

# Commission for Certification in Geriatric Pharmacy

## **BYLAWS**

**Amended by the CCGP Board of Commissioners  
September 13, 2011**

Commission for Certification in Geriatric Pharmacy  
1321 Duke Street  
Alexandria, VA 22314  
703-535-3036 phone  
703-139-1500 fax

## TABLE OF CONTENTS

ARTICLE I	OFFICES Section 1. Registered Office Section 2. Other Offices
ARTICLE II	ORGANIZATION AND PURPOSE Section 1. Organization Section 2. Purpose
ARTICLE III	MEMBERS Section 1. Qualification of Members Section 2. Annual Meeting Section 3. Notice of Meetings Section 4. Conduct of Meetings
ARTICLE IV	COMMISSIONERS Section 1. Powers and Duties Section 2. Number, Tenure and Qualifications Section 3. Terms of Office Section 4. Election of Commissioners Section 5. Voting Section 6. Removal Section 7. Nomination and Election of Commissioners Section 8. Filling of Vacancies Section 9. Place of Meetings Section 10. Regular Meetings Section 11. Special Meetings Section 12. Compensation of Commissioners Section 13. Conduct of Meetings Section 14. Quorum Section 15. Consent in Lieu of Meeting Section 16. Conference Telephone
ARTICLE V	COMMITTEES Section 1. Executive Committee Section 2. Nominating Committee Section 3. Examination Development Committee Section 4. Ethics and Grievance Committee Section 5. Other Committees
ARTICLE VI	OFFICERS Section 1. Designation Section 2. Terms of Office Section 3. Chair Section 4. Chair-elect Section 5. Secretary/Treasurer

Section 6. Immediate Past Chair  
Section 7. Assistant Secretary/Treasurer  
Section 8. Vacancies

ARTICLE VII EXECUTIVE DIRECTOR

ARTICLE VIII INDEMNIFICATION: CONFLICT OF INTEREST  
Section 1. Right of Indemnification  
Section 2. Insurance  
Section 3. Mergers  
Section 4. Conflicts of Interest

ARTICLE IX MISCELLANEOUS PROVISIONS  
Section 1. Checks  
Section 2. Budget  
Section 3. Fiscal Year  
Section 4. Notice  
Section 5. Waiver of Notice

ARTICLE X ANNUAL STATEMENT  
Section 1. Presentation of Annual Statement  
Section 2. Records  
Section 3. Inspection of Records

ARTICLE XI ADMINISTRATIVE INDEPENDENCE  
Section 1. Administrative Independence  
Section 2. Additional Areas of Certification  
Section 3. Amendments to the Bylaws

***BYLAWS  
OF  
COMMISSION FOR CERTIFICATION IN GERIATRIC PHARMACY***

**ARTICLE I - OFFICES**

Section 1. Registered Office. The registered office of the Corporation in the State of Delaware shall be at 15 East North Street, Dover, County of Kent, Delaware 19901. The registered agent of the Corporation at such address shall be HIQ Corporate Services, Inc.

Section 2. Other Offices. The Corporation may also have offices at such other places, within or without the State of Delaware, as the Board of Commissioners may from time to time designate or the business of the Corporation may require.

**ARTICLE II - ORGANIZATION AND PURPOSE**

Section 1. Organization. The Corporation shall be and remain incorporated as a non-stock corporation under the General Corporation Law of Delaware. The Corporation will be a non-profit corporation and will maintain tax-exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. Purpose. The purposes for which the corporation is formed are for the improvement of business conditions within the meaning of Section 501 (c)(6) of the Code that shall include future amendments to such code sections and corresponding provisions of future federal laws. In particular, it is the specific purpose of the corporation to develop, administer and supervise a program to evaluate individuals involved in geriatric pharmacy practice through a certification process, and to issue credentials to individuals who demonstrate the required level of knowledge after completion of that certification process.

**ARTICLE III - MEMBERS**

Section 1. Qualification of Members. The Members of the Corporation shall be composed of pharmacists who have successfully completed the certification process administered by the Corporation (as such process may exist from time to time) and have been issued a credential designating them as "Certified Geriatric Pharmacist." Such Members (the "Members") shall retain their status as Members so long as they maintain their certification in good standing in accordance with the requirements for certification and recertification established by the Corporation, as such requirements may be amended from time to time.

Section 2. Annual Meeting. The annual meeting of the Members of the Corporation shall be held on a day duly designated by the Board of Commissioners in a place to be determined by the Board of Commissioners for the purposes of: 1) announcing the Commissioners pursuant to Article IV of these Bylaws to succeed those Commissioners whose terms shall have expired as of the date of such annual meeting; 2) presentation of the Annual Statement to the members (Article X, Section 1); and 3) for the dissemination of such other information as may come before the meeting.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be mailed, postage prepaid or sent by telecopier or electronic mail by the Secretary/Treasurer, to each Member of record at the Member's address, as it appears upon the books of the Corporation, at least ten (10) days, but not more than ninety (90) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held.

Section 4. Conduct of Meetings. Meetings of Members shall be presided over by the Chair, or, if not present, by the Chair-elect.

#### ARTICLE IV - COMMISSIONERS

##### Section 1. Powers and Duties.

(a) The affairs of the Corporation shall be managed by its Board of Commissioners in accordance with the Corporation's Certificate of Incorporation. The property and affairs of the Corporation shall be controlled and managed by the Board of Commissioners. The Board of Commissioners shall have and are vested with all and unlimited power and authority except as may be expressly limited by law, the Certificate of Incorporation or these Bylaws, to do or cause to be done, any and all lawful things for and in behalf of the Corporation; to exercise or cause to be exercised any or all of its powers, privileges and franchises, and to seek the effectuation of its object and purposes. The Board shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Certificate of Incorporation or by a not-for-profit corporation organized under the laws of the state of Delaware. None of the powers of the Corporation shall be exercised to carry on activities otherwise than in furtherance of the purposes of the Corporation; all income and property of the Corporation shall be applied exclusively for its not-for-profit purposes.

(b) Duties of the Board of Commissioners. The Board of Commissioners shall establish such procedures as are deemed appropriate for:

1. development of policies and programs to accomplish the purposes of the Corporation;
2. review, analysis and adoption of such policies and programs;

3. delegation of responsibilities for the carrying out of such policies and programs;
4. review of the actions and programs of those to whom responsibility is delegated by the Commissioners; and
5. assurance of fiscal integrity, competency, security and effectiveness of the activities of the Corporation in carrying out these objectives.

Among the specific duties and powers of the Board of Commissioners are the following:

1. The Board of Commissioners may require that officers be bonded by the Corporation and that agents provide security for faithful service or for money or property coming into their custody, control or possession.
2. The Board of Commissioners may designate depositories of the monies of the Corporation and may designate appropriate persons who shall be authorized, subject to such limitations as the Board may prescribe, to sign and execute checks, drafts, bonds, notes, deeds or other instruments, and contracts and contractual obligations of the Corporation.
3. The Board of Commissioners may employ on behalf of the Corporation, attorneys, auditors, accountants or other agents or employees of the Corporation and authorize and fix their compensation, provided however, that in no event may the Commissioners exercise any powers or duties not in furtherance of the exempt purposes of the Corporation.
4. The Board of Commissioners may employ on behalf of the Corporation an Executive Director.
5. The Board of Commissioners may adopt rules, regulations and policies from time to time as to the qualifications and credentialing requirements of candidates for certification in geriatric pharmacy practice.
6. The Board of Commissioners may adopt rules, regulations and policies from time to time as to the continuing certification of certified geriatric pharmacists.

Section 2. Number, Tenure and Qualifications. The number of Commissioners on the Board shall be twelve (12). Subject to the term limitations under Section 3 of this Article IV, each Commissioner shall hold office until his/her successor shall have been duly elected or until his/her death, resignation, or removal.

The Board of Commissioners shall consist of:

- (a) seven (7) pharmacists (the “Pharmacist Commissioners”);
- (b) one (1) public consumer (the “Consumer Commissioner”);

- (c) one (1) representative appointed by the Board of Directors of the American Society of Consultant Pharmacists (the “ASCP Board of Directors Liaison Commissioner”);
- (d) two (2) individuals who represent stakeholders with interest in certified geriatric pharmacists (the “Stakeholder Commissioners”);
- (e) The Executive Director of the Corporation, serving as an ex-officio nonvoting member.

Section 3. Terms of Office. Unless earlier removed, each Commissioner, except the ASCP Board of Directors Liaison Commissioner, and the Corporation’s Executive Director shall serve a term of three (3) years or until his or her successor is duly elected. The ASCP Board of Directors Liaison Commissioner shall serve a term of one (1) year or until his or her successor is duly elected. No Commissioner, except the ASCP Board of Directors Liaison Commissioner and the Corporation’s Executive Director, may serve as a Commissioner for more than two (2) consecutive terms. The ASCP Board of Directors Liaison Commissioner may not serve more than four (4) consecutive terms. The terms of office of Commissioners correspond to the Corporation’s fiscal year, with terms commencing on October 1 and ending on September 30 of the year that terms begin and end, respectively.

Section 4. Election of Commissioners.

(a) Pharmacist Commissioners. The Pharmacist Commissioners shall be elected by the Corporation’s Board of Commissioners from a slate of candidates as prescribed in Section 7 of this Article IV. Only licensed pharmacists who are Members may be elected to serve as Pharmacist Commissioners.

(b) ASCP Board of Directors Liaison Commissioner. The ASCP Board of Directors Liaison Commissioner shall be appointed to the Corporation’s Board of Commissioners by the Board of Directors of ASCP. The ASCP Commissioner must be a Member.

(c) Other Commissioners. The Consumer Commissioner and the Stakeholder Commissioners shall be appointed by the Corporation’s Board of Commissioners, and need not be Members. The Stakeholder Commissioners may represent payers, employers, or other health professionals, such as physicians or nurses.

Section 5. Voting. Except for the Executive Director of the Corporation and the ASCP Board of Directors Liaison Commissioner, all Commissioners shall be voting Members of the Board of Commissioners. The decision of the majority of the Commissioners shall govern and control the transaction of business at every meeting in which there is a quorum of Commissioners present, except as otherwise provided by law or these Bylaws.

Section 6. Removal. A Commissioner may be removed for cause by a vote of two-thirds (2/3) of all Commissioners then in office. Such action shall be taken at a regular meeting of the Board of Commissioners or at a special meeting called for such purpose, and the proposed

removal shall be set forth in the notice of any such regular or special meeting, sent at least ten (10) days prior thereto. Any Commissioner subject to removal shall be duly notified in writing (sent with proof of delivery requested), and shall be given the opportunity to appear in his or her own defense before a meeting of the Board of Commissioners. In addition, the ASCP Board of Directors Liaison Commissioner may be removed by ASCP's Board of Directors at any time.

Section 7. Nomination and Election of Commissioners. At least thirty (30) days prior to the annual meeting of the Members of the Corporation, the Nominating Committee shall decide upon a slate of nominees for Commissioners and shall present such slate to the Board of Commissioners for election to fill vacant Commissioner positions. The Nominating Committee may also adopt procedures with the consent of the Board of Commissioners for the nomination of Commissioners by the Corporation's Members. The Secretary/Treasurer shall apprise the Members of the Corporation of the elected Commissioners prior to or during the annual meeting.

Section 8. Filling of Vacancies. In the case of any vacancy in the Board of Commissioners (other than the ASCP Board of Directors Liaison Commissioner) through death, resignation, disqualification, removal or other cause, the remaining Commissioners, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of that vacant position or until the election of his successor. Any vacancy in the ASCP Board of Directors Liaison Commissioner position shall be filled by ASCP. The individual selected to fill a vacant position on the Board shall meet all of the qualifications for that position as set forth in these Bylaws.

Section 9. Place of Meetings. The Board of Commissioners may hold their meetings and have one or more offices and keep the books of the Corporation, either within or outside the State of Delaware, at such place or places as they may from time to time determine by resolution of the Commissioners. Any or all of the Commissioners of the Corporation may participate in a meeting through the use of any means of communication by which all persons participating may simultaneously hear each other during the meeting, and participation in a meeting using these means constitutes presence in person at the meeting.

Section 10. Regular Meetings. Regular meetings of the Board of Commissioners may be held at such time and place as shall from time to time be determined by resolution of the Board of Commissioners, which resolution may authorize the Chair to fix the specific date of each such regular meeting, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter provided. The annual meeting of the Board of Commissioners shall be held immediately following or preceding the annual meeting of the Members. Any business may be transacted at any regular meeting of the Board.

Section 11. Special Meetings. Special meetings of the Board of Commissioners shall be held whenever called by three (3) or more members of the Board of Commissioners or by the

Chair. The Secretary/Treasurer shall give notice of each special meeting of the Board of Commissioners, by mailing the same at least three (3) days prior to the meeting or by sending by telecopier or electronic mail the same at least two (2) days before the meeting, to each Commissioner; but such notice may be waived by any Commissioner. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting. At any meeting at which every Commissioner shall be present, even though without notice, any business may be transacted and any Commissioner may in writing waive notice of the time, place and objectives of any special meeting.

Section 12. Compensation of Commissioners. Commissioners shall not receive any stated salary or compensation for their services as such, but each Commissioner may be entitled to receive from the Corporation reimbursement of reasonable expenses incurred by such Commissioner in attending any regular or special meeting of the Board.

Section 13. Conduct of Meetings. Meetings of the Commissioners shall be presided over by the Chair, or in his absence by the Chair-elect. The Secretary/Treasurer or, in his/her absence, a person chosen at the meeting, shall act as secretary of the meeting.

Section 14. Quorum. A majority of the total number of Commissioners shall constitute a quorum for the transaction of business, except as may otherwise be provided by law or these Bylaws. If a quorum is not present at any meeting of the Board of Commissioners, the Commissioners present may adjourn the meeting from time to time, without notice other than announcement at the meeting at which the adjournment is taken, until a quorum shall be present.

Section 15. Consent in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Board of Commissioners or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 16. Conference Telephone. One or more Commissioners or other participants may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; participation in this manner shall constitute presence in person at such meeting.

## ARTICLE V - COMMITTEES

Section 1. Executive Committee.

(a) Members. The Chair, Immediate Past Chair, Chair-elect, Secretary/Treasurer, and one member of the Board chosen by the Board of Commissioners (at-large member) shall consti-

tute the Executive Committee of CCGP. The at-large member is elected annually by majority vote of the Board. The Chair shall be the presiding officer. The Executive Director of the Corporation shall sit as an ex officio member of the Executive Committee, without vote.

(b) Powers and Duties of the Executive Committee. The Executive Committee shall have broad power to make decisions requiring action in the interval between meetings of the Board of Commissioners, and decisions requiring action to be taken when a full board meeting is not possible or necessary. However, the Executive Committee shall make no policy without Board approval. The Executive Committee shall cause to be prepared the draft of the annual operating budget. The Executive Committee, with input from the Board of Commissioners, shall be responsible for conducting periodic performance evaluations of the Executive Director. The Executive Committee shall be responsible for negotiating salary and other employment considerations of the Executive Director.

(c) Reports to the Board of Commissioners. Actions of the Executive Committee shall be reported to the Board of Commissioners within thirty (30) days and at the Board's next meeting.

Section 2. Nominating Committee. The Board of Commissioners shall appoint a Nominating Committee that shall consist of not less than five (5) Members. The Nominating Committee shall solicit and acquire names of qualified individuals, including current Commissioners permitted to serve additional terms, that the Nominating Committee believes could make valuable contributions to the Corporation as Commissioners and the Committee shall present such persons as a slate of nominees running for Commissioner in accordance with Section 7 of Article IV. The Nominating Committee shall report periodically to the Board of Commissioners.

Section 3. Examination Development Committee. The Board of Commissioners shall appoint an Examination Development Committee, which shall consist of up to twelve (12) Members, none of whom are current Commissioners. Examination Development Committee members shall be elected to serve three (3) year terms. An individual may serve up to two (2) consecutive three (3) year terms on the Examination Development Committee. The Examination Development Committee shall consider and recommend to the Board of Commissioners the content, format, changes and scoring of the examination to be administered to candidates seeking to become Members. The Examination Development Committee shall make such recommendations based on the standards developed by the Board of Commissioners. The Examination Development Committee shall report periodically to the Board of Commissioners.

Section 4. Ethics and Grievance Committee. The Board of Commissioners shall elect an Ethics and Grievance Committee, which shall consist of five (5) persons, three (3) of whom are then Commissioners and two (2) of whom are Members. Among other responsibilities that the Board may assign, the Ethics and Grievance Committee shall recommend for approval to

the Board of Commissioners procedures for resolution and appeal of complaints or grievances by or against pharmacists that pertain to the Corporation's certification process and ethical questions related thereto. The Ethics and Grievance Committee shall report periodically to the Board of Commissioners.

Section 5. Other Committees. The Board of Commissioners may establish such other standing or special committees as it may deem advisable and the members, terms and authority of such committee shall be as set forth in the resolutions establishing the same.

## ARTICLE VI - OFFICERS

Section 1. Designation. The officers of the Corporation shall be a Chair, Immediate Past Chair, Chair-elect, Secretary/Treasurer, and Assistant Secretary/Treasurer. The officers shall be elected by the Board of Commissioners, except that the Executive Director of the Corporation shall hold the position of Assistant Secretary/Treasurer. The Board of Commissioners may also elect such other officers as it shall deem necessary. No more than one officer position in the Corporation may be held by the same person at any time. The officers must also be members of the Board of Commissioners. The elected officers of the Corporation shall serve without compensation in their elected officer positions.

Section 2. Terms of Office. With the exception of the Assistant Secretary/Treasurer, the officers of the Corporation shall hold office for each position for one (1) year and until their successors are elected. Any officer elected by the Board of Commissioners may be removed by the Board whenever in their judgment the best interest of the Corporation will thereby be served. The Secretary/Treasurer may not serve more than three (3) consecutive terms in the same office.

Section 3. Chair. The Chair shall be the chief officer and spokesperson of the Corporation. The Chair shall preside at all meetings of the Members and Commissioners and serve as Chair of the Executive Committee. The Chair shall be an ex officio member of all other Committees appointed by the Board of Commissioners. The Chair shall have the power, within the broad scope of policies adopted by the Corporation and/or the Board of Commissioners, to perform, delegate, authorize, empower and approve such action as is necessarily required to advance the best interests of the Corporation. The Chair shall prepare, with the Executive Director, agendas for meetings of the Board of Commissioners. The ASCP Board of Directors Liaison Commissioner may not serve as the Chair.

Section 4. Chair-elect. In the absence of the Chair or in the event of his/her inability or refusal to act, the Chair-elect shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. It is anticipated that this individual will assume the office of Chair when that office is next vacated. The Chair-elect

shall perform such other duties and have such other powers as the Board of Commissioners or the Chair may from time to time prescribe.

Section 5. Secretary/Treasurer. The Secretary/Treasurer shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions, and shall perform like duties for all committees of the Board of Commissioners when required. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Board of Commissioners, and shall perform such other duties as may be prescribed by the Board of Commissioners or Chair. The Secretary/Treasurer shall also have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall keep the monies of the Corporation in a separate account to the credit of the Corporation. The Secretary/Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chair and the Board, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Secretary/Treasurer and of the financial condition of the Corporation. The Assistant Secretary/Treasurer shall provide support and assistance in conduct of these responsibilities as needed or requested by the Secretary/Treasurer or Chair.

Section 6. Immediate Past Chair. The Immediate Past Chair shall fulfill such duties as are assigned to him or her by the Board of Commissioners.

Section 7. Assistant Secretary/Treasurer. As Assistant Secretary/Treasurer, the Executive Director shall keep and maintain an accurate record of the meetings of the Board of Commissioners and shall have authority to affix the Corporation's seal to documents and to attest signatures affixed thereto.

Section 8. Vacancies. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise, shall be filled by the Board of Commissioners for the unexpired term.

## ARTICLE VII - EXECUTIVE DIRECTOR

The Board of Commissioners shall select the Executive Director to serve at the pleasure of the Board under terms and conditions established by the Board. The Executive Director shall also serve as the Assistant Secretary/Treasurer. The Executive Director shall give notice of, and attend, all meetings of the Corporation's Board of Commissioners, officers or Members; shall provide administrative support to the Board of Commissioners and the Corporation and make a record of their proceedings; shall conduct the administrative affairs of the Corporation's national headquarters office to carry into execution all orders, votes, and resolutions not otherwise com-

mitted; shall keep a list of all Members of the Corporation; shall bill and collect dues, and deposit same into the Corporation's accounts; shall keep records of the staff, employees and agents of the Corporation, their salaries and terms of employment and supervise their performance; shall obtain office space, fixtures and facilities for the conduct of the Corporation's affairs; shall prepare an Annual Report to the Corporation; shall cooperate with all Corporation officers in the performance of their duties; and generally shall devote full time and best efforts to forwarding the progress of the Corporation, all or any part of the foregoing being subject to the further direction and control of the Board of Commissioners.

#### ARTICLE VIII - INDEMNIFICATION: CONFLICT OF INTEREST

Section 1. Right of Indemnification. The Corporation shall indemnify any person who was or is a Commissioner, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Commissioner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the full extent that such right of indemnity is permitted by the laws of the State of Delaware.

Section 2. Insurance. Upon resolution passed by the Board of Commissioners, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Commissioner, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Commissioner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or employee benefit plan, against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's position as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article VIII.

Section 3. Mergers. For purposes of this Article VIII references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its Commissioners, officers, employees or agents, so that any person who is or was a Commissioner, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a Commissioner, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

Section 4. Conflicts of Interest. No officer, Commissioner or committee member shall vote on any matter, which would involve a conflict of interest. Whenever an officer,

Commissioner or committee member has cause to believe that a matter to be voted upon would involve him or her in a conflict or possible conflict of interest, he/she shall announce the conflict or possible conflict of interest and shall abstain from voting on the matter. Any other person may raise a question of conflict of interest or possible conflict of interest with respect to any officer, Commissioner or committee member. The question of whether an actual conflict of interest exists shall be decided by a majority vote of the Board or committee members involved in the matter. Decisions of committees on conflicts of interest are subject to review by the Board. Minutes of Board or committee meetings on conflicts shall be matters of permanent record.

#### ARTICLE IX - MISCELLANEOUS PROVISIONS

Section 1. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Commissioners may from time to time designate. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable in the Corporation and any and all securities owned or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Commissioners.

Section 2. Budget. The Corporation shall set its own budget, maintain an accounting of its funds, and set fees.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be from October 1 until September 30.

Section 4. Notice. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail, or by facsimile or electronic mail, to his address appearing on the books of the Corporation, or supplied by him/her to the Corporation for the purpose of notice. If the notice is sent by mail, by facsimile or electronic mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or transmitted to such person. Such notice shall specify the place, day and hour of the meeting.

Section 5. Waiver of Notice. Whenever any written notice is required by statute, or by the Certificate or the Bylaws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of the meeting. Attendance of a person either in person or by proxy at any meeting shall constitute a waiver of notice of such

meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

#### ARTICLE X - ANNUAL STATEMENT

Section 1. Presentation of Annual Statement. The Chair, on behalf of the Board of Commissioners, shall present at each annual meeting of the Members a full and complete statement of the business and affairs of the Corporation for the preceding year. Such statement shall be prepared and presented in whatever manner the Board of Commissioners shall deem advisable.

Section 2. Records. The Corporation shall keep at its registered office, or principal place of business, original or duplicate books in which shall be recorded the amount of its assets and liabilities, and the names and places of residence of its officers and Commissioners, and from time to time such other or additional records, statements, lists and information as may be required by law or these Bylaws.

Section 3. Inspection of Records. A Member, if he/she is entitled to inspect the records of the Corporation pursuant to any statutory or other legal right and makes a demand for that inspection, shall be privileged to inspect such records only during the usual and customary hours of business and in such manner as will not unduly interfere with the regular conduct of the business of the Corporation. A Member shall not be entitled to inspect the applications, examinations or results of the certification examinations or other confidential records of the Corporation. A Member may delegate the right of inspection to a certified or public accountant on the condition, to be enforced at the option of the Corporation, that the member and accountant agree to furnish to the Corporation promptly a true and correct copy of each report with respect to such inspection made by such accountant. No Member shall use, permit to be used or acquiesce in the use by others of any information so obtained to the detriment competitively of the Corporation, nor shall he furnish or permit to be furnished any information so obtained to competitor or prospective competitor of the Corporation. The Corporation as a condition precedent to any Member's inspection of the records of the Corporation may require the Member to indemnify the Corporation, in such manner and for such amount as may be determined by the Board, against any loss or damage which may be suffered by it arising out of or resulting from any unauthorized disclosure made or permitted to be made by such Member of information obtained in the course of such inspection. All such inspections shall be conducted at no cost to the Corporation.

#### ARTICLE XI - ADMINISTRATIVE INDEPENDENCE

Section 1. Administrative Independence. The Corporation shall be administratively independent in all matters regarding the operation of program(s) of certification. Examination eligibility, content, construction, scoring, challenges and waivers are the responsibility of the Corporation.

Section 2. Additional Areas of Certification. If the Board deems it desirable to develop certification in additional sub-areas or levels of the discipline, the Board, by an affirmative vote of two-thirds (2/3) of its Members, may instruct the Chair to appoint a committee of outstanding authorities in the area under consideration. The committee shall formulate and recommend to the Board from time to time levels of knowledge to be possessed by applicants for certification in that field or level, and shall determine the eligibility of applicants for such certification.

Section 3. Amendments to the Bylaws. The Bylaws may be amended with the consent of two-thirds (2/3) of the Board of Commissioners provided that at least thirty (30) days written notice be given to the members of the Board of Commissioners prior to the time at which the amendments are to be voted on, stating the time, place and nature of the amendment to be voted on.