

Preparing Authority: Trace McInturff	 A101 - Bylaws of the American Association for Laboratory Accreditation	Publication Date: 07/16/20
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Approved by the Board of Directors on January 23, 2020
(This version supersedes the March 20, 2018 version.)

BYLAWS OF THE AMERICAN ASSOCIATION FOR LABORATORY ACCREDITATION, INC.

ARTICLE I Name and Offices

Section 1.1. Organization Name: The name of this organization shall be the AMERICAN ASSOCIATION FOR LABORATORY ACCREDITATION, INC., (hereinafter referred to as the "Association" and commonly known as "A2LA"), a nonprofit corporation incorporated in the District of Columbia.

Section 1.2. Principal Office: The principal office of the Association and such other offices it may establish shall be located within or outside the District of Columbia, at such place or places as may be designated by the Board of Directors from time to time.

Section 1.3. Registered Agent: The Association shall have and continuously maintain within the District of Columbia a registered office and a registered agent in compliance with the D.C. Nonprofit Corporation Act of 2010.

ARTICLE II Purposes

Section 2.1. Nonprofit Purpose: The Association is organized exclusively for scientific, educational, religious, and charitable purposes, which may include for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; and nothing contained herein or elsewhere shall be construed so as to authorize or permit any action that is not in furtherance of said purposes.

Section 2.2. Specific Purposes: For the most part, the Association promotes scientific research and testing for public safety in classes of technology by accrediting and supporting conformity assessment bodies (hereinafter referred to as "CABs") and otherwise furthering scientific research and testing for the public interest, health, and welfare. However, nothing contained herein shall in any way restrict the Board of Directors in carrying out the purposes set forth in the Articles of Incorporation. By way of example, to advance its purposes, the Association may, but shall not be limited to, do the following:

(a) Organize an accreditation system for the accreditation, on a voluntary basis, of testing (including medical) and calibration laboratories, proficiency testing providers, reference material producers, product certifiers and/or inspection agencies and/or biobanks, including but not limited to those operated by individuals, partnerships, corporations, universities, research organizations, associations and government agencies.

(b) Adopt criteria for the accreditation of CABs including, but not limited to, personnel, equipment, operational processes, quality assurance procedures and other relevant considerations.

(c) Examine or provide for the examination of the personnel, equipment, procedures and other aspects of CABs applying for accreditation and to accredit CABs which are found to meet the established criteria.

(d) Inform and educate the public about the purposes of the Association and its accreditation system.

(e) Conduct and promote research for the advancement of programs that provide for the accreditation of CABs.

(f) Cooperate with Federal, state, and local authorities as well as private sector organizations in developing policies for CABs.

(g) Engage in such other activities as may be necessary, proper, and consistent with the public interest, the interest of CABs, or the interest of related organizations.

ARTICLE III Membership

Section 3.1. Eligibility of Members: Application for voting membership of the Association shall be open to all individuals, companies, and institutions, who support the purposes of the Association as set forth herein and meet any such criteria set by the Board of Directors. Membership may be granted after completion and receipt of a membership application and any membership dues required therewith.

Section 3.2. Membership Dues: The amount required for membership dues shall be provided on the membership application, and such membership dues are subject to change upon a majority vote of the Board of Directors. Continued membership is contingent upon being up to date on membership dues and the timely payment thereof when so required.

Section 3.3. Rights of Members: Each member shall be eligible to cast one (1) vote on matters presented to the membership.

Section 3.4. Termination of Membership: Any member may terminate its membership at any time upon filing a written notice addressed to the President or its designee; however, a member's termination shall not relieve such member of unpaid dues or other charges previously accrued. Membership shall be terminated for failure to pay membership dues in a timely manner, when so required; or for other failures to meet the obligations of membership as set forth in the Articles of Incorporation, herein, or any resolution passed by the Board of Directors.

Section 3.5. Non-voting Membership: The Board of Directors shall have the authority to establish, define, terminate, and modify non-voting categories of membership, if it so elects from time to time.

ARTICLE IV Meetings of the Members

Section 4.1. Annual Meeting: The annual meeting of the Association shall be held during the fiscal year at such place, within or outside the District of Columbia, and at such times as may be determined by the Board of Directors. Either the Chair of the Board of Directors (hereinafter the "Chair"), the President, or the Secretary shall provide notice to members entitled to vote not less than twenty (20) days before such annual meeting; and such notice shall include the date, time, and place the annual meeting will be held.

Section 4.2. Special Meetings: Special meetings of the Association may be called by the Chair, by the President or by the Secretary upon the request of the Chair, or by request to the Chair or to the Board of Directors of not less than twenty-five percent (25%) of the members entitled to vote; provided, however, that all such members sign, date, and deliver their requests in the form of a record for the meeting describing the purpose for which it is to be held. Special meetings may be held at such place, within or outside the District of Columbia, and at such time as may be determined by the Chair or the Board of Directors.

Section 4.3. Quorum and Voting: A quorum for a meeting of the members shall consist of at least one-tenth (1/10) of the active membership entitled to vote on the matter proposed at the meeting. If a quorum is not present, any matters conducted will only be approved and ratified by a subsequent meeting or by a ballot to the full membership entitled to vote on such matters in accordance with DC Non-Profit Corporation Act of 2010. Votes by proxy are not permitted. Notwithstanding anything herein to the contrary, members shall not vote on or be required to approve any amendment to the articles of incorporation, bylaws (including those actions set forth in Section 29-408.22 of the DC Non-Profit Corporation Act of 2010), or any fundamental transaction such as a merger, sale, lease, exchange or other disposition of assets.

ARTICLE V

Board of Directors

Section 5.1. General Powers: The affairs of the Association shall be managed by its Board of Directors, except as otherwise provided by statute, the Articles of Incorporation, or by these Bylaws. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Association.

Section 5.2. Composition: The Board of Directors shall consist of at least seven (7) but no more than eleven (11) members (each a "Director" and, collectively, "Directors"), and each Director shall be a member of the Association whose membership dues are paid in full as of the date that Director is elected to the Board of Directors.. The Officers of the Association (as hereinafter defined) shall be included in the membership of the Board of Directors.

Section 5.3. Election and Term of Office: The Directors shall be elected by a ballot of the membership. The term of office for a Director shall be for three (3) years, and a Director shall not serve more than three (3) consecutive terms on the Board of Directors. The term of office begins and ends with the calendar year.

Section 5.4. Removal or Resignation: The members may remove any Director, with or without cause, at the annual or special meeting of the members, by the affirmative vote of no less than two-thirds (2/3) of the members present at the meeting, provided a quorum of the members is present. The notice of the meeting at which the removal of a Director is to be considered must state that one of the purposes of the meeting is to vote on the removal of such Director. The Board of Directors by a majority vote of no less than 80% of the Board of Directors then in office and representing a quorum of the Board of Directors, may remove any Director for any reason or for no reason, with or without cause. A Director may resign at any time upon providing written notice to the Board of Directors.

Section 5.5. Vacancy: Any vacancy on the Board of Directors shall be filled and appointed by the Chair, and then approved by a majority vote of the current Board of Directors. A Director so appointed to fill a vacancy caused by the departure of a predecessor Director shall serve until the next annual meeting of the member at which time a new Director shall be elected.

Section 5.6. Regular and Annual Meetings: A meeting of the Board of Directors shall be held during the first six (6) months of each calendar year and at least one (1) additional time thereafter during the same calendar year. The Board of Directors may provide by resolution the time and place for the holding of

additional regular meetings of the Board of Directors without any other notice than such resolution. Members of the Association that are not members of the Board of Directors may attend meetings of the Board of Directors only by invitation or with the Chair's approval.

Section 5.7. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of (a) the Chair, (b) at least fifty (50%) percent of the Directors, or (c) at least ten (10%) percent of the members of the Association entitled to vote. The person or persons authorized to call special meetings of the Board of Directors may fix any place, that is cost effective and reasonable, as the place for holding any special meeting of the Board of Directors called by such person or persons so authorized.

Section 5.8. Meeting by Simultaneous Communication: Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating in such meeting may simultaneously hear each other during the meeting; and a Director participating in a meeting by these means is deemed to be present in person at such meeting.

Section 5.9. Action by Written Consent: Any action required by law, these Bylaws, or the Articles of Incorporation to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if each Director entitled to vote on such action signs a consent in the form of a record setting forth the action to be taken and delivers such record to the Association. Such action shall be the act of the Board of Directors when one or more consents signed by all the Directors approving such action are delivered to the Association.

Section 5.10. Notice: Notice of any regular meetings of the Board of Directors shall be given to Directors at least twenty (20) days previously thereto by written notice delivered by mail, facsimile, email, or any other appropriate means of communication to each member of the Board of Directors. Notice of any special meeting of the Board of Directors shall be given as far in advance as possible but at least two (2) days in advance of the meeting by either telephone, email, or written notice. No purpose need be provided in the notice of either a regular or special meeting except in the case of removal of a Director or Officer or amendment to the Bylaws or Articles of Incorporation.

Section 5.11. Waiver of Notice: Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.12. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are represented at a Board meeting, the Directors present may receive reports, discuss pending business, make recommendations and adjourn the meeting to a specified later date without further notice.

Section 5.13. Manner of Acting: The act of a majority of the Directors present at a meeting, for which there is a quorum, shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation, or by these Bylaws.

Section 5.14. Compensation: Except for the President, neither Directors nor Officers shall receive compensation for their services as Directors and/or Officers. However, Directors and Officers may receive reimbursement for reasonable expenses incurred for attending meetings of the Board of Directors, if so requested, subject to approval and authorization by the Chair.

ARTICLE VI

Officers

Section 6.1. Officers: The officers of the Association shall be the Chair, Vice Chair, Secretary/Treasurer, Immediate Past Chair, and President (each an "Officer" and collectively "Officers"); who shall also serve as members of the Board of Directors.

Section 6.2. Election and Term of Office: All Officers of the Association shall be elected by a majority vote of the Directors. Such Officers shall serve and hold office for three (3) year terms, and no Officer may serve more than three (3) consecutive terms of office, subject to and bound by each Officer's term of membership on the Board of Directors pursuant to Section 5.3, hereinabove. The only employed Officer shall be that of the President who shall be employed subject to terms and conditions set forth in an employment agreement and shall not be subject to limitations on the length of term.

Section 6.3. Removal: Any Officer may be removed for any reason or for no reason, with or without cause, by a majority vote of the Board of Directors.

Section 6.4. Vacancies: A vacancy in office for any reason shall be filled by a vote of the majority of the Board of Directors at any meeting called for such purpose for the remainder of the expired term.

Section 6.5. Chair: The Chair shall preside at all meetings of the Board of Directors at which the Chair is present and shall perform all such duties as are assigned from time to time to the Chair by these Bylaws, the Articles of Incorporation, and/or the Board of Directors.

Section 6.6. Vice Chair: In the absence of the Chair or the Chair's inability or refusal to act, the Vice Chair 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. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair, these Bylaws, the Articles of Incorporation, and/or the Board of Directors.

Section 6.7. President's Authority; Appointment of Staff: The President shall be the chief administrative officer of the Association responsible for all management functions. The President shall manage and direct all activities of the Association in accordance with policies adopted by the Board of Directors, these Bylaws, and the Articles of Incorporation. The President shall be responsible to the Board of Directors. The President may employ and terminate the employment of other staff members to perform the work required to serve the best interests of the Association, and the President may determine such staff members' compensation. The President shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall be in the best interest of the Association.

Section 6.8. Secretary/Treasurer: In the absence of the Chair and Vice Chair, the Secretary/Treasurer shall perform the duties of the Chair and in general shall perform such duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to the Secretary/Treasurer by the Chair, these Bylaws, the Articles of Incorporation, and/or the Board of Directors.

Section 6.9. Immediate Past Chair: The Immediate Past Chair shall seek to provide continuity of leadership for the Board of Directors during the transition from the Immediate Past Chair to the newly elected Chair. The Immediate Past Chair shall also endeavor to mentor the current Chair as may be required or requested. The Immediate Past Chair shall serve a one (1) year term of office, regardless of the maximum term of membership for Directors provided in Section 5.3, hereinabove.

ARTICLE VII

Committees

Section 7.1. Establishment and Appointment of Board Committees: Except as otherwise provided by these Bylaws, any subsequent resolution of the Board of Directors, the Articles of Incorporation, or applicable law; by a resolution adopted by a majority vote of the Board of Directors, the Board of Directors may designate any number of committees and shall determine composition, duties, charges, budgets, and terms of any such committees to best serve the interests of the Association. Except as otherwise provided in such resolution, the Chair shall appoint the specific members of any such committees; and each committee shall be appointed at least one (1) member that leads the committee (the "Leader") and shall consist of at least one (1) additional member. All committees established by the Board of Directors shall keep regular minutes of their meetings and the Leader of each committee shall report any actions taken to the Board of Directors.

Section 7.2. Executive Committee: The Chair of the Board of Directors shall serve as the Leader of the Executive Committee, and the other Officers shall constitute the rest of the membership of the Executive Committee. The Executive Committee shall act on behalf of the Board of Directors; except that the Executive Committee shall not have the power to act upon an amendment to the Articles of Incorporation, these Bylaws, the proposed or actual sale of the Association, or a plan of merger or consolidation of the Association.

Section 7.3. Finance Committee: The Secretary/Treasurer shall serve as Leader of the Finance Committee, which shall consist of at least two (2) additional Directors. The Finance Committee shall be responsible for reviewing fiscal procedures and the annual budget as well as for the applicable continued review and oversight of the Association's financial data, accounting controls, audits, investments, and hiring of financial advisors and/or auditors.

Section 7.4. Nominating Committee: The Chair of the Board of Directors shall appoint a Nominating Committee composed of Association members or Board of Directors each year. This committee will develop and report a slate of candidates for the Board of Directors and Officers for election by members of the Association.

Section 7.5. Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a Board committee, a majority of the Board committee shall constitute a quorum and the act of a majority of the members present or represented at a meeting at which a quorum is present shall be the act of the committee.

Section 7.6. Unanimous Consent: Any action required or permitted to be taken at a meeting of a Committee may be taken without a meeting if all members of the Committee provide their consent in writing, and action taken is filed with the minutes of the Committee.

Section 7.7. Telephone Meetings: Members of committees may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other simultaneously. Such participation shall constitute presence in person at the meeting.

Section 7.8. Vacancies: Any vacancy occurring on a committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 7.9. Resignation and Removal: Any member of a committee may resign from the committee at any time by giving written notice to the Board of Directors or the Chair or Secretary/Treasurer of the Association. Unless otherwise specified therein, such resignation shall take effect upon receipt. Any member of a committee may be removed by the same manner as such member was originally appointed for any reason or for no reason, with or without cause, whenever the best interests of the Association may be served by such removal.

ARTICLE XIII
Indemnification of Directors and Officers

Section 8.1. Indemnification and Limitation of Liability: except in relation to matters as to which, in such action, suit or proceeding, or in connection with any appeal therein, either of the following is adjudged (to be referred to separately or collectively as the “Disqualifying Conduct”): (i) the Indemnified Person did not act in good faith and did not reasonably believe, in the case of conduct in an official capacity with the Association, that such conduct was in the best interests of the Association and in all other cases, that the conduct was at least not opposed to the best interests of the Association; and (ii) in the case of criminal proceedings, such Indemnified Person had no reasonable cause to believe that such conduct was unlawful. Association may advance any portion of the Costs to the Indemnified Party, provided however that the Indemnified Party must immediately and completely reimburse the Association in the event it is determined that the Indemnified Party is ineligible to be indemnified pursuant to this Article Nine due to Disqualifying Conduct. Additionally, notwithstanding the foregoing, no indemnification shall be permitted where a person is charged with improperly benefitting himself/herself/itself at the expense of the Association and in which he/she/it is adjudged so liable. Such indemnity shall also include judgments, penalties, fines, and settlements incurred by such a person in such proceeding, unless in the nature of a proceeding by or in the right of the Association. The entitlement to and amount of indemnity to which any person may be entitled shall be determined by a majority of the disinterested Board members. Any such indemnity shall be reported to the members with the notice of the next meeting thereof.

ARTICLE IX
Miscellaneous

Section 9.1. Books and Records: The Association shall keep complete books and records of account and minutes of the proceedings of meetings of its members, Board of Directors, and committees and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote.

Section 9.2. Fiscal Year: The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

Section 9.3. Seal: The Board of Directors shall provide a suitable corporate seal bearing the name of the Association. If the Association is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law rule or regulations relating to a corporate seal to place the word “Seal” adjacent to the signature of the person authorized to sign the document on behalf of the Association.

Section 9.4. Amendments to Bylaws: These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by at least a two-thirds (2/3) vote of the Directors present at any meeting where a quorum of the Board of Directors is present; provided, however, that at least ten (10) days prior written notice is provided to all the Directors stating a fair summary of the amendment or providing a draft of the new Bylaws to be acted upon at such meeting.

DOCUMENT REVISION HISTORY

Date	Description
07/16/2020	➤ Complete rewrite due to new A2LA Board structure