

**INTERNATIONAL ASSOCIATION FOR
CONTINUING EDUCATION AND TRAINING
BYLAWS**

(PROPOSED CHANGES FOR March 29, 2019)

ARTICLE I -- NAME AND MISSION/PURPOSE

Section A. Name

The name of the organization is the International Association for Continuing Education and Training (~~("IACET" or "Association")~~, "Association"), a North Carolina non-profit corporation, which is tax-exempt under §501(c)(3) of the Internal Revenue Code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons.

Section B. Purpose

The purpose of the Association is to promote and enhance quality in continuing education and training across diverse disciplines through research, education, and the development and continuous improvement of approval criteria, principles, and standards. IACET's vision is to create a global workforce of lifelong learners whose formalized education and training equip them to produce a positive economic impact and fuel social progress. Its Mission is to advance the global workforce by providing a standard framework for quality learning and development through accreditation, as further described in the Association's Articles of Incorporation (the "Articles"), and such other purposes as set forth in the Articles.

ARTICLE II -- MEMBERSHIP

~~Section A.~~ The Association shall have the categories of membership ~~and member rights and as set forth below. The~~ qualifications ~~as and conditions of membership shall be~~ established by the Board of Directors and further specified in the Association's Policies and Procedures.

The Membership of the Association shall include:

1. Individual Members - persons who are interested in all IACET activities, and support its mission, standards, goals, and objectives. Individual Members have full member voting rights. Individuals compensated by IACET are not eligible for Individual Membership.

2. Associate Individual Members - persons who are interested in all IACET activities, and support its mission, standards, goals, and objectives.

Associate Individual Members are not permitted to:

- a. Vote in IACET elections or governance decisions.
- b. Hold a position on the Board of Directors, or other standing committees.
- c. Claim Accredited Provider status.

2.3. Accredited Provider Members - organizations that maintain IACET accreditation and award the IACET CEU based on one or more of the IACET Standards. Accredited Provider Members have full member voting rights. Each Accredited Provider Member shall have one vote to be cast by its Primary Contact designated by the organization. Individuals who are compensated by IACET are not eligible to be the Primary Contact for the Accredited Provider.

4. Associate Organizational Members - organizations whose activities are related to IACET's mission and contribute to the IACET body of knowledge and expertise to promote the development of continuing education and training. Associate ~~Individual~~ Organizational Members are not permitted to:

- a. Vote in IACET elections or governance decisions.
- b. Hold a position or be represented on the Board of Directors or other standing committees.
- c. Claim Accredited Provider status.

ARTICLE III -- PARLIAMENTARY AUTHORITY

Robert's Rules of Order, ~~in its latest~~ Newly Revised, current edition, shall govern the business meetings of the Association in all cases in which they are not inconsistent with the North Carolina Nonprofit Corporation Act (the "Act"), the Articles, these bylaws and Bylaws, the Association's policies, or any special rules of order the Association may adopt.

ARTICLE IV -- BUSINESS MEETINGS

Section A. Annual Business Meeting

There shall be an annual business meeting of the ~~Board of Directors~~ Association each calendar year at a time and place designated by the Board of Directors. Notice of this meeting shall be sent to all members ~~at least 90~~ no fewer than 30 and no more than 60 days in advance and ~~a~~ notification of agenda items -30 days in advance. Unless one-third or more of the members entitled to vote are represented in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those

matters that are described in the meeting notice. Members desiring to petition the Board of Directors on a particular issue should notify the CEO in writing at least 30 days before the meeting. A quorum of ~~a majority~~ 5% of Board voting members of the Association is required ~~for all Directors meetings to take action, as described in Section C, at a business meeting of the members.~~ Voting on all matters at the annual business meeting, shall be determined by a simple majority of the votes cast unless otherwise stated in these Bylaws.

Section B. Other Business Meetings

Other business meetings of the members to discuss issues confronting the Association may be called by the Board of Directors, or at the request of ~~a majority~~ at least 10% of the members- entitled to vote on any issue proposed to be considered at such meeting. A special meeting to be held at the request of the members must be held within 30 days of such request. Notice of the place, date, and time of the business meeting, as well as the agenda items requiring membership vote, shall be sent to all members at least ~~45 days in advance and a notification of agenda items requiring membership vote sent to all members at least 30~~ 10 days in advance. In lieu of a formal membership meeting, the Board of Directors may send issues to the membership for a vote by mail or electronic mail ballot, provided that each ballot sets forth each proposed action and the opportunity to vote for or against each proposed action, and subject to the requirements of section 7-08 of the Act.

Section C: Items for Membership Vote

~~The following matters~~ Individual members and Accredited Provider Members shall ~~be determined only by~~ have the right to vote of the membership on the election of a majority of Board members that are not officers or ex officio directors, and proposed amendments to the Bylaws, as well as any other actions reserved to members under the Act or set forth in the Articles or these Bylaws. Voting on all matters decided by the membership, shall be determined by a simple majority of the votes cast unless otherwise stated in these Bylaws. The minimum quorum shall be 5% of the voting members.

Section D: Meetings by Electronic Means

All deliberative bodies, including the Board of Directors, the Executive Committee, the Council, committees, and commissions, may permit any or all members of that body to participate in a regular or special meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting.

Section E: Action Without a Meeting

All deliberative bodies, including the Board of Directors, the Executive Committee, the Council, committees, and commissions, may take action without a meeting if the action is taken by all members of that body. The action shall be evidenced

by one or more written consents signed by each member of the body, describing the action taken, and included in the minutes or corporate records. Consent may be in electronic form and delivered by electronic means. The action is effective when the last member signs the consent unless the consent specifies a different effective date.

ARTICLE V -- OFFICERS

Section A. Election of Officers

The voting members of the Board of Directors of the Association shall elect a ~~Chairman~~Chair, Secretary, and Treasurer ~~each of whom shall serve a term of office as specified herein.~~ The Nominating and Elections Committee shall develop and send a ballot to the ~~voting members.~~Board of Directors. All elected officers shall assume their responsibilities ~~at the time of~~after the Annual Business Meeting.

Section B. Responsibilities of the ~~Chairman~~Association Chair

The ~~Chairman~~Association Chair shall be the chief presiding officer of the ~~association~~Association and shall preside at all meetings of the members of the Association, the Board of Directors, and the Executive Committee. The ~~Chairman~~Association Chair shall be responsible for the oversight of the Chief Executive Officer ~~(“CEO”)~~ and for monitoring the CEO’s implementation of the policies, procedures, strategic plan and other activities established by the Board. ~~The Chairman shall appoint all committee chairs, ex officio members of Commission, Council and other workgroups except where otherwise stated in the Bylaws and perform such other duties as may be required to promote the objectives of the Association.~~

The Association Chair shall appoint all committees and chairs except for Standing Committees, for which the membership and Standing Committee chair shall be recommended by the Association Chair and approved by the Board. The Association Chair shall perform other duties as may be required to promote the objectives of the Association.

Section C. Responsibilities of the Secretary

The Secretary shall record all votes and be responsible for the minutes of the annual business meeting and all other membership meetings, and meetings of the Board of Directors and Executive Committee. The Secretary shall have responsibility and authority to maintain and authenticate the records of the Association. The Secretary shall also serve as Parliamentarian, to provide clarification on any questions related to the application of ~~Roberts~~Robert’s Rules of Order Newly Revised. Before assuming office, the candidate shall have completed one year on the Board of Directors within the preceding five years.

Section D. Responsibilities of the Treasurer

The Treasurer shall serve as Chair of the Finance Committee and monitor the Association budget with the ~~Budget and~~ Finance Committee and the Chief Executive Officer; shall work with the Chief Executive Officer in developing the annual budget; shall present the budget to the ~~Budget and~~ Finance Committee and, when approved by the Committee, shall submit it to the Board of Directors for action. The Treasurer shall present a report regarding the financial affairs of the Association at the Annual Business Meeting. Before assuming office, the candidate shall have completed one year on the Board of Directors within the preceding five years, and at least one year on the Finance Committee.

Section E. Term of Office

The ~~Chairman~~Association Chair, Secretary and Treasurer shall each serve two-year terms, which shall be alternated as to their expiration date. The ~~Chairman~~Association Chair, Secretary and Treasurer shall serve no more than two consecutive terms in the same office and no more than ~~3~~three consecutive terms across the three offices.

Officer election/appointments may be extended as set forth in Policies and Procedures to a maximum of two years beyond and exceptions require Board approval.

Section F. Vacancies

In the event that the office of ~~Chairman~~Association Chair, Secretary or Treasurer shall become vacant, the Board of Directors shall elect, by majority vote, a person to hold the office on an interim basis until the ~~next regularly~~-scheduled ~~election~~end of the office term. An individual filling an officer position on an interim basis shall be eligible to run for the office at the next regularly scheduled election: for that position. If the interim officer is a Board member, his or her position on the Board shall not be deemed vacant and shall not be filled and he or she shall resume his or her Board membership after the duly held officer election, provided that his or her term has not expired.

Section G. Removal of Officers

~~A super-majority (two-thirds) of the members of the~~The Board of Directors may ~~call for the removal of~~remove an ~~Officer and end their term in office.~~officer without cause by a two-thirds vote. If the ~~Chairman~~Association Chair is the subject of a ~~recall Motion he/she shall transfer the Chair to themotion for removal, the Association~~ Secretary until the matter is disposed of.shall preside. If the motion carries to remove said Officer, the vacancy shall be filled for the remainder of the term for that position using the normal procedure for vacancies.

Section H. Association Staff

The Board of Directors may hire staff or contract for services to meet the operational needs of the Association. The Board may designate someone so hired ~~or contracted~~ as the Chief Executive Officer (with the specific job title defined by contractual agreement or letter of employment). The Chief Executive Officer shall regularly inform the ~~Chairman~~ Association Chair, Executive Committee and Board of Directors regarding the operations of the Association; shall oversee the role, suitability and management of staff assets; and shall be responsible for ensuring the will of the Board of Directors is pursued in a manner consistent with the organization's tax-exempt ~~purpose~~ purposes and approved strategies.

ARTICLE VI -- BOARD OF DIRECTORS

Section A. Function

The Board of Directors makes ~~policies~~ policy by adopting Policies and Procedures and directs the activities of the Association. —It shall be composed of the Officers, and at least two but no more than ten other persons (though the terms of incumbent Officers and Directors shall be unaffected. ~~If by a change in the incoming Chairman is not the incumbent, that person shall serve as an~~ number of such other directors). The Chair of the Council on Standards Development will be a non-voting, ex-officio member of the Board until the commencement of their term of office. A majority of the directors that are not officers or ex officio directors shall be elected by the voting members. ~~The Chair of the Council on Standards Development and the Chair of the IACET Commission shall serve as ex-officio non-voting members of the~~ The remaining directors shall be elected by the Board. The Directors and Officers who are to be elected by the Board may be elected by electronic ballot of the Board without a meeting.

Section B. Term of Office

The term of office for members of the Board who are not officers shall be three years, with a two-term limit. The terms shall be staggered so that, insofar as is possible, one-third of the directors shall be elected each year. Board members meeting their term limits are eligible for reelection or reappointment to the Board after one year.

A Director who fails to attend two consecutive ~~Section C. Convening Board Meetings~~

~~Meetings of meetings may be removed from the Board of Directors shall be convened upon notice by the Chairman, or at the request of a~~ vote of the majority of the members of the Board Directors then in office.

Section C. Board Meetings

A minimum of two regular Board meetings shall be held annually, one following the Annual Business Meeting and the other as set by the Board of Directors. A quorum

of ~~50%~~ a majority of Directors is required for Board meetings of the Association. Voting on all matters shall be determined by a simple majority of those present, unless otherwise stated in the Articles or these Bylaws or required by applicable law.

Special meetings of the Board of Directors may be called by the Chair or by the request of a majority of the directors. Notice of the special meeting shall be sent to all directors at least 10 days in advance and shall include the subject matter of all items to come before the meeting.

ARTICLE VII -- COMMITTEES

Section A. Executive Committee

The ~~Chairman~~ Association Chair, Secretary, Treasurer, and two other directors recommended by the ~~Chairman~~ Association Chair and approved by the Board of Directors, shall constitute the Executive Committee, which shall act on behalf of the Board between Board meetings. ~~Notwithstanding, subject to the foregoing, limitations set forth in section 8-25(e) of the Act, except that Board approval shall be consulted~~ obtained prior to the Committee taking action on unusual issues, including but not limited to, personnel matters, ~~unbudgeted expenditures and~~ matters involving potential Board liability, and unbudgeted expenditures exceeding the threshold set in the Policies and Procedures. Individuals elected to the Executive Committee shall have served on the Board for at least one year, ~~prior to assuming a position on the Executive Committee~~. In addition, the Chair of the Council on Standards Development ~~and the Chair of the IACET Commission~~ shall be a non-voting ex-officio member of the Executive Committee.

Section B. Nominations and Elections Committee

A Nominations and Elections Committee shall be ~~elected~~ appointed by the Board of Directors, ~~and select based upon recommendations from among their number, by majority vote at the Association~~ Chair. Each year the Committee will recommend a slate of directors to be elected by the members or the Board of Directors as provided herein. The Nominations and Elections Committee may be assigned additional tasks by the Board as specified in the Policies and Procedures.

Section C. Finance Committee

A Finance Committee shall be appointed by the Chair. The Treasurer shall serve as the Finance Committee Chair to review the organization's budget, financial statements, investments and overall financial health. The Committee shall review and approve the proposed budget prior to submission to the Board of Directors.

Section D. Committee Duties

The duties and charges of the Association's standing committees, ad hoc committees and task forces shall be established by the Board of Directors upon the recommendation of the ~~Chairman~~Association Chair. The terms of office of all members of standing committees and task forces shall coincide with that of the ~~Chairman~~Association Chair.

Section ~~D~~. E. Committee Quorum and Voting Requirements

A quorum of ~~50%~~a majority of the voting members of a Committee is required for Committee meetings of the Association. Voting on all matters shall be determined by a simple majority of the votes cast, unless otherwise stated in these Bylaws.

ARTICLE VIII -- FISCAL RESPONSIBILITIES

~~To fulfill the fiduciary responsibility of the Association, the~~The Board of Directors shall set the dues, approve the annual budget and provide for an outside audit of the Association's fiscal records. The fiscal affairs of the Association will be reported to members annually. The fiscal year of the Association shall be set by the Board of Directors.

ARTICLE IX – COUNCIL ON STANDARDS DEVELOPMENT

Section A. There is hereby established a Council on Standards Development ~~to develop, maintain and disseminate~~ (“Council”) to oversee development, maintenance and dissemination of evidence-based standards that promote and enhance quality continuing education and training. The Council will operate independently of influence and control of the Board of Directors in its oversight of the development of standards, ~~but its operations.~~ The Council shall be subject to these Bylaws, Association Policies and Procedures, and the general authority of the Board of Directors.

Section B.

The Council will develop and maintain policies and procedures for complying with the American National Standards Institute's Essential Requirements for Standard Developers.

~~Section B. The Council will develop and maintain standards for continuing education and training that support the mission of the Association. The Council will promote and collect research that aids in the development of new standards for continuing education and training or the revision of existing standards. The Council will have the responsibility to engage in a process of review and revision for each set of standards. The Council will ensure and maintain requirements for meeting designated accreditation recognition.~~

Section C. The Council will consist of no less than 8 and no more than 13 voting members. The Council Chair and Council Vice-Chair will be IACET ~~members~~ Individual Members or an employee and designated contact of an Accredited Provider Member in good standing and will be appointed by the Board of Directors: based upon recommendations of the Chair of the Board. The remaining members will be appointed by the Board of Directors based upon the recommendations from the Nominations and Elections Committee and do not have to be members of IACET.

~~Section D. The Council Chair and Council Vice Chair shall each be appointed for two-year terms, which shall commence at the same time, with the intent being that the Vice Chair shall succeed to the position of Chair at the end of his/ or her term. The remaining members shall serve three-year terms, with a two-term limit. These terms shall be staggered to ensure continuity within the Council.~~

ARTICLE X – IACET COMMISSION- STANDARD CONSENSUS BODIES

Section A. The IACET Board of Directors shall establish a Standard Consensus Body for each Standard it develops and maintains.

Section B. There is hereby established The Standard Consensus Body will consist of experts in the respective fields to promote and collect research that aids in the development of a Standard or the revision of an existing Standard. The Standard Consensus Body will have the responsibility to engage in a process of review and revision for its respective Standard.

Section C. The Council shall develop and maintain policies and procedures for appointing, maintaining, and discontinuing Standard Consensus Bodies in accordance with ANSI Essential Requirements and subject to Board approval.

ARTICLE XI – IACET COMMISSIONS

Section A. The Board of Directors shall establish an IACET Commission to direct and administer the process by which organizations for each IACET Standard that involves accreditation or certification. The respective Commissions are approved as Accredited Providers. The Commission shall establish to determine an applicant's compliance with a Standard and whether to bestow subsequent accreditation or certification. The respective Commissions shall (1) establish criteria, policies and procedures for reviewing applicants, and determining whether the application should be approved or denied; and (2) monitor the activities of applicants to determine compliance with the criteria and take any action which may be appropriate; periodically publish a list of all Accredited Providers.

Section B. The members Board of the Commission Directors shall be appointed by the Board for terms of three years based on recommendations of establish policies and procedures governing the membership and the Commission. The Chair of the Commission shall be elected by the members of the Commission and ratified by the board and serve a two year term.

of each Commission.

Section C. The A Commission's process of review and approval of accredited Providers determining compliance with a Standard shall operate independently of influence and control of the Board of Directors in their approval decision. However, the Board shall function as an appellate body to review decisions when requested. The operations of the Commission shall be governed by these Bylaws, and the association's Policies and Procedures. The Each Commission shall maintain its own Commission Policies policies and Procedures procedures, which shall be submitted for review and approval by the Board of Directors as changes are proposed.

ARTICLE XI–XII - INDEMNIFICATION

In the event any officer, director, agent or employee The Association shall indemnify directors and officers of the Association becomes, or is made a party to any action, suit or proceeding the fullest extent permitted by reason law, and, in the discretion of the fact that he or she is or was such officer, director, agent or employee, the Board of Directors, may indemnify such persons against part or all employees and agents of any judgments, fines or penalties levied against him or her, including attorney's fees and expenses incurred by him or her in connection with such action provided that the Board of Directors believes that such officer, director, agent or employee acted the Association, in good faith. The expenses paid or the damages assessed against each case subject to the limitations set forth in Article 8 the Act. Expenses may be advanced to any such individual may be paid in advance in the discretion of the Board and upon receipt of final

disposition an undertaking by or on behalf of the action-individual to repay such amounts unless it shall ultimately be determined that the individual is entitled to be indemnified by the Association against such expenses.

Without limitation of the foregoing, the Association may, in the discretion of the Board of Directors, further indemnify its directors, officers, employees, or agents against liability and expenses in any proceeding (including without limitation a proceeding brought by or on behalf of the Association itself) arising out of their status as such or their activities in any of the foregoing capacities; provided, however, that the Association shall not indemnify a person against liability or expenses the person may incur on account of his or her activities which were, at the time taken, known or believed by the person to be clearly in conflict with the best interests of the Association or if the person received an improper personal benefit. The Association, in the discretion of the Board of Directors, may likewise and to the same extent indemnify any person who, at the request of the Association, is or was serving as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise or as a trustee or administrator under an employee benefit plan. .

ARTICLE ~~XHXIII~~ – AMENDMENTS

Amendments to the Association's bylawsArticles of Incorporation or Bylaws shall first be approved by the Board of Directors and then submitted to the membership, which must approve any change by a two-thirds' members entitled to vote of those voting, subject to the requirements set forth in sections 10-03 and 10-21 of the Act, respectively.

ARTICLE ~~XHX~~~~XIV~~ – DISSOLUTION

The Association may be dissolved in accordance with appropriate articles of the not for profit corporation law of the State of North Carolinathe Act. Upon dissolution, all assets of the Association remaining after the payment (or allowance for payment) of all outstanding obligations shall be distributed as provided in the Association's Articles of Incorporation.