13 Rule**

## **Antitrust Statement**

### **I. The General Antitrust Problem**

Trade associations serve many important functions, including gathering technical and trade information and representing the industry before Congress and the public. At the same time, trade associations create substantial antitrust risks simply because they bring competitors together. Under the antitrust laws, many business decisions are legal when made independently, but unlawful when made in agreement with competitors. Government antitrust authorities view trade associations as prime opportunities for unlawful agreements between competitors. If suspicious occurring, such as similar price increases, follows association gatherings, antitrust authorities may infer the existence of an unlawful conspiracy or agreement.

Moreover, an agreement need not be express or written to violate the antitrust laws. Courts often infer illegal agreements from circumstantial evidence, such as off-hand remarks as “prices are too low” made in formal meetings, on the golf course, or at the bar. If authorities find evidence of an illegal agreement, even sound business and marketing justifications may not prevent antitrust liability. Accordingly, the association and its members must avoid practices that, directly or inferentially, could suggest an agreement or conspiracy prohibited by the antitrust laws.

The antitrust laws impose serious criminal and civil penalties including jail sentences of up to three years and fines of up to \$10,000,000 for corporations and \$350,000 for individuals. The U.S. Department of Justice aggressively seeks jail terms for individuals. In addition, the Justice Department may also seek larger fines of up to twice the gains from the illegal conduct or twice the loss to victims — one recent fine 12occurring \$100 million. Further, most states have antitrust laws and state attorneys general have recently pursued antitrust cases more vigorously.

The costs of antitrust violations do not end with government action and criminal penalties. Private parties often sue for treble damages, plus court costs and reasonable attorneys’ fees. Such private actions often follow on the heels of criminal investigations. Even a successful defense against private plaintiffs may cost millions of dollars and liability in private class actions could be catastrophic for the association and its members.

### **II. Specific Antitrust Problem Areas**

Given the potential costs, the association and its members must be able to recognize and avoid basic antitrust problem areas. This Statement is necessarily general and cannot address all of the possible antitrust problems that may arise in connection with association activities. They are not intended to be, nor should they be used as, a substitute for proper legal advice. If you have antitrust concerns about certain conduct or activities, avoid them and immediately seek legal advice. If antitrust problems arise with your individual firm’s activities, review those problems with your legal counsel. In addition, each member’s legal counsel should consult with IOA PAG’s management on any matters of concern.

- A. **Price.** Agreements among competitors to fix prices are per se illegal, meaning there is no legal justification for such an agreement. Price fixing includes any agreement or understanding among competitors to raise, lower, stabilize, maintain or otherwise affect prices. It does not matter that prices are decreased rather than increased, that prices are stabilized, or that the agreed upon prices are reasonable. An agreement need not be formal or written to be illegal; an informal or “gentlemen’s agreement” also violates the antitrust laws. Accordingly, members should never discuss prices with a competitor.
- B. **Standardization of Terms and Conditions.** Association members should not discuss or agree to terms and conditions of sale. Such agreements are just as illegal as agreements upon price. Members should not discuss or agree to discounts, credit, promotions or advertising, services, hours of operation, delivery or other terms or conditions of sale.
- C. **Product Standardization.** Associations generally may create minimum performance and safety standards. However, such standards must be properly developed and administered. If they are arbitrary, exclude competitors from a significant market, or unreasonably limit consumer choices, the standards may be illegal.
- D. **Allocation of Markets and Customers.** It is also per se illegal for competitors to agree to divide or allocate territories or customers. Association members should never discuss or agree to allocate geographic areas or customers. In addition, members should not agree to bid only certain prices to competitors’ customers or not to solicit those customers.
- E. **Group Boycotts.** It is unlawful for competitors to agree to refuse to deal with certain customers or suppliers. Although each member has a legal right to deal with (or refuse to deal with) whomever it chooses, this right must be exercised independently. Members should never suggest to competitors that they should not sell to or buy from another entity. Such practices as circulating credit information among competitors may be permissible. However, members must not expressly or implicitly agree not to deal with firms with adverse reports or to impose certain credit terms or conditions. Before developing or implementing “policy statements” that call upon customers or suppliers to deal with members in a uniform or specified way, members should consult with legal counsel. Such agreements may raise serious antitrust concerns.
- F. **Petitioning National, State and Local Governments.** Competitors have a constitutional right to jointly petition national, state and local government entities including legislatures, administrative agencies, courts and executive heads and their departments. However, this right has limits. Members must petition the government in good faith and should not lobby the government simply to intimidate competitors on frivolous grounds or to persuade public officials not to deal with certain competitors.

- G. Membership and Exclusions. The IOA PAG may establish reasonable membership requirements including a reasonable against certain applicants. The IOA PAG may violate the antitrust laws if it excludes parties who qualify for membership from a program or activity that creates a significant competitive advantage. The IOA PAG should admit all qualified applicants on a non-discriminatory basis and permit them to freely and equitably participate in all association activities. Moreover, the IOA PAG should allow both members and non-members to participate in programs that create a competitive advantage for participants. The IOA PAG can charge different fees for non-members, so long as the program's costs reasonably justify those fees.

### **III. Trade Association Activities**

Trade associations, while a vital and essential part of our free enterprise economy, create antitrust concerns simply because they bring competitors together. It is the responsibility of each and every member to ensure that the association's activities are conducted in full compliance with the antitrust laws. Accordingly, the following practices should be followed:

- a. The association should state its legitimate purposes and goals in the articles of incorporation and bylaws
- b. The association should retain competent management to keep them informed of association activities. Management should review agendas, minutes, and significant correspondence before they are sent out to members.
- c. Staff should attend all association meetings.
- d. Written agendas should be created for each meeting and distributed to attendees in advance. Approved agendas should be followed at each meeting and minutes should be taken. Generally, subjects not reflected in the agenda should not be discussed unless they are clearly proper.
- e. Membership should be available to all eligible parties under the association's written membership definition.
- f. Members should be made aware of their responsibilities under the antitrust laws.

Association members should avoid even the appearance of anticompetitive activity. In particular, members should always follow these important rules:

Members should never discuss prices or other conditions of sales with competitors or other association members.

- i. Members should avoid informal meetings, particularly where association staff or management is not present.
- ii. Generally, members should communicate with each other on association matters through staff and management. Association management will seek legal advice when appropriate.
- iii. Members should not discuss or take collective action against competitors, suppliers, or customers. If legitimate problems arise with such parties, members should direct those problems to association management for appropriate action.
- iv. When writing memoranda or correspondence for trade association purposes, members should take special care to be accurate and avoid using language that could later be misinterpreted. Every document a member writes may someday be used against him, his company, and the association by a government prosecutor or plaintiffs' lawyer.

### **IV. Informal Gatherings**

Generally, association members should avoid informal gatherings. However, these rules also apply to informal association activities such as golf outings, receptions, and dinners. They also apply worldwide; antitrust authorities increasingly scrutinize all trade association activities in the United States and abroad.

### **V. Avoiding Antitrust Problems**

Every member should be aware of potential antitrust concerns and take immediate action if problems arise. Several simple rules can help reduce the risk of an antitrust violation. First, if you are concerned about the propriety of certain actions or discussions, immediately consult competent legal counsel. Second, know the agenda of any meeting involving competitors in advance and do not participate in any meeting where prices, terms and conditions of sale, or other antitrust sensitive matters will be discussed. Whenever you believe a prohibited topic is being discussed, immediately and firmly object and stop the discussion. If the discussion continues, immediately and conspicuously withdraw from the group, even if this means leaving in the middle of a meeting or an event. Mere silence is not enough; anyone present at such a meeting may be found guilty of conspiring to violate the antitrust laws. You should immediately report any inappropriate conduct or discussions to legal counsel. Finally, members should always make independent business decisions on important issues such as price changes. Never base such a decision on information obtained from competitors. Moreover, members should carefully document their independent reasons for important business decisions. Such documentation may help defeat an inference that competitors acted in a similar way because of an illegal conspiracy or agreement.

### **VI. Conclusion**

The antitrust laws and government enforcement policies may change from time to time based on new court decisions or other events. In addition, nearly every state has its own antitrust laws, which may differ from the federal antitrust laws. Accordingly, members should consult their legal counsel or the association's staffs whenever antitrust concerns covered by this Statement or other competitive problems arise.

**International Ozone Association (IOA) Pan American Group (PAG) Bylaws**  
**Information 2016**

**Author:** Kerwin Rakness

**Edited By:** Kerwin Rakness, Jennifer Fuel, John Overby & Eric Wert

**Approved by IOA PAG Executive Operating Committee (EOC):** 01/22/2016 in a unanimous vote by the following EOC Members:

John Overby – President Elect  
Dan Smith – Past President  
Eric Wert – President Elect  
Kerwin Rakness – Vice President  
Saad Jasim – Vice President  
Nick Burns – Secretary  
Jim Klein – Treasurer

**Approved by IOA PAG Board Members:** The attached list of Board Members voted electronically to approve the 2016 Bylaws for IOA PAG on August 3, 2016. The members in gray voted to approve the Bylaws (37 members), the members in white did not respond (16 members).

**Ratified by IOA PAG Board Members:** At the IOA PAG Board Meeting in Las Vegas August 26, 2016.

|    | Yes | No | FIRST NAME  | LAST NAME     | COMPANY 1                                |
|----|-----|----|-------------|---------------|--|
| 1  | X   |    | James       | Muzzy         | ACOS, LLC                                |
| 2  | X   |    | James       | Klein         | AirSep Corporation                       |
| 3  | X   |    | John        | Becker        | Analytical Technology, Inc.              |
| 4  | X   |    | Desree'     | Otero         | Aqua Sun Ozone International             |
| 5  |     |    | Michael     | Dalglish      | Astro Pak Corp.                          |
| 6  | X   |    | Nick        | Burns         | Black & Veatch                           |
| 7  | X   |    | Chris       | Milligan      | BlueInGreen                              |
| 8  | X   |    | Joseph      | Bollyky       | Bollyky Associates, Inc.                 |
| 9  | X   |    | Ronald      | Joost         | Carollo Engineers                        |
| 10 | X   |    | Joe         | Sigmund       | Carus Chemical Company                   |
| 11 | X   |    | Christopher | Schulz        | CDM                                      |
| 12 | X   |    | Ben         | Kearns        | CFPUA                                    |
| 13 | X   |    | Ed          | Minchew       | CH2M Hill                                |
| 14 |     |    | Henry       | Castaneda     | CHEMetrics, Inc.                         |
| 15 | X   |    | Cameron     | Tapp          | ClearWater Tech, LLC                     |
| 16 | X   |    | Russell     | Navratil      | County of Henrico                        |
| 17 | X   |    | Ed          | Stetter       | Eco Sensors, Div., of KWJ Engr. Inc.     |
| 18 |     |    | John        | Hanchak       | Fairfax County Water Authority           |
| 19 |     |    | Don         | Finnegan      | Fin-Tek Corporation                      |
| 20 | X   |    | Chuck       | Smith         | Guardian Manufacturing, Inc.             |
| 21 | X   |    | Denise      | Funk          | Gwinnett County Dept. of Utilities       |
| 22 |     |    | Tony        | Schiavi       | Imalog, Inc.                             |
| 23 |     |    | Ben         | Battat        | IN USA, Inc.                             |
| 24 | X   |    | Joseph      | Drago         | Kennedy/Jenks Consultants                |
| 25 | X   |    | Ben         | Kuhnel        | Arcadis                                  |
| 26 |     |    | David       | Coppes        | Mass Water Resources Authority           |
| 27 | X   |    | Angelo      | Mazzei        | Mazzei Injector Corporation              |
| 28 | X   |    | Yuichiro    | Shinoda       | METAWATER                                |
| 29 |     |    | Gilbert     | Gordon        | Miami University                         |
| 30 | X   |    | Robert      | Kim           | Mitsubishi Electric Power Products, Inc. |
| 31 |     |    | Michael     | Hotaling      | Newport News Waterworks                  |
| 32 | X   |    | Vincent     | Ciufia        | OSTI, Inc.                               |
| 33 | X   |    | Bob         | Schlehr       | Oxygen Generating Systems Int'l          |
| 34 | X   |    | Barry       | Loeb          | Ozone Engineering Services               |
| 35 |     |    | Joel        | Leusink       | Ozone Solutions, Inc.                    |
| 36 | X   |    | John        | Overby        | Ozone Water Systems, Inc.                |
| 37 | X   |    | Barbara     | Schilling     | Ozonia North America                     |
| 38 | X   |    | Bill        | Nezgod        | Ozonia North America                     |
| 39 | X   |    | David       | MacKay        | Ozono Polaris S.A. de C.V.               |
| 40 | X   |    | Carlos      | Heise         | Panozon Ambiental S/A                    |
| 41 | X   |    | Shaun       | Pierson       | Pierson Process Technology               |
| 42 |     |    | Ralph       | Francis       | Plasma Technics Inc.                     |
| 43 | X   |    | Glenn       | Hunter        | Process Applications, Inc.               |
| 44 | X   |    | Dr. Saad    | Jasim, P.Eng. | Qatar Foundation                         |
| 45 |     |    | Michael     | Johnson       | See Water, Inc.                          |
| 46 | X   |    | Eric        | Wert          | Southern Nevada Water Authority          |
| 47 | X   |    | Anthony     | Sacco         | Spartan Envir Technologies, Inc.         |
| 48 | X   |    | Gareth      | Fry           | Statiflo Corporation                     |
| 49 |     |    | Angela      | Gray          | Teledyne Adv. Pollution Instr., Inc.     |
| 50 |     |    | Halden      | Shane         | TOMI Environmental Solutions, Inc.       |
| 51 |     |    | Alejandro   | Rudometkin    | Unitek S.A.                              |
| 52 | X   |    | Daniel      | Smith         | University of Alberta                    |
| 53 |     |    | Garry       | Rossi         | Windsor Utilities Commission             |