

BYLAWS

of

The National Cooperation for Laboratory Accreditation (NACLA)

PURPOSE

To develop and administer recognition procedures to be accepted by all NACLA parties to provide coordination and focus for laboratory accreditation and other competency or quality programs in the United States and to serve national and international needs.

ARTICLE 1

MEMBERSHIP

- 1.1 Any organization maintaining or having an interest in or concern about laboratory accreditation and other competency or quality in the United States of America may become a member upon acceptance of its Application for Membership in NACLA by the Secretariat and payment of the prescribed dues or registration fees if any. Members in good standing shall receive full benefits of membership.**
- 1.2 Dues**
- a. Annual dues shall be payable no later than the date specified on the invoice.**
 - b. A member who resigns in good standing (dues paid up to date) may reapply for membership. The Board of Directors/Operations Council may establish a reinstatement fee to cover the costs associated therewith.**
 - c. A member which has not paid the current dues by the date specified on the invoice will be dropped from membership after being notified by mail by the Secretariat.**
 - d. A member who has been dropped for nonpayment of dues may be reinstated by payment of all dues in arrears or a reinstatement fee as established by the Board of Directors/Operations Council.**

ARTICLE 2

ORGANIZATION

2.1 Board of Directors/Operations Council

The organization's affairs shall be managed by a Board of Directors/Operations Council/Operations Council. All members of the Board of Directors/Operations Council shall be voting members and shall be in compliance with the provisions of paragraph 4.5 inclusive, at the time of nomination.

2.2 Composition of the Board of Directors/Operations Council

The Board of Directors/Operations Council shall consist of balanced representation from the membership categories: Accreditors Laboratories, Government Agencies, and Users (including general interest). The Board consists of the Officers and Directors at large.

2.2.1 Officers

The officers of NACLA shall be the President, Vice President, Treasurer, and Secretary. Balance shall be maintained amongst the membership categories for the officers. No membership category shall dominate.

2.2.2 Executive Committee

Between meetings of the Board of Directors/Operations Council, any affairs of the organization requiring immediate formal action shall be directed by the Executive Committee, which consists of the officers specified in Section 2.2.1, the Executive Director, the Quality Manager, an Immediate Member at Large, any Board appointed Liaisons.. Any formal actions shall be reported and approved or rescinded by the Board of Directors/Operations Council at its next meeting or by letter ballot. All interim actions of the Executive Committee requiring a vote shall be ratified at the next Board of Directors/Operations Council meeting. The Board of Directors/Operations Council may appoint other members to the Executive Committee to maintain liaison activities as appropriate.

2.2.3 Executive Director

The Board of Directors/Operations Council shall appoint an Executive Director to manage the Secretariat and represent the organization both nationally and internationally. The Executive Director is a non-voting member of the Board. The Executive Director serves at the pleasure of the Board of Directors/Operations Council, with no specified term limit.

2.3 Appointive Committees

a. The Board of Directors/Operations Council shall establish and direct Standing Committees, the Operations Council, and Special Committees (including the Nominations Committee) to carry on activities of the organization, define their responsibilities and powers and set forth rules for their operation and for the appointment, qualifications, tenure, and number of members.

b. The Board of Directors/Operations Council, the Executive Committee, or the President may establish and define the responsibilities and powers of Special Committees, whose terms shall not exceed one (1) year, unless otherwise fixed or extended by the Board.

2.4 Secretariat

The organization shall maintain a Secretariat to perform its business affairs.

ARTICLE 3

POWER AND DUTIES

3.1 Officers

a. The President is the presiding officer at all meetings of the Board of Directors/Operations Council, and the Executive Committee. The President shall be responsible (either directly or by delegation in writing to other members of the Board) for the direction and coordination of the efforts of the other officers and all committees.

b. The Vice-President shall assist the President in the discharge of the duties of that office, particularly in long-range planning, in coordinating the work of the organization's committees and in carrying out special projects. In the absence of the President, the Vice-President shall serve as Acting President at meetings and other official functions of the organization. In the absence of both the President and the Vice-President, the Executive Committee shall select another member of the Board to serve as Acting President.

c. Board members shall be responsible for Committees, as assigned; assisting the Committee Chairs, as necessary, to assure goals and special assignments are accomplished.

d. The Treasurer has responsibility for oversight of all financial transactions and records of the organization.

e. The Secretary records the minutes at all regular meetings of the Board of Directors/Operations Council and the Executive Committee, and assists the President by tracking the unfinished business of the Board of Directors/Operations Council and Executive Committee.

ARTICLE 4

ELECTION AND TERMS OF OFFICE

4.1 Board of Directors/Operations Council

- a. An election of officers and members to serve on the Board of Directors/Operations Council shall be held annually.
- b. Nominations shall be determined by the Nominating Committee, which will prepare a slate of one (1) candidate for each vacancy. The slate shall be approved by the Board of Directors/Operations Council. The president will appoint a Board member each year to be the Chair of the Nominating Committee.
- c. The President and the Vice-President shall serve two-year terms. The Secretary and the Treasurer shall serve three -year terms.
- d. Appointments to fill vacancies on the Board shall be made by the President and be ratified by a majority of the Executive Committee. If the office of President should become vacant, the Vice-President shall complete the vacant term. If the office of Vice-President should become vacant, the vacancy shall be filled by a three-fourths majority vote of the Board of Directors/Operations Council until the next regularly scheduled election.
- e. Balance shall be maintained amongst the officers as in paragraph 2.2.

4.2 Nominating Committee Structure

The Nominating Committee shall consist of balanced representation from all voting membership categories.

4.3 Balloting and Election Procedure

The Nominating Committee shall prepare a slate of candidates in accordance with the balance of representation guidelines specified in these bylaws, and submit the slate to the Board of Directors/Operations Council for approval. The Executive Director shall prepare ballots in accordance with the guidelines set forth and approved by the Board of Directors/Operations Council.. The Executive Director shall send one ballot, together with explanatory curriculum vitae of all nominees, to each member of the organization. Nothing on the ballot itself should indicate or call for identification of the voter. Instructions for proper voting shall be included in the voting packet, together with the cautionary note that to be counted the ballot must be received in the office of the organization by no later than a specified date.

4.4 Eligibility.

All members in good standing are eligible to vote.

4.5 Officer Requirements

The following are the general requirements for individuals being nominated to serve as an officer in the organization unless a requirement(s) is waived by action of the Board of Directors/Operations Council:

- a. The President candidate shall have completed at least three (3) years experience on the Board of Directors/Operations Council at the time of nomination.
- b. The Vice-President candidate shall have completed either two (2) years experience as a Committee Chair, or two (2) years previous service on the Board at the time of nomination.
- c. All nominees shall have the necessary support of their member organization.
- d. All nominees shall agree to serve as an officer for whatever responsibility is assigned if elected.

4.6 Resignation

Any member of the Board of Directors/Operations Council may resign in writing at any time. The acceptance of a resignation shall not be necessary to make it effective.

4.7 Vacancies

Any vacancy occurring on the Board of Directors/Operations Council may be filled until the next succeeding annual election by the President and must be ratified by a majority of the Executive Committee in accordance with 4.1 paragraph e.

ARTICLE 5

MEETINGS

5.1. Board

The Board of Directors/Operations Council of NACLA shall hold at least two meetings each year. Additional meetings shall be held as determined by the Board of Directors/Operations Council, at the call of the President or on petition of five (5) members of the Board of Directors/Operations Council. Notice of the meeting, of the Board of Directors/Operations Council shall be delivered not less than 30 days before the date of the meeting, either personally, electronically, or by mail, by or at the direction of the President, the Secretary or the officers or persons calling the meeting, to each member of the Board. If mailed, such notice shall be deemed delivered when

deposited in the United States' mail addressed to the member at the member's address as it appears on the records of the organization, with postage thereon prepaid.

5.1.1 Quorum

A simple majority of the Board shall constitute a quorum for the conduct of business at any meeting of the Board of Directors/Operations Council, unless otherwise stipulated in these Bylaws. An Executive Committee quorum shall be at least a two thirds majority.

Note: Majority is defined as regular board members, alternates and proxies.

5.1.2 Annual General Meeting

One board meeting per year shall be scheduled in conjunction with an Annual General Meeting of the membership.

5.2. Executive Committee

The Executive Committee shall meet as directed by the Board of Directors/Operations Council and additionally at the call of the President.

ARTICLE 6

ASSETS

6.1 Accounts

The President, the Vice-President, the Treasurer, and/or the Executive Director as official signatories of all organizational financial accounts are authorized to act in matters relating to said accounts, including, but not limited to, withdrawals and transfers of all or part of such accounts. However, the assigning and/or pledging of such accounts for any loan(s) made by the issuing, financial institution shall require authorization by the Board of Directors/Operations Council.

6.2 Benefit

No part of the net earnings of NACLA shall insure to the benefit of any of its members, officers or other private persons, except that the organization may pay reasonable compensation for services rendered and make expenditures in furtherance of the organization's purposes.

ARTICLE 7

DISCIPLINE

7.1 Removal of Members of the Board

Any member of the Board of Directors/Operations Council may be relieved of their office if they fail to execute the responsibilities of the position or whenever their actions or inaction's are contrary to the purposes of the organization. Such removal requires at least a three-fourths affirmative vote of the total Board of Directors/Operations Council.

ARTICLE 8

GENERAL PROVISIONS

8.1 Recognition Marks

Recognition Marks of NACLA shall be the property of the organization and shall be used only with the authority of the organization.

8.2 Parliamentary Procedure

Meetings and transactions of business shall be conducted in accordance with Robert's Rules of Order. The Board of Directors/Operations Council may establish rules of procedure or precedent which are not inconsistent with these Bylaws.

8.3 Amendments

Amendments may be made to these Bylaws by at least a two-thirds vote of the members of the Board of Directors/Operations Council taken at any regular meeting or by letter ballot of the Board of Directors/Operations Council after notice of the proposed changes has been sent to all members of the Board of Directors/Operations Council.

8.4 Fiscal year

The fiscal year of the organization shall be from January 1st to December 31st.

These Bylaws were adopted and ratified on the 31st day of July, 2008 by the Board of Directors/Operations Council of the National Cooperation for Laboratory Accreditation.