

The International Certification Accreditation Council  
By-Laws

ARTICLE I:

The name of this organization shall be The International Certification Accreditation Council and its duration shall be perpetual.

ARTICLE II:

This Council is organized exclusively as a not for profit advisory body to organizations certifying and accrediting individuals in the technical and professional fields. The Council shall evaluate and advise on certification standards; provide guidance and assist member organizations in defining methodology, practices and public dissemination of information which enhance professionalism; and from the collective wisdom of its member organizations counsel on all matters relating to the establishment and the maintenance of credible, respectable and respected certification programs.

This council is not organized for pecuniary profit and no part of any derived income shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for administrative services rendered and to make payments and distributions in furtherance of the purposes set forth in this article.

The objectives, purposes and pursuits of this organization shall be:

- a. To create an environment and a medium by which certification programs developed and maintained by the council members can be evaluated so as to promote the highest standards in fields for which certification is given.
- b. To stimulate interest in professional excellence in the technical and professional fields, to encourage the exchange and intercourse of ideas among the members of this association and to promote and maintain the highest professional standards.
- c. To serve as the official representation of certification programs of council members and to create and maintain a centralized organization for concerted action upon matters affecting certification standards and/or the welfare of practicing and certified technician and engineering professionals.
- d. To consider and ameliorate problems common to the professional and technical fields and to promote cooperative action in advancing the objectives and goals of this organization.
- e. To encourage within business and industry, the benefit and value of certified practitioners and to promote and advance the professional interests of its certified members.

- f. To promote ethical principles and practice among the certifying organizations of this association to foster scientifically sound practices and to increase the usefulness of the professional and technical individuals to the public at large.
- g. To encourage credentialing to use fair and equitable criteria in establishing Certification standards and to confer certification only to those who meet such standards so as to minimize public exposure to risk
- h. To unite the members of the technical and professional fields and to promote social contact among those individuals engaged in their respective industry.
- i. To promote the elimination of any discrimination within the scope of the accreditation process, in any form, against any person on the basis of age, race, creed, color, national origin or gender.
- j. To disseminate information, share technical know how and prepare, select and distribute scientific data and information of all kinds which may be useful and beneficial to further the purpose of this association.

### ARTICLE III Offices

Section 1. Offices. The principal and registered office of the association is 8610 Hidden River Parkway, Tampa, Florida 33637-1000 in care of BICSI. Said offices may be changed from time to time by the Board of Directors or the Executive Committee and the association may have additional offices as the Board of Directors or the Executive Committee may designate or as the activities of the association may require from time to time.

Section 2. Registered Agent. The registered agent of the association may be an officer, director or other designated person by the Board of Directors who is a resident of the state of incorporation. The registered agent may be changed from time to time by the Board of Directors or the Executive Committee.

### ARTICLE IV Membership

Section 1. Charter members: Shall be those certifying organizations who, at the time of incorporation, were instrumental to and participants in the formation and establishment of the International Certification Accreditation Council.

Section 2. Members: Certification organizations who desire to become a member of the International Certification Council and can demonstrate an existing or a viable plan for the development of a particular certification area.

Section 3. Dues: The annual dues required for membership in the Council shall be determined by the Board of Directors and Officers on recommendation of the Executive Committee. Dues may be varied from year to year, however membership dues shall be the same for all Charter members and Members. No part of the annual membership dues shall be rebated, refunded or forgiven by reason of death, withdrawal or removal.

Section 4. Voting: Each Charter member and Member attending the annual meeting or any special meeting scheduled by the Executive Committee, shall be entitled to one vote on each and every issue affecting the affairs of the Council. An agenda for every meeting of the ICAC shall be prepared and mailed to all council members 60 days prior to the scheduled meeting. Members unable to attend a scheduled meeting may vote on a particular agenda item by designating an attending member as proxy. The designation of a proxy must be in writing and this document presented to the Secretary prior to the start of the meeting.

Section 5. Membership duration: Membership shall be continual unless and until terminated by voluntary withdrawal, suspension or expulsion. Any member desiring to terminate affiliation with the council may do so in writing. Withdrawals shall be effective on fulfillment of obligations to the date of withdrawal.

Section 6. Suspension and Expulsion: Any member of the council charged with unprofessional conduct or with conduct detrimental to the objectives and interest of the association may be suspended from activities in the Council for a period of 60 days, during which time a formal investigation will be conducted by the Ethics Committee to determine the charge(s) validity. If, after a fair and impartial hearing on due notice to the member in question, the charges have been reasonably substantiated and 75% of the governing Board vote for expulsion, that action will be implemented.

#### ARTICLE V. Membership meetings.

Section 1. Annual Meeting: There shall be an annual meeting of the members of this Council to be held at a date, place and time as designated by the Executive Committee.

Section 2. Notice. The Secretary shall issue a written notice for the annual and each special meeting mailed to all members of the Council at the post office address appearing on the records of the association. This notice shall include a proposed agenda and will be mailed no less than 30 days nor more than 90 days prior to the day of the meeting.

Section 3. Mail Ballots: A member shall be entitled to vote by mail on all matters scheduled for action on the published agenda for either the annual or a special meeting of the governing board. The Secretary will prepare a mail ballot, which includes a concise statement of each resolution, which has been proposed for the meeting agenda.

Section 4. Quorum: A Quorum shall constitute no less than fifty (50) percent of members registered and present at the meeting.

Section 5. Order of Business: The order of business shall be conducted with the outline of Roberts Rules of Order.

Section 6. Special Meetings: Special meetings of the Council may be called at any time providing the majority of the Executive Committee concur and at least 60 days notice is provided to the members of the Council. The agenda for said meeting will be mailed to all Council members no later than 21 days prior to the date of the scheduled meeting. Any member of the Council not able to attend the meeting may vote on any of the agenda items either by mail or by proxy vote. Mail votes must be received by the Secretary at least one day prior to the date of the meeting.

#### ARTICLE VI. Governing Board:

Section 1. Number: The Governing Board of the Council shall consist of four Officers and twelve (12) Directors of the association. The number of directors may be increased or decreased from time to time by the amendment to these bylaws. No decrease in the numbers of the Governing Board shall have the effect of shortening the term of office of any incumbent.

#### ARTICLE VII. Officers:

Section 1. The officers of the association shall consist of a President, a Vice President, a Secretary and a Treasurer.

Section 2. Election and Term of Office: The officers of the Council shall be elected at the annual meeting and serve for a period of two (2) years. To be elected, officers must receive a majority of the votes cast by the council members present at the annual meeting. Officers shall hold office until the successor for the office has been duly elected and accepted the position.

Section 3. Removal. Any officer may be removed by the Board of Directors, whenever in its judgment, the best interest of the association would be served thereby, however such removal shall be without prejudice to the persons so removed.

Section 4. Vacancies. Any vacancy because of death, resignation, removal or otherwise may be filled by appointment by the Board of Directors for the unexpired portion of the term.

#### Section 5. Duties.

(a) President: The President shall be the chief officer of the council and shall preside at all meetings of the association and the Executive Committee. Subject to the control of the Board of Directors and the Executive Committee, the President shall be charged with the general supervision, management and control of all business and affairs of the association. The president shall be an ex-officio member of all committees and communicate to the association such matters and such suggestions as may promote the welfare and increase the usefulness of the association. The President may also perform such other duties as from time to time may be subscribed by the Board of Directors or the Executive Committee.

(b) Vice President: The Vice President of the association shall perform the duties and responsibilities of the President in his absence and when so acting, shall have all the powers of and be subject to the same limitations placed upon the President. The Vice President shall also perform such other duties as, from time to time, may be prescribed by the President, the Board of Directors or the Executive Committee.

(c) Secretary: The Secretary shall keep the minutes of all official meetings of the council, the Board of Directors and the Executive Committee. The Secretary shall be responsible to issue all notices and correspondence requested by the Board of Directors and the Executive Committee. The Secretary shall also perform other duties as may be prescribed from time to time by the Board of Directors, the President or the Executive Committee.

(d) Treasurer: The Treasurer shall have charge and custody of the association's funds and shall maintain accurate books of all receipts and disbursements. The Treasurer shall deposit all monies and other valuable effects in the name of the association and in such depositories as may be designated by the association. The treasurer shall be responsible for the preparation of financial reports as required by the Board of Directors and shall submit annual documents required by the Internal Revenue Service. At the expiration of his term of office, the Treasurer shall deliver to his successor all books, money and other property of the association.

#### ARTICLE VIII: Directors:

Section 1. General Powers: The business and the affairs of the Council shall be managed and controlled by the Board of Directors which, in conjunction with the elected officers, constitute the governing body of the association. Subject to the By-laws of the association, the Board of Directors shall do and commit to whatever act and action shall be deemed necessary, proper and advisable to meet the purposes and the goals of the association. The Board may, in the execution of its powers, grant authority and responsibility to the Executive Committee, as deemed proper and expedient from time to time.

Section 2. Number: The Board of Directors shall consist of twelve (12) members.

Section 3. Election: Directors will be elected at the annual meeting and serve for a period of four (4) years. Initially to provide leadership continuity, two (2) members will be elected for a one (1) year term; two (2) will be elected for a two (2) year term; two (2) will be elected for a three (3) year term and two (2) will be elected for a four (4) year term. Subsequently, at each annual election, two (2) members will be elected to serve as Directors for a four (4) year term.

Section 4. Removal. A Director may be removed with or without cause, at a meeting called expressly for the purpose by a majority vote of the Directors in office. As a general rule any Director who is absent from two (2) consecutive annual meetings will be subject to removal as a Director.

Section 5. Vacancies. A vacancy occurring in the Board of Directors shall be filled, by appointment, by the Executive Committee for the remaining portion of the unexpired term.

## ARTICLE IX. Executive Committee.

Section 1. Number. The Executive Committee shall consist of the President, the Vice President, and three (3) Directors appointed to fill this position by a majority vote of the membership. The Secretary and/or the Treasurer may be ex-officio member(s) of the Executive Committee.

Section 2. Duties. Between Board of Director meetings, the Executive Committee shall have and exercise the authority of the Board of Directors in the supervision, control and management of the association, except as to matters conferred to the authority of the entire board.

## ARTICLE X. Committees.

Section 1. Ethics Committee. The Ethics Committee shall make recommendations to the Board on all matters of professional practices and ethics relating thereto. The Ethics Committee shall be responsible for timely and thorough investigation and evaluation of incidents of ethical transgressions and make recommendations to the Board as to appropriate action.

Section 2. Accreditation Committee. The Accreditation Committee shall be responsible for the assessment of certification programs seeking accreditation by the International Certification Accreditation Council. This committee will, after thorough evaluation of the validity, completeness and appropriateness of a certification candidate for accreditation, recommend to the Board appropriate action.

Section 3. Other Committees. Other committees may be formed at the direction of the Board and will consist of at least two (2) directors.

## ARTICLE XI: Indemnification of Directors and Officers.

All directors and officers of the association now and hereafter in office and their heirs, executors and administrators, shall be indemnified by the association against all liabilities, costs, expenses and amounts, including counsel fees, reasonably incurred by or imposed upon them in connection with or resulting from any action, suit, proceeding or claim to which they may be made a party, or in which they may be or become involved by reason of their acts of omission or commission, or alleged acts or omissions as such director or officer, or subject to the provisions hereof, any settlement thereof, whether or not they continue to be such director or officer at the time of incurring such liabilities, costs, expenses or amounts: provided that such indemnification shall not apply to liabilities incurred with respect to any matter to which such director or officer shall be finally adjudged in such action, suit or proceeding to have been individually guilty of either willful malfeasance or misfeasance in the performance of any duty as such director or officer, and provided, further, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when, in the judgment of the Board of Directors of the Association, such settlement and reimbursement

appear to be for the best interests of the association. Indemnification pursuant to this article shall be reduced by the amount of any other indemnification or reimbursement of such officer or director of the liability and expense to which indemnification is claimed. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such director or officer may be entitled under the statute, agreement or otherwise. Expenses incurred with respect to any claim, action, suit or other proceedings of the character described in this article may be advanced by the association prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient repay such amounts unless it shall ultimately be determined that the recipient is entitled to indemnification under this article.

#### ARTICLE XII. Accounting year and Audit

Section 1. Accounting year. The accounting year of the association shall begin on the first day of January and end on the last day of December in each year.

Section 2. Audit. At the end of the accounting year the books of the association, including those of the various committees, as applicable, shall be closed and examined by a certified public accountant selected by the Board of Directors. The accountant's financial report of the association shall be presented to each director and be made available to all members at the next annual meeting.

#### ARTICLE XIII. Amendments

The bylaws of the association may be altered, amended or repealed and new bylaws adopted by a majority vote of the members present at any meeting of the association; provided that notice of any proposed modification or amendments shall be included in the notice for the meeting.

#### ARTICLE XIII. Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure, or be distributed, to the members of the association. On dissolution of the association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.