

Bylaws of the Controlled Environment Testing Association
As Amended February 11, 2020

ARTICLE I - NAME AND LOCATION

Section 1. Name. The name of this organization is the Controlled Environment Testing Association (CETA). The association is incorporated under the nonprofit corporation laws, by Articles of Incorporation filed in North Carolina.

Section 2. Location. Offices of the association shall be located in the State of North Carolina and such other localities as may be determined by the Board of Directors.

ARTICLE II - PURPOSE AND OBJECTIVES

The purpose of the organization shall be to promote testing and performance evaluation of controlled environments; provide continuing education by publishing technical journals, papers, and other publications; develop comprehensive standards and methodologies; and promote quality assurance within the certification industry.

ARTICLE III - MEMBERSHIP

Section 1. There are two classes of membership in the association:

- **(a)** Member. Any person with an interest or involvement in the testing and certification of controlled environments. Each member has the right to vote and hold elective office in accordance with these bylaws.
- **(b)** Honorary member / Past President.

Section 2. Applications for membership, including application fees, if any, must be submitted in accordance with procedures established by

the Board of Directors. Admission to membership is subject to approval by the Board of Directors.

Section 3. Any member may resign from the association by submitting a written resignation to the Board of Directors. Such a resignation shall be effective as of the date received, unless the letter specifies another date.

Section 4. Any member may be suspended or expelled for violation of the Articles of Incorporation or these bylaws or for acts detrimental to the character or interest of the organization upon a two-thirds vote of the Board of Directors. A member shall be given an opportunity to be heard and present reasons why he/she should not be suspended or expelled prior to a vote by the Board of Directors on the issue of suspension or expulsion.

Section 5. Any member who resigns or is expelled shall forfeit any and all rights and privileges in the affairs and/or property of the association, including dues already paid. Any member who resigns or is expelled shall remain liable for any dues or other charges due and owing at the time of his resignation or expulsion.

ARTICLE IV - DUES

Section 1. Membership dues, fees, and assessments shall be at rates established by the Board of Directors.

Section 2. Members may be expelled by the Board of Directors for failure to pay dues and fees within the time prescribed by the Board of Directors.

ARTICLE V - MEETINGS

Section 1. Annual Meeting. An annual meeting of the CETA membership is held each year at such place and on such date as may be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the membership may be called at any time by the Board of Directors.

Section 3. Notice of Meetings. Written notice of any meeting of the membership shall be given or served upon any member and will be deemed given when (i) delivered personally to a member, (ii) delivered via telegraph, facsimile, or e-mail to a location, address or number designated by a member, or (iii) deposited in the United States mail, postage prepaid, and addressed to the member at the address specified in the Organizations records. Any member of CETA may at any time by giving five (5) days' prior written notice to CETA, designate any other address in substitution of the foregoing address to which such notice will be given.

Section 4. Voting. Each individual member of the association shall be entitled to cast one vote in any matter voted on by the membership or in the election of a director. Unless otherwise specifically provided by these bylaws, any election or other matter voted on by the membership shall be decided by a simple majority of the votes cast.

Section 5. Voting by Mail & E-Voting. Proposals may be offered to members for voting by mail or submitted via email for e-voting on approval of the Board of Directors.

Section 6. Proxy Voting. There shall be no proxy voting.

Section 7. Quorum. At any annual or special meeting, a majority of those members present shall constitute a quorum.

Section 8. Cancellation of Meetings. The Board of Directors may cancel any annual or special meeting for cause.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Governing Body. The governing body of the association shall be the Board of Directors.

Section 2. Composition of Board. The Board of Directors shall be comprised of not fewer than ten (10) Members. It shall consist of the President, President-elect, immediate Past President, Secretary-Treasurer and no less than six (6) Directors. A director shall be a member of the Association. The number of directors to be elected annually shall be established by the Board of Directors at a meeting prior to the annual meeting. The number of members of the Board of Directors may be increased or decreased by a vote of a majority of all directors at a meeting preceding the annual meeting. The Board of Directors may increase or decrease the number of seats, but in no event shall the number of Board members after the election be less than ten (10). No more than one person employed by any company, coalition, or other organization shall be allowed to serve simultaneously on the board. A minimum of 50% of the board of directors should be from the certifier category.

Section 3. Term of Office. The term of office for members of the Board of Directors shall be three years. Directors may be elected to no more than two consecutive three-year terms, without a one year break in service, exclusive of any initial term of less than two years. A Director's tenure will not affect his/her qualifications to be an officer and to continue serving on the Board of Directors as an officer or Past President. Service on the executive committee will not count towards the three year term as a member of the Board of Directors.

Section 4. Nomination of President-elect and Directors.

- **(a)** At least ninety (90) days prior to the annual meeting of the membership, the President shall appoint a Nominating Committee consisting of no fewer than three (3) Board members including the immediate Past President, who shall serve as chairman of the Committee. The Nominating Committee shall present a list of candidates for President-elect (for the following year), Secretary-Treasurer (every other year) and director positions (received from membership, as vacancies are expected) to the Executive Director at least forty-five (45) days prior to the annual meeting of the membership. The Executive Director shall submit the names to the membership no fewer than thirty (30) days prior to the meeting. The Nominating Committee shall use its best efforts to nominate individuals so as to make all classes of members represented by a nominee (i.e. certifiers and suppliers). The nominating committee shall also consider the Board of Directors succession plan to assure candidates are able to fully participate in Board of Directors Activities, including participation in the Executive committee, if selected. Candidates should be vetted to assure employer support.
- **(b)** Selection of the President elect and Secretary-Treasurer Positions will be made by the nominating committee. Nominees for the President – Elect and Secretary-Treasurer shall be made from the sitting Board of Directors, unless a candidate is approved by a 2/3 vote of the BOD.
- **(c)** Nominations for director positions may be made by any individual CETA member. Such nomination must be in writing, seconded by at least five (5) other CETA members, and submitted to the Executive Director at least forty-five (45) days prior to the annual meeting of the membership. The nominated candidate must be qualified in accordance with these bylaws. The Executive Director, upon determining that the candidate is qualified, shall submit the nomination to the membership thirty (30) days prior to the annual meeting.
- **(d)** The Board of Directors may classify the nominees in separate categories in order to achieve diversity of classes. If the Board chooses, it can establish a category for each class of Board members, list the nominees under each class and require the CETA membership to vote for one candidate in each class. In the event a candidate is not available for a particular class, it will not invalidate the process. The Directors may establish or eliminate classes at their discretion upon a majority vote.
- **(e)** At least ninety (90) days prior to the annual meeting of the membership, the Executive Director shall distribute to the membership, a call for nominations for the Board of Directors.

Section 5. Election of President-elect and Directors. The President-elect (selected by the nominating committee) and Directors (voted on by the membership) shall be announced at the annual

meeting, and shall take office at the completion of the annual meeting. The board may appoint a director to fill any vacancy that may occur until the next annual meeting. The appointed Director shall serve the unexpired term of the departed Director.

Section 6. Powers and Responsibilities. The Board of Directors shall be responsible for the supervision, control, and direction of the affairs of the association; shall determine its policies or changes therein; and shall actively pursue its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee. The Board may hold meetings in executive session under such rules and regulations as the Board may adopt.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 8. Meetings. Meetings of the Board of Directors may be called by the President. Ten (10) days' notice of such meetings shall be given to each director before the appointed time for such meeting. The President shall, at the request in writing of three members of the Board of Directors, issue a call for a special meeting of the Board of Directors. Ten (10) days' notice shall be required for a special meeting. The Board of Directors shall meet at least twice annually.

Section 9. Voting. The Board of Directors may attend meetings telephonically, and may vote by mail, facsimile and/or e-mail or other electronic ballot, if permitted by the President or under these By-Laws. Voting by proxy shall not be permitted.

Section 10. Removal. An officer or director may be removed, by a two-thirds vote of the Board of Directors.

Section 11. Compensation. Directors and officers shall not receive compensation for their services as a director, but may receive reimbursement for their reasonable expenses incurred in connection with the business of the association as the Board of Directors may from time to time determine.

Section 12. Rules of Order. Meetings shall be conducted in accordance with Robert's Rules of Order Revised when not in conflict with these bylaws, unless other procedures are adopted by the Board of Directors.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. Composition of Executive Committee. The Executive Committee of the Board of Directors shall consist of the President, President-elect, Secretary-Treasurer, and immediate Past President.

Section 2. Powers and Responsibilities. The Executive Committee may act for the Board of Directors pursuant to delegation of authority to such Committee by the Board of Directors. The Executive Committee shall be responsible for the day-to-day operations of the association in accordance with policies established by the Board of Directors.

Section 3. Meetings and Quorum. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the association may require. A meeting of the Executive Committee may be called at any time on the request of three members of the Executive Committee.

ARTICLE VIII – OFFICERS

Section 1. The executive officers of the association shall be the President, President-elect, Secretary-Treasurer, and immediate Past President (shall act for the President when the President is unable to perform the duties of the office).

Section 2. The terms of the President, President-elect and the Past President shall be one year beginning immediately upon election. The President-elect shall automatically succeed the President in office upon completion of the President's term of office. The term of the Secretary-Treasurer shall be two years (maximum of two consecutive terms) beginning immediately upon election.

Section 3. The duties of the various officers of the association shall be those stipulated in these bylaws and other such duties as are customarily assumed by officers of organizations in accordance with limitations established by the Board of Directors.

1. **The President shall be the chief executive officer of the association and shall:**
 - **(a)** Serve as the Chairman of the Board of Directors and the Executive Committee;
 - **(b)** Have general charge of the affairs of the association.
 - **(c)** Provide members of the Board of Directors with agendas and all reports pertinent to the business of the association reasonably in advance of any scheduled meeting of the Board of Directors and/or Executive Committee;
 - **(d)** Appoint, except as provided in these bylaws, all chairpersons and members of committees, with the advice and consent of the Board of Directors;
 - **(e)** Serve as member ex officio without vote on all committees authorized by the Board of Directors;
 - **(f)** Meet regularly with the other officers of the association and with the Executive Director; and
 - **(g)** Delegate duties to the officers and the Executive Director as needed.
1. **The President-elect shall:**
 - **(a)** Be a voting member of the Board of Directors and the Executive Committee; and

- **(c)** The President-elect shall be the chair of the annual meeting.
 - **(d)** Perform other such duties as are determined by the President and/or the Board of Directors.
1. **The Secretary-Treasurer shall:**
 - **(a)** Be a voting member of the Board of Directors and the Executive Committee;
 - **(b)** Supervise the custody, receipt and disbursement of all funds of the association;
 - **(c)** Prepare records of all official association meetings and distribute the minutes of all such meetings; and
 - **(d)** Make quarterly financial reports as required by the Board of Directors: and
 - **(e)** Perform such other duties as determined by the President and/or the Board of Directors.
 - **(f)** The Secretary-Treasurer may delegate his responsibilities to the Executive Director upon approval by the Board of Directors.

ARTICLE IX - NOMINATION AND ELECTION OF OFFICERS

Section 1. The President-elect shall be announced to the membership at the annual meeting and shall take office upon completion of the meeting.

Section 2. The Secretary-Treasurer shall be elected by the nominating committee of the Board of Directors at the annual meeting and shall take office upon completion of the meeting. The Secretary-Treasurer must be a Director who has been elected by the membership. The Secretary-Treasurer's activities will be reviewed by the Board per two year term for continued service up to four consecutive years.

Section 3. Any vacancy occurring between annual meetings shall be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE X - FISCAL YEAR

The fiscal year of the association shall be the calendar year unless otherwise established by the Board of Directors.

ARTICLE XI – COMMITTEES

There shall be a nominating committee and such other committees as may be established by the Board of Directors for the purpose of directing association activities. At least one member of each standing committee shall be a member of the Board of Directors.

ARTICLE XII - STAFF AND GENERAL COUNSEL

Section 1. Staff. The Board of Directors is empowered to retain such staff, legal counsel, and accountants as may be necessary to carry out the functions of the association.

Section 2. Executive Director. The Board of Directors may select and appoint an Executive Director who shall serve as the chief executive staff member of the association, and who shall assume such duties as may be assigned by the President and/or Board of Directors. With the approval of the Board of Directors he/she may employ or retain from time to time such persons, including attorneys, accountants, and public relations personnel, as he/she deems necessary to carry on the functions of the association. The Executive Director shall serve on the Board of Directors in an ex-officio nonvoting capacity. The executive director shall attend the annual meeting.

Section 3. General Counsel. The general counsel of the association shall attend to all matters requiring legal services on behalf of the association.

ARTICLE XIII – INDEMNIFICATION

The association shall indemnify and hold harmless each director and officer heretofore, now or hereafter serving the Association, whether or not then in office (and his/her heirs, executors, and administrators), from and against any and all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a director or officer of the Association; provided, however, that no director or officer shall be indemnified against any costs and expenses incurred in any such action, suit, or proceeding, which arises out of the performance of services by said director or officer, and which liability arises out of the acts of an affiliated corporation in performing under any contract of this Association. This Bylaw is intended to be wholly consistent with the laws of the State of North Carolina and the intention of said indemnification provision is to provide for the maximum indemnification as allowed by law, but in no event shall any member be required to contribute to the Association for the indemnification of any officer or director, in the event that the member desires to withdraw from said Association.

ARTICLE XIV – AMENDMENTS

These bylaws may be amended or repealed by a two-thirds vote of the Board members present at any meeting of the Board of Directors duly called and regularly held, notice of such proposed changes having been sent in writing. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of any twenty-five (25) CETA members addressed to the Board.

ARTICLE XV – DISSOLUTION

Section 1. The association may be dissolved by a two-thirds vote of the Board of Directors.

Section 2. In the event of the dissolution or final liquidation of the association, its remaining net assets shall be distributed to such nonprofit organizations as are exempt from federal income tax under section 501(c) of the Internal Revenue Code, as amended, as the Board of Directors in the exercise of its discretion may determine, and no part of such net assets may inure to the benefit of any individual member or person.