Approved by the Board of Directors on April 4, 2017
(This version supersedes the November 8, 2016 version.)

BYLAWS OF THE
AMERICAN ASSOCIATION FOR LABORATORY ACCREDITATION

Article I
Name and Offices

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

Section 1.2. The principal office of the Association shall be located in Maryland and/or such other localities as may be determined by the Board of Directors.

Section 1.3. The Association shall have and continuously maintain in the District of Columbia a registered office and a registered agent who shall be an individual resident of the District of Columbia and whose business office shall be identical with such registered office.

Article II
Purposes

The purpose of this Association shall be exclusively scientific, educational and charitable within the meaning of section 501(c)(3) of the Internal Revenue Code, including promoting scientific research and testing for public safety in classes of technology by accrediting conformity assessment bodies (CABs) and otherwise furthering scientific research and testing in the public interest, health and welfare. The Association in achieving these general purposes shall:

(a) Organize an accreditation system for the accreditation, on a voluntary basis, of testing and calibration laboratories, proficiency testing providers, reference material producers, product certifiers and/or inspection agencies (hereinafter referred to as "CABs") 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) Determine periodically as a condition of continued accreditation that accredited
CABs meet the criteria for accreditation.

(e) Authorize accredited CABs, to indicate their accreditation by the Association for
those activities for which they are accredited.

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

(g) Provide training courses on accreditation in support of the educational
purposes of the Association.

(h) Conduct and promote research for the advancement of programs which provide
for the accreditation of CABs.

(i) Cooperate with Federal, state and local authorities and private sector
organizations in developing policies in the field of CAB accreditation.

(j) Engage in such other activities as are necessary and proper for the
accomplishment of these objectives and consistent with the public interest and
the interest of CABs and related organizations.

Article III
Membership in Association

Section 3.1. Qualification. Membership in the Association shall be open to all
individuals, institutions, firms, and corporations who are interested in the accreditation of
CABs and the related Association programs, and who subscribe to the purposes of the
Association as set forth in Article II of the Bylaws.

Section 3.2. Classification. At the time of application for membership, applicants shall
indicate whether they are

   a) An individual;*
   b) An individual actively involved in forensic science *
   c) A representative of a governmental or non-profit institution;
   d) A representative of a for-profit organization,
   e) A representative of a noncommercial accredited CAB,
   f) A representative of a commercial** accredited CAB.

*Note: Each individual member will be further categorized into those who work for a
commercial CAB and those who do not.

**Note: A commercial CAB is one that sells its services outside of its corporate structure.
This includes those conditionally available to provide commercial services.
The classification of each member shall be confirmed by the President or designee. Any question regarding the proper classification of a member shall be decided by a majority vote of the Board of Directors.

Section 3.3. Change of Classification. Any member whose classification changes shall promptly notify the Association.

Section 3.4. Application for Membership. All applicants for membership shall complete and sign the application form provided by the Association and submit the application to the President or designee.

Section 3.5. Admission of Members. Admission of applicants for membership shall be approved by the President or designee with any questions about the makeup of the membership referred to the Board for determination of policy. Notification of the date on which the membership becomes effective shall be given to each new member. Denial of membership status is subject to appeal. These issues shall be referred to the Board of Directors which shall make the final decision regarding membership status.

Section 3.6. Voting Rights and Limitations. Each member of the Association shall be entitled, subject to the classification balance and any other limitations of these Bylaws, to vote on each matter submitted to a vote of the members. The total number of voting members from commercial accredited CABs (including both CAB members and individual members) shall always be less than the total number of voting members from the other four classifications. If there is an unbalanced number of applications from commercial CABs, the new applicants will receive a non-voting status until openings occur. Changes in representation due to reassignment or retirement of personnel receive priority over new applications. Institutions, firms and corporations holding voting memberships in the Association shall each designate an individual duly authorized by them to cast a ballot. Such designation shall be by letter to the President which must be received no later than the date on which a vote is to be recorded. The vote of each member shall be recorded according to that member's classification. The total vote in each classification shall be announced. If the number of votes in the commercial accredited CAB classification exceeds fifty (50) percent of the total vote, a sufficient number shall be disqualified so that the limit is not exceeded. The order of disqualification of votes shall be on a first come/first served basis.

Section 3.7. Voting for Board of Directors. Voting for the Board of Directors shall always be recorded according to the membership classification of each voter. The combined vote of commercial accredited CAB members shall be limited to less than fifty (50) percent of the total vote in the manner described in Section 3.6 above.

Section 3.8 Termination of Membership. Membership may be terminated by resignation and/or default in the payment of dues and/or decision by the Board of Directors. (See Section 18.3).

Article IV
Meetings of the Association
Section 4.1. Annual Meeting. The annual meeting of the Association shall be held during the first half of each year and at such place and on such dates as may be determined by the Board of Directors, to conduct such business as may be brought before the members.

Section 4.2. Special Meetings. Special meetings of the Association may be called by the Chair or the Board of Directors, or by application to the Chair or the Board of Directors of or not less than one-tenth of the members who have individually signed such application.

Section 4.3 Notice of Meetings. Written notice of any meeting of the Association shall be mailed to the last known address of each member not less than twenty (20) days before the date of the meeting.

Section 4.4. Quorum. The members, whether present in person or represented by proxy, holding one-tenth of the total votes which are eligible to be cast at any meeting of the Association, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the Association, the meeting(s) can be commenced and business items conducted but any voting results must be reconfirmed by subsequent letter ballot to the full membership.

Article V
Board of Directors

Section 5.1. General Powers. The affairs of the Association, except as otherwise provided by statute or by the Articles of Incorporation or by these Bylaws, shall be managed by a Board of Directors.

Section 5.2 Specific Powers. The Board of Directors shall have the exclusive powers and responsibilities, as are otherwise described and limited by these Bylaws, to:

(a) Appoint Chairs to the Accreditation and Criteria Councils;

(b) Employ the President, set the terms and conditions of such employment and terminate such employment;

(c) Amend these Bylaws in accordance with Article XXI;

(d) Terminate Board membership of any Director or Officer for good cause;

(e) Distribute the assets upon the dissolution of the Association; and

(f) Establish general policies for the accreditation programs.

Section 5.3 Composition. The Board of Directors shall consist of at least nine (9) but no more than twenty-three (23) persons. At least one-third of them must be "inside" Directors, i.e., persons who are members or who formally represent members of the Association. The remainder may be "outside" Directors, i.e., persons who are not members of the Association. The immediate past Chair of the Board, the current Chair of the Board, the current Chair of
the Criteria Council, and the current Chair of the Accreditation Council, the First and Second Vice Chairs, the Secretary, and the Treasurer shall be included in the membership on the Board.

Section 5.4 Election and Term of Office. The Directors shall be elected by letter ballot of all members. The term of office of a Director shall be three years. The term of office begins and ends with the calendar year. An elected Director shall be eligible to serve no more than three terms in succession.

Section 5.5. Regular Meetings. A meeting of the Board of Directors shall be held during the first half of each year and at least one other time during the year. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. Non-Board members may attend meetings only by invitation or approval of the Chair.

Section 5.6. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the Chair, twenty (20) percent of the Directors or ten (10) percent of the members of the Association. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 5.7. Participation 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 may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.8. Mail Ballot. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action taken shall be approved by two-thirds (2/3) of the Directors.

Section 5.9. Notice. Notice of any regular meetings shall be given to Directors at least twenty (20) days previously thereto by written notice delivered personally or sent by mail, or email 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 telephone or electronic methods or by written notice.

Section 5.10. 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 5.11. Scope of Notice. The primary business to be transacted at or the purpose of any regular meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting. All business to be transacted at or the purpose of any special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting.
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; but if less than a majority of the Directors is represented at a Board meeting, the Directors present may receive reports, discuss pending business, make recommendations and adjourn the meeting at any time without further notice.

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

Section 5.14. **Vacancies.** Any vacancy occurring on the Board of Directors between annual meetings may be filled by the Board of Directors. A Director so elected to fill a vacancy caused by the departure of a predecessor from the Board shall serve the unexpired term of the predecessor.

Section 5.15. **Compensation.** Directors and elected officers shall receive no compensation for their services on the Board of Directors. However, they may receive reimbursement for reasonable expenses related to attending Board of Directors’ meetings, if they so request. Extraordinary expenses are subject to approval by the Chair.

Section 5.16. **Informal Action by Directors.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 5.17. **Proxies.** No Director may cast more than two votes at any meeting, one personal and one proxy. Each proxy representative shall be made aware of his/her responsibility and the Association must receive written notification of proxy designation prior to the meeting. Proxies cannot be assigned to the Chair of the Board.

Section 5.18. **Liaison Members.** The elected Board members may from time to time designate Liaison members of the Board. Liaison members will receive all mailings (unless sensitive information must be protected or restricted) to Board members, attend Board meetings, serve on Board Committees and otherwise participate in Association activities as specified by the Chair as long as such service does not conflict with these Bylaws or risk breach of confidentiality. However, they will not be eligible to vote at the Board meetings.

Section 5.19. **Counsel.** A2LA Counsel has the same rights as a liaison member and is kept informed of Board activity in order to provide legal advice as needed.

Section 5.20. **Participation.** Board members are expected to attend all meetings. Failure to attend or submit proxies for several successive Board meetings and over half of the meetings during a three-year term may subject the member to removal from the Board. (See Section 6.3)
Section 6.1. Officers. The officers of the Association shall be the Chair of the Board, two Vice Chairs of the Board, the Secretary, the Treasurer, and the Immediate Past Chair, the Ethics Officer, as well as the President, and the Senior Director(s) (who act as ex-officio members of the Board). Officers of the Board are in the service of the Board. As such they are bound by Board wishes and by limits of Board authority. The officers may meet as a group with the President for purposes of preparing agenda and other pre-Board work (as defined by its policy on Committee Principles), but they may not act in place of the Board, except as it specifically delegates.

Section 6.2. Election and Term of Office. The officers (except President, Senior Director(s) and Treasurer) of the Association shall be elected annually by letter ballot of all members. Such officers shall serve and hold office for one (1) year or until a successor shall have been elected and qualified. The Treasurer shall be appointed annually for a one-year term by the Chair of the Board and shall be approved by the Board. The Treasurer may serve a maximum of 9 years. The Treasurer shall also be a member of the Board. Except for the President and Senior Director(s) of the Association, who shall be engaged by the Board of Directors to serve as the Association's chief administrative officers and the Treasurer, an officer shall be eligible to serve for no more than three successive one (1) year terms in the same office.

Section 6.3. Removal. Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.5. Chair. The Chair shall preside at all meetings of the Association and of the Board of Directors. The Chair shall assure the integrity of Board processes including effectiveness of meetings and the Board’s adherence to its own rules. The Chair shall ensure that deliberation is fair and open, but also efficient, timely, and orderly. The Chair may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; and the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.6. Vice Chairs. In the absence of the Chair or the inability or refusal to act, the First 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. In the absence of both the Chair and First Vice Chair or the inability or refusal to act, the Second 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 Chairs shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section 6.7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety as the Board of Directors shall determine. The Treasurer shall oversee the custody of and be responsible for all funds and securities of the Association; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. If and when directed by the Board of Directors, the Treasurer shall be responsible for acquiring a suitable bond covering officers and staff, the cost of which shall be borne by the Association.

Section 6.8. Secretary. The Secretary shall (by affixing his/her signature) attest formally to the legitimacy of Board and corporate documents and shall oversee staff activities associated with keeping the minutes of the meetings of the Association and of the Board of Directors in one or more books provided for that purpose and with filing notices, keeping records, managing the seal of the Association, keeping official addresses; and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. In the absence of the Chair and Vice Chairs, the Secretary shall perform the duties as Chair.

Section 6.9. Immediate Past Chair. The Immediate Past Chair shall provide continuity during the transition and mentor the current Chair.

Article VII
Board Voting Procedures

Section 7.1. General. All officers (except the President and Senior Director(s)) and all full Board members can vote. Motions shall be presented and handled and decisions shall be made as prescribed in Robert’s Rules of Order. The Chair only votes to break a tie. A simple majority of votes cast, ignoring blanks, is sufficient for the adoption of any motion that is in order, except that a two-thirds vote is required on motions to amend or suspend the rules, or otherwise alter the procedure of a meeting.

Section 7.2. Tie Votes. When there is a tie the motion fails, unless the Chair votes in favor of the affirmative position to break the tie. If the Chair casts a negative vote to break a tie, the motion is defeated.

Section 7.3. Nomination of Board Members and Officers. The Chair of the Board shall appoint a Nominating Committee of five (5) persons by June 1 of each year. The Nominating Committee, which shall consist of three Board members (none of which is an officer) and two Association members, shall develop and report out by November 1 a slate of candidates for all positions to be filled. The report shall include condensed curriculum vitae of each candidate so nominated for inclusion with the ballots to be distributed to the membership. The slate shall be submitted to the President who shall designate as staff person to prepare online ballots to all members of the Association by December 1.
Section 7.4. Preparation and Distribution of Ballots for Elections. The staff designee shall prepare the online ballots, and shall provide at least one blank space for write-ins for each position to be voted on. The staff designee shall make available the online ballot, together with explanatory curriculum vitae of all nominees, to each member of the Association. Instructions for logging into the online system and proper voting shall be provided to each voter, together with the cautionary note that to be counted the ballot must be submitted by no later than December 31.

Section 7.5. Validating and Counting of Ballots for Elections. The online ballots are tabulated by the online voting system, including classification of each member voting. The total number of ballots from commercial accredited CAB members shall be limited to less than 50 percent of the total ballots received. With regard to votes for members of the Board steps should be taken to see that they comply with the requirements of Section 3.7 of these Bylaws.

Article VIII
Committees

Section 8.1. Executive Committee. The Officers, and the Chairs of the Board Standing Committees shall constitute the Executive Committee. The Executive Committee shall have the responsibilities for general management and administration of the affairs of the Association in accordance with Board wishes and by limits of Board authority. When an executive session is held, the Chair may decide to invite anyone else to attend from the Board or staff.

Section 8.2. Other Board Committees. Other committees of the Board may be appointed by the Chair of the Board or in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the Chair of the Board shall appoint the members thereof. Any member thereof may be removed by the Chair of the Board whenever the best interest of the Association shall be served by such removal. Persons appointed to membership on the Board committees must be members of the Board. The duties and responsibilities of Board committees are specified by resolution of the full Board.

Section 8.3. Term of Office. Each member of a Board committee shall continue as such until the beginning of the next calendar year and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member resigns.

Section 8.4. Vacancies. Vacancies in the membership of any Board committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8.5. 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 by proxy at a meeting at which a quorum is present shall be the act of the committee. Actions of the committee may be completed by letter ballot, when those actions are concurred in by a majority of Committee
members.

Section 8.6 Accreditation Council or Criteria Council Committees. Either Council may establish committees in support of their work. Each Council Chair in cooperation with the President shall establish the purpose and objective of each such committee and establish Bylaws for the committee. The President shall appoint a chair for the committee.

Section 8.7 Association Committees. Ad hoc and other Association committees, not related to the internal operations of the Board, Accreditation Council or Criteria Council, may be appointed by the Board or in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The Board shall appoint a chair of the committee for a specified term of office.

Section 8.8 Bylaws. Actions of the Association Committees shall be conducted under a specific set of bylaws presented to and approved by a majority of the Board. The bylaws shall address all items of operation including title of committee, where it reports, objectives and scope, number of members, classification of membership, terms of office, number and place of meetings, written agendas, minutes of meetings, annual reports, and approval process for any completed documents or recommendations.

Article IX
Accreditation Council

Section 9.1 Accreditation Council. The President shall appoint members of the Accreditation Council, except the Chair (see Section 5.2).

Section 9.2 Duties and Responsibilities. The Accreditation Council shall review and take final action, subject to the rights to appeal otherwise provided for in these Bylaws, on accreditation and revocation decisions.

Section 9.3 Term of Appointment. Members of the Accreditation Council shall serve at the discretion of the President subject to an annual review of each member’s performance.

Section 9.4 Chair. A Chair shall be appointed annually for a one-year term by the Chair of the Board and shall be approved by the Board. The AC Chair shall have experience as an Accreditation Council member. The Chair may serve a maximum of nine years. The Vice Chair position is appointed by the President/CEO. Either the Chair or Vice Chair shall not be associated with a commercial CAB. The Chair of the Accreditation Council shall preside at all meetings of the Accreditation Council and shall be responsible to the Board of Directors for the management and administration of the accreditation process.

Section 9.5 Meetings. Meetings of the Accreditation Council shall be held at the request of the Chair or at the request of any three members of the Accreditation Council.

Section 9.6 Reports. The Chair of the Accreditation Council shall report on the activities and status of the accreditation actions at each annual meeting of the Association.
Section 9.7. **Compensation.** Members of the Accreditation Council shall not receive any compensation for their services. However, expenses incurred for travel and housing in the performance of such services may be reimbursed by the Association if requested by them and approved by the President.

Section 9.8 **Panel.** One or more panels of the Accreditation Council may be organized in order to facilitate the proper detailed review of the assessment information for accreditation decisions. Panels must have three or more members. A panel considering accreditation of a forensic testing organization (those seeking accreditation to ISO/IEC 17025) shall be composed of members actively involved in forensic science.

Section 9.9 **Voting.** In order to be accredited, at least two-thirds (2/3) of the panel members must vote. The voting panel members’ collective expertise must cover the full scope of accreditation. For any action for which a negative vote cannot be resolved, the CAB may submit a written appeal before a nine-member appeals panel of the Accreditation Council for a vote. The nine-member panel must be acceptable to the appellant and must exclude members from the initial panel. The accreditation denial must be approved by two-thirds (2/3) of the sum of affirmative and negative votes of the nine member Accreditation Council appeals panel.

Article X

**Accreditation of CABs**

Section 10.1. **Granting or Denying Accreditation.** The Accreditation Council shall review assessment information and shall normally have final authority to determine whether to grant or deny accreditation or to withdraw accreditation previously granted, subject to the rights to appeal otherwise provided for in these Bylaws.

Section 10.2. **Hearings and Appeals.** Before rendering any decision to deny or withdraw accredited status, the President or designee shall notify the CAB in writing, by registered or certified mail, of the Accreditation Council’s decision and the Accreditation Council’s justification for it.

The proposed decision shall become final on the 31st day after receipt of such notice unless the CAB files an appeal before that date. The appeal shall consist of written evidence or arguments tending to refute or overcome the factual findings and proposed decision of the Accreditation Council and, in addition, or in the alternative, may consist of a request for a further appeal.

The CAB shall have the right to appeal the Accreditation Council’s decision to the Board of Directors by filing a written request within 30 days after receipt of the Accreditation Council’s decision. The decision of the Accreditation Council shall remain effective until the appeal is acted upon by the Board of Directors.

Consideration of the appeal request shall be placed on the next Board meeting agenda that is prepared after receipt of the request, unless it is determined by the Chair of the Board that a
special, earlier meeting of the Board is warranted in order to hear the appeal. At the
discretion of the Chair of the Board, the appeal will be heard before a Panel comprised of
either the full Board or a subset of the Board. The appellant shall have the right to reject for
good reason any member of the Appeal Panel. A copy of the record in the case shall be
furnished to each Director comprising the Appeal Panel prior to the meeting. The CAB and
the Chair of the Accreditation Council shall be notified of the time and place of the meeting as
shall the last assessor(s) to visit the CAB, when relevant. A representative of the CAB, the
last assessor(s) (when relevant) and the Chair of the Accreditation Council or his
representative shall be invited to speak on the subject at the meeting. The CAB and the
Accreditation Council shall be notified in writing by registered or certified mail, of the Board’s
decision. The decision rendered by the Board shall be final and binding, except that any court
having jurisdiction may set aside such decision when bias, fraud or misconduct of the Board
has been determined.

Section 10.3 Renewal of Accreditation Decisions. The renewal decision process is similar to
the initial decision process, except as follows:

a) If there are no deficiencies, renewal is automatically processed without an
Accreditation Council panel vote.

b) If there are only a few deficiencies of a minor nature (i.e., the nonconformities do not
directly affect the integrity of calibration or test results) and there is sufficient
objective evidence that the deficiencies have been resolved, the President may elect to
renew accreditation without an Accreditation Council panel vote.

Article XI
Criteria Council

Section 11.1. Criteria Council. The President shall appoint members of the Criteria
Council, except the Chair (See Section 5.2) and include at least one person having particular
expertise or qualifications for each field in which the Association is offering accreditation.

Section 11.2. Duties and Responsibilities. The Criteria Council shall act to define the
fields in which the Association shall grant accreditation and shall review and approve specific
criteria that may be adopted for each of the fields. The Criteria Council shall also approve
published applications or interpretations of the criteria.

Section 11.3. Term of Appointment. Members of the Criteria Council shall serve at the
discretion of the President, subject to an annual review of each member’s performance.

Section 11.4. Chair. A Chair shall be appointed annually for a one-year term by the
Chair of the Board and shall be approved by the Board. The CC Chair shall have experience
as a Criteria Council member. The Chair may serve a maximum of nine years. The Chair of
the Criteria Council shall preside at all meetings of the Criteria Council and shall be
responsible to the Board of Directors for the management and administration of the Criteria
Council process.
Section 11.5. Meetings. Meetings of the Criteria Council shall be held at the request of the Chair or at the request of any three members of the Criteria Council.

Section 11.6. Reports. The Chair of the Criteria Council shall report on the activities and status of the Criteria Council and the advisory committees reporting to it at each annual meeting of the Association and shall report all changes to criteria at the Board meeting following their approval by the Criteria Council.

Section 11.7. Compensation. Members of the Criteria Council shall not receive any compensation for their services. However, travel and housing expenses incurred in such services may be reimbursed by the Association if requested by them and approved by 2/3 of the Board of Directors.

Article XII
Executive and Staff

Section 12.1. Appointment. The Board shall employ a chief administrative officer who shall have the title of President and whose terms and conditions of employment shall be specified by the Board.

Section 12.2. Authority and Responsibility. 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 and otherwise specified by these Bylaws and shall be responsible to the Board. The President shall and may employ and terminate the employment of others to carry on the work of the Association and fix their 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. The President shall be considered an ex-officio member of the Board of Directors and attend all meetings of the Board, except when it meets in executive session. Suspension actions of all or revocation of a part of a CAB’s scope of accreditation may be taken by the President subject to the appeals process of Section 10.2.

Article XIII
Indemnification of Directors or Officers

Section 13.1 The President and any and all of the Directors or officers or former Directors or officers of the Association may be indemnified against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of their being or having been Directors or officers or a Director or officer of the Association except in relation to matters as to which any such Director or officer or former Director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of their duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, or otherwise.

Article XIV
Contracts, Checks, Deposits and Funds

Section 14.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 14.2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer.

Section 14.3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such national banks, trust companies or other depositories as the Board of Directors may select.

Section 14.4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

Article XV
Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All such books and records of the Association may be inspected by any member, or member's agent or attorney, for any proper purpose at any reasonable time.

Article XVI
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.

Article XVII
Fees

Organizations enrolled in programs of the Association are responsible for timely payment of fees for services associated with these programs. Failure to pay those fees in full
within three months following issuance of invoices shall result in withdrawal of accreditation at the discretion of the Association unless the Association is notified by the organization and a payment schedule can be established.

Article XVIII
Dues

Section 18.1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by members.

Section 18.2. Payment of Dues. Dues shall be payable in advance on the first day of each fiscal year.

Section 18.3. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of three months from the period for which such dues became payable, membership may thereupon be terminated by the President.

Article XIX
Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal".

Article XX
Waiver of Notice

Whenever any notice is required to be given under the provisions of the District of Columbia Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, 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.

Article XXI
Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds of the Directors at any regular meeting or at any special meeting, if at least ten days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

The foregoing was adopted as the Bylaws of a nonprofit corporation under the laws of the District of Columbia, at a meeting of the Board of Directors.

DOCUMENT REVISION HISTORY

L:\A2LA_Bylaws\A101 – Bylaws of the American Association for Laboratory Accreditation
<table>
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| 4/4/17 | - Added “Ethics Officer” to Article VI.  
- Changed “Vice President” to “Senior Director(s)” throughout. |