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BYLAWS OF THE SOLUTION MINING RESEARCH INSTITUTE, INC., Effective 1 October 2026

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BYLAWS OF THE
SOLUTION MINING RESEARCH INSTITUTE, INC.

ARTICLE I
Purposes

The Solution Mining Research Institute, Inc. (hereafter referred to as the Institute) is a non-profit research association whose purposes are to:

1) Sponsor and engage in research related to solution mining, cavern utilization and environmental effects thereof.
2) Present papers of current interest to the industry relative to solution mining and cavern utilization.
3) Serve as a technology center and representative for the industry.
4) Evaluate governmental regulations and laws affecting the solution mining industry and formulate a position.

ARTICLE II
Offices

The Institute shall maintain an office and a registered agent in the State of Illinois.

ARTICLE III
Membership

SECTION 1 - CLASSES OF MEMBERSHIP - The Institute shall have the following classes of membership:

Class AA Member: An organization that owns, operates or is technically responsible for the operation of eleven (11) or more solution mined cavities for either brine production or storage, or both.

Class A Member: An organization that owns, operates or is technically responsible for the operation of ten (10) or fewer solution mined cavities for either brine production or storage, or both.

Class B Member: An organization with a professional interest in solution mining and has more than twenty (20) employees, but does not own, operate or have technical responsibility for the operation of solution mining caverns

Class C Member: An organization that (1) has a professional interest in solution mining and between five (5) and twenty (20) employees, but does not own, operate or have technical responsibility for operation of solution mining caverns, (2) is a university, or (3) is a government agency that does not establish or enforce regulations for the operation of solution mining caverns.

Class D Member: An organization that has a professional interest in solution mining and has between one (1) and four (4) employees, but does not own, operate or have technical responsibility for operation of solution mining caverns.

Class E Member: An affiliate of a Class AA, A, B, or C member. An affiliate is a subsidiary organization, a sister organization or a division of one or more Class AA, A, B or C members having a combined ownership of more than 50% of the affiliate. A parent that does not meet the requirements for Class AA, A, B or C membership but has a majority ownership in a Class AA, A, B or C member is also an affiliate.

Class H Member: An individual elected to Honorary Membership for services and contributions to the growth and development of the Institute.

Class R Member: A government agency that establishes or enforces regulations for operation of solution mining caverns

Minimum Class. An organization cannot take a lower class than the one for which it is eligible. A member cannot be in a lower class than the class for which a non-member affiliate is eligible

Upgrade. A member may upgrade its class by notifying the Executive Director and paying the appropriate dues.

SECTION 2 - APPROVAL OF MEMBERSHIP - Proposed new members shall be approved for membership by the Executive Director. The Executive Director shall report to the membership on new members. Honorary Members shall be elected in accordance with Article IV, Section 7.

SECTION 3 - VOTING RIGHTS - Members shall have the following votes on each matter submitted for a vote to the membership.

Class AA Member	8 votes
Class A Member	6 votes
Class B Member	3 votes
Class C Member	2 votes
Class D Member	1 vote
Class E Member	0 votes
Class H Member	0 votes
Class R Member	0 votes

For these bylaws, “Total Votes of the Institute” is defined as the sum of all votes that could be cast.

SECTION 4 - TERMINATION OF MEMBERSHIP - A member may be suspended or terminated for cause after a hearing by the Executive Committee. Cause for termination of membership includes, but is not limited to changes in company or individual activities, which would preclude membership under Article III, Section 1. Termination for non-payment of dues shall be in the manner provided in Article XII, Section 4.

SECTION 5 - RESIGNATION - A member may resign at any time by filing a letter, (or email which is acknowledged,) of resignation with the Executive Director.

SECTION 6 - TRANSFER OF MEMBERSHIP - Membership in the Institute is not transferable or assignable except to successors.

SECTION 7- VOTING MEMBER REPRESENTATIVE to SMRI (‘Member Rep’) - Each member organization must have one current individual Member Rep active and with current contact information in SMRI’s online database. That Member Rep is responsible for ontime payment of membership dues or other SMRI invoices, and regularly reviewing and updating the individuals of their member organization who are listed in SMRI’s database. An additional person at the member organization may be entered in the database to receive emailed copies of SMRI invoices, and maintaining current contact information of that additional person is responsibility of the Member Rep.

ARTICLE IV
Meetings of the Institute

SECTION 1 - REGULAR MEETINGS - Regular meetings of the Institute shall be held at least once a year at times to be decided by the Executive Committee. The agenda will be determined by the Executive Committee. The meetings, including the Technical Sessions, shall be

open to the public, but subject to a non-member registration fee. Attendance at business meetings shall be limited to members and invited guests of the Executive Committee.

SECTION 2 - SPECIAL MEETINGS - Special meetings of the Institute may be called either by the president or any three Members. Notices of such meetings shall be sent to the membership specifying the time and place.

SECTION 3 - PLACE OF MEETINGS - The Executive Committee may designate any place within or outside of the State of Illinois for holding any regular or special meetings. Teleconference and video conference meetings may be used as necessary.

SECTION 4 - NOTICE OF MEETINGS - At least thirty days prior to the date of a meeting the Executive Director shall send a notice to each member, stating the time and place of the meeting, and any other information relevant to the meeting**,** including electronic invitation for teleconference and video conference meetings.

SECTION 5 - QUORUM - Votes of the Institute present in person or by proxy to constitute a quorum at any meeting. A majority is more than one-half (1/2) of the votes of the Institute present in person or by proxy.

SECTION 6 - PROXIES - Any member entitled to vote but not attending a meeting may designate any other person or persons as its proxy.

SECTION 7 - VOTING - In order for any matter brought to a vote at a meeting to pass, including positions on governmental regulations and laws, the affirmative votes must constitute a majority of votes of the Institute present in person or by proxy. The Institute may take action on any matter by sending it by mail or email to the Membership. Voting either during business meetings or separate online voting will be acceptable. A majority of all the Total Votes of the Institute is required for approval by online voting.

SECTION 8 - REGISTRATION and MEETING FEES - A registration fee may be assessed to non-members for attendance at Institute meetings. 'Meeting Fees' may be assessed members and/or non-members attending conferences to cover direct expenses. Registration fees for optional classes, field trips, and events may also be assessed. These fees may be waived at the discretion of the Executive Committee.

ARTICLE V
Executive Committee

SECTION 1 - EXECUTIVE COMMITTEE - The affairs of the Institute shall be managed by an Executive Committee.

SECTION 2 - NUMBER AND TENURE - The elected members of the Executive Committee shall be three in number. The term of office shall be three years beginning on the first day of January following their election. The terms of Committee members shall be so interspaced that the election of only one new member occurs each year. The immediate Past-President shall be an Ex-Officio member of the Executive Committee for one year following his term as President. The Past-President shall serve in an advisory capacity without a vote.

SECTION 3 - ELECTION - The election of the Executive Committee shall take place at the Fall Meeting of the Institute.

SECTION 4 - QUALIFICATION - Owners and/or employees of class**es** AA, **A, B, C, and D** of Member Companies are eligible to serve on the Executive Committee. In the event that a member of the Executive Committee ceases his association with a Member Company, he shall be automatically removed from the Executive Committee.

SECTION 5 - VACANCIES - Vacancies occurring on the Executive Committee shall be filled by appointment of the remaining Executive Committee members. The tenure of a filled vacancy shall be to the end of the term of the member replaced.

SECTION 6 - MEETINGS - Meetings of the Executive Committee may be held from time to time as determined by its members.

SECTION 7 - COMPENSATION - Members of the Executive Committee shall serve without compensation from the Institute.

ARTICLE VI
Officers

SECTION 1 - OFFICERS - The members of the Executive Committee shall also serve as officers of the Institute. The officers shall be President, Vice-President, and Secretary/Treasurer.

SECTION 2 - ELECTION AND TERM OF OFFICE - Officers of the Institute shall be elected annually by the Executive Committee. They shall serve for one year commencing with the first day of January following their election.

SECTION 3 - VACANCIES - Vacancies shall be filled by the Executive Committee. Tenure of the filled vacancy shall be to the end of the term of the officer being replaced.

SECTION 4 - PRESIDENT - The President shall preside at meetings of the Institute. He shall make any appointments not made by the Executive Committee that are required for the functioning of the Institute.

SECTION 5 - VICE-PRESIDENT - The Vice-President shall carry out the duties of the President when the President is incapacitated or otherwise unable to carry out his duties, and acts as Research Chair.

SECTION 6 - SECRETARY/TREASURER - The Secretary/Treasurer shall see that the Executive Director maintains the files of the Institute, sends notices of meetings, keeps proper financial records, collects monies due to the Institute, pays bills and is custodian of the Institute records and corporate seal. The Secretary/Treasurer shall carry out the duties of President when both the President and Vice-President are incapacitated or otherwise unable to carry out the duties of the office, and acts as Technical Class Chair.

SECTION 7 COMPENSATION - Officers of the Institute shall serve without compensation from the Institute.

ARTICLE VII
Committees

SECTION 1 - RESEARCH CHAIR - The Executive Committee shall appoint a Research Chair, normally the Vice President, whose responsibility it will be to see that the research program of the Institute is carried out.

SECTION 2 - PROGRAM CHAIR - The Executive Committee shall appoint a Program Chair who will be responsible for organizing for the Technical Programs for the Institute meetings.

SECTION 3 - COMMITTEES - The Executive Committee shall appoint a chair and committee members to any committee that is necessary to conduct the business of the Institute.

SECTION 4 - Employees of any member company currently doing work for which it is being paid by the Institute shall not be eligible to serve on the sub-committee related to the work being done.

ARTICLE VIII
Executive Director

The Executive Committee may appoint, subject to the approval by a majority of the Total Votes of the Institute, an Executive Director, and if appropriate may also appoint an Assistant Executive Director and/or Co-ordinators to assist the Executive Director. The Executive Director shall handle the business affairs of the Institute, including the maintenance of an office, the dissemination of meeting notices, minutes, research reports and any material of interest to the membership, the collection of dues, the maintenance of a bank account, payment of bills, approval of contracts and any other duties assigned to him by the President and/or Executive Committee. Compensation of the Executive Director shall be determined by the Executive Committee.

ARTICLE IX
Research Coordinator

The Executive Committee may hire, subject to the approval by a majority of the Total Votes of the Institute, a Research Coordinator. The Research Coordinator shall be responsible for leading the Research Committee, identifying suitable research projects, issuing Requests For Proposals (RFPs,) administering the research program and such other responsibilities as may be assigned by the Research Chair. The Research Coordinator shall approve payment of funds for research projects.

ARTICLE X
Research

SECTION 1 - Proposals for research projects to be sponsored by the Institute shall be submitted to the Research Coordinator , who will, with the Research Committee, make a recommendation to the Executive Committee. The Executive Committee will determine whether to recommend a proposal to the membership. Funding shall be approved in accordance with Article IV, Section 7.

SECTION 2 - In general, work on research projects shall be carried on by reputable research or educational institutions, and by members of the Institute.

SECTION 3 - If necessary for any given project, liability insurance coverage shall be obtained.

SECTION 4 - Research contracts shall provide that technical information developed by the Institute shall become part of the public domain. Individual members shall refrain from publishing such information prior to its publication by the Institute. The Executive Committee may restrict distribution of technical publications of the Institute to non-members for a period of up to one year.

SECTION 5 - For each research project there shall be a Project Sponsor who is an employee of an SMRI member. The Project Sponsor, with the assistance of the Research Coordinator, shall see that the work is performed diligently and shall periodically report the progress to the membership.

ARTICLE XI
Budgets

SECTION 1 - The fiscal year of the Institute shall begin the first day of January and end on the last day of December of each year.

SECTION 2 - Each year the Executive Committee shall prepare a budget for the following fiscal year and submit it for approval in accordance with Article IV, Section 7.

ARTICLE XII
Membership Dues

SECTION 1 - ANNUAL DUES - Annual dues for Institute membership from January 1, 2027 through December 31, 2031 shall be as follows:

Class AA Member	6,000 US$
Class A Member	5,000 US$
Class B Member	2,500 US$
Class C Member	1,250 US$
Class D Member	750 US$
Class E Member	No dues
Class H Member	No dues
Class R Member	No dues

Annual dues for Institute membership as of January 1, 2032 shall be as follows:

Class AA Member	8,000 US$
Class A Member	6,000 US$
Class B Member	3,000 US$
Class C Member	1,500 US$
Class D Member	1,000 US$
Class E Member	No dues
Class H Member	No dues
Class R Member	No dues

Action to change dues structure on a temporary or permanent basis may be taken in accordance with Article IV, Section 7.

SECTION 2 - A new member joining the Institute after January 1 shall be assessed the regular dues for that year and in the following year be credited for a part year on a prorated basis, depending on the number of months remaining in the year of joining.

SECTION 3 - PAYMENT OF DUES - Dues shall be payable in advance before 1 January of each year. Dues invoices will be emailed to Member Representatives on or about 1 November for the following year.

SECTION 4 - DEFAULT AND TERMINATION OF MEMBERSHIP - When a member shall be in default in payment of dues for a period of one month from the first of the year, the membership shall be terminated, (on 1 February,) except that the Executive Committee may grant an extension if requested by the member organization's Member Rep. A member whose membership is terminated shall not be relieved of the obligation to pay dues theretofore accrued and unpaid.

ARTICLE XIII
Seal

The Institute shall have a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Institute and the words "Corporate Seal" - Illinois.

ARTICLE XIV
Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws, not contrary to law, may be enacted as provided in Article IV, Section 7.

ARTICLE XV
Dissolution and Disposition of Corporate Assets

SECTION 1 - Dissolution. Dissolution of the Institute will require a two-thirds vote of voting members at a General Meeting of the Membership.

SECTION 2 - Disposition of Corporate Assets. In the event of the dissolution of the Institute, any assets remaining after the payment of all debts, expenses and charges shall be distributed by the Executive Committee in furtherance of the purposes of this organization to such one or more exempt charitable or educational organizations and none of the assets of the Institute shall be paid to or inure to benefit of any member thereof.

Note: Revised & Approved: September 22, 1982; April 27, 1993; October 6, 1999 (Effective January 1, 2000); March 7, 2000 (Effective January 1, 2000); October 8, 2001 (Effective 1 January 2002); December 31, 2009 (Effective January 1, 2010); September 28 2015 (Effective 1 January 2016); September 24, 2018 (Effective October 1, 2018), September 26, 2022 (Effective October 1, 2022), and September 28, 2026 (Effective October 1, 2026).