Article I
Name and Offices

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.

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.

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 (hereinafter referred to as “CABs”) and otherwise furthering scientific research and testing in the public interest, health and welfare. The Association in achieving these general purposes shall:

2.1. 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 including but not limited to those operated by individuals, partnerships, corporations, universities, research organizations, associations and government agencies.

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

2.3. 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.

2.4. Inform and educate the public about the purposes of the Association and its accreditation system.

2.5. Provide training courses in support of the educational purposes of the Association.

2.6. Conduct and promote research for the advancement of programs that provide for the accreditation of CABs.

2.7. Cooperate with Federal, state and local authorities and private sector organizations in developing policies in the field of CAB accreditation.
2.8. 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
Members and Meetings

3.1. Classes of Members. The membership of A2LA shall be open to all individuals, companies, and who are professionally interested in accreditation of CABs and related A2LA programs.

3.1.1. Individual: A person acting on their own who may or may not be affiliated with a particular company or organization.

3.1.2. Company: A group membership based on an affiliation with a particular company or organization.

3.1.3. Institutional: A membership based on the enrollee(s) affiliation with a group that is typically non-profit entity (e.g. government, educational institutions, non-profits, trade associations, etc.)


3.2.1. Accredited: Member is affiliated with an accredited organization such as A2LA

3.2.2. Forensic: Member is involved, either individually or through their affiliation in forensic science.

3.2.3. Consultant: The member may or may not be involved with a company or institution, but who is actively involved in providing support to the conformity assessment industry.

3.3. Application for Membership. Applicants for membership shall complete the A2LA application form.

3.4. Admission of Members. Admission of applicants for membership shall be approved by the President/CEO or designee with a determination of the appropriate class of membership.

3.5. Termination of Membership. Membership may be terminated voluntarily by written notice, failure to pay membership dues within three months of receipt of an invoice, provided a notice of delinquency as been provided, or other failures to meet the obligations of membership.

3.6. Annual Meeting. The annual meeting of A2LA shall be held during the fiscal year at such place and time as may be determined by the Board of Directors. The President/CEO shall provide notice not less than twenty (20) days before such meeting including items to be considered.

3.7. Special Meetings. Special meetings of A2LA may be called for by the Chair of the Board of Directors or bay application to the Chair or the Board of Directors of not less than one-tenth of the members of A2LA entitled to vote.

3.8. Quorum. The members holding one-tenth of the total votes which are eligible to be cast at any meeting of A2LA shall constitute a quorum. If a quorum is not present, any business items conducted and approved must be ratified by a subsequent electronic mail to the full membership. Votes by proxy are not permitted.
3.9. **Voting Rights.** Each organizational, government, company educational and individual member shall have one vote on matters presented to the members. To assure impartiality in A2LA’s operations, the total number of voting members from accredited CABs (including both company and individual members) shall be less that the total number from all other classes. To assure an appropriate balance, new applicants or current members may be designated non-voting members until openings become available to change a member’s status to voting.

**Article IV**

**Board of Directors**

4.1. **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.

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

4.2.1. Employ the President/CEO, set the terms and conditions of such employment and terminate such employment;

4.2.2. Amend these Bylaws in accordance with Article XXI;

4.2.3. Terminate Board membership of any Director or Officer for good cause;

4.2.4. Distribute the assets upon the dissolution of the Association; and

4.2.5. Establish general policies for the association.

4.3. **Composition.** The Board of Directors shall consist of at least seven (7) but no more than eleven (11) persons. The officers of the association shall be included in the membership of the Board. Chair of the Advisory Council will also serve on the Board of Directors. The Board Chair will appoint an Ethics Director to the board.

4.4. **Election and Term of Office.** The Directors shall be elected by ballot of the members. The term of office of a Director shall be three years. The term of office begins and ends with the calendar year. Directors may serve a maximum of 3 terms.

4.4.1. Combined Maximum Term. In any event the total maximum time that any individual will serve as a Director is limited to nine (9) years of active service.

4.5. **Removal or Resignation.** (a) The members may remove any director, with or without cause, at the annual or special meeting of the members, by the affirmative vote of two-thirds of the members present at the meeting, provided a quorum 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 the director.

4.5.1. The Board of Directors by the affirmative vote of a majority of the Board of Directors then in office, may remove a director who: (1) has been declared of unsound mind; (2) has been convicted of a felony, (3) has been found by a final court order to have breached a duty as a director; or (4) has missed two meeting in any twelve month period without being excused by the Board Chair.

4.5.2. A director may resign at any time upon written notice to the Secretary/Treasurer.

4.6. **Vacancy.** Any vacancy on the Board of Directors shall be appointed by the Board Chair and
approved by the Board of Directors. A Director, so appointed, to fill a vacancy caused by the departure of a predecessor shall serve the unexpired term

4.7. **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.

4.8. **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, that is cost effective, as the place for holding any special meeting of the Board called by them.

4.9. **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 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.

4.10. **Action by Written Consent.** 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.

4.11. **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.

4.12. **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.

4.13. **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.

4.14. **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.

4.15. **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.

4.16. **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.
4.17. **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.

**Article V**

**Officers**

5.1. **Officers.** The officers of the Association shall be the Chair of the Board, Vice Chair, the Secretary/Treasurer, Immediate Past Chair, and President/CEO.

5.2. **Election and Term of Office.** The officers (except President/CEO) of the Association shall be elected by ballot of all members. Such officers shall serve and hold office for two (2) years. Each officer may not serve more than three (3) consecutive terms of office. The length of service of an officer is also bound by their term of Board membership per section 4.4, with the exception that they may serve out the end of a current term as officer if the term of office commenced within an allowable term of Board membership.

5.3. **Removal.** Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

5.4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be appointed by the Board Chair, and approved by the Board of Directors.

5.5. **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 the by-laws and the Board of Directors.

5.6. **Vice Chair.** In the absence of the Chair or the 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 or by the Board of Directors.

5.7. **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 are from time to time assigned to the Secretary/Treasurer.

5.8. **Immediate Past Chair.** The Immediate Past Chair shall provide continuity during the transition and mentor the current Chair. The Past Chair serves a two-year term which may exceed the maximum term limit (9 years) of Board Members.

**Article VI**

**Committees**

6.1. **Executive Committee.** The Officers 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.

6.2. **Nominating Committee.** The Chair of the Board shall appoint a Nominating Committee composed of Association members or BOD each year. The committee shall develop and report a slate of candidates for the Board of Directors and officers for election by members of the Association.

6.3. **Finance Committee.** The Secretary/Treasurer is Chair of the Finance Committee which shall
include two other board members. The Finance Committee is responsible for reviewing fiscal procedures and the annual budget with the staff and other board members. The fiscal year shall be the calendar year. Periodic reports are required to be submitted to the board showing income, expenditures and projected income.

6.4. **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. The duties and responsibilities of Board committees are specified by resolution of the full Board.

6.5. **Term of Office.** Each member of a Board committee shall continue as such until the beginning of the next calendar year, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member resigns.

6.6. **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.

6.7. **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.

### Article VII

**Advisory Council**

7.1. **Purpose.** The Advisory Council serves in an advisory capacity to the Board of Directors and the staff of the Association. The Council will assist A2LA in achieving its objectives and mission by providing the expertise and professional knowledge of its members on proposed policies, allocation of funds, potential markets and the like. Also, its members will provide ties to stakeholder groups served by the association. It has no duties, voting privileges, nor obligations for attendance at regular meetings of the Board, though members may attend meetings at the invitation of the President/CEO or a member of the Board of Directors.

7.2. **Membership.** There is no limit on the number of members. The President/CEO and the Chair of the Board shall serve as members of the Advisory Council.

7.3. **Selection.** Its members will be selected by the President/CEO.

7.4. **Term of Office.** A council member serves a two-year term. To enable new individuals to join, a member will normally serve a maximum of three consecutive two-year terms but is eligible to serve successive terms after the third term at the discretion of the President/CEO. To ensure continuity in the council’s work, terms will be staggered, requiring that on the initial council, one-half of the members will serve one-year terms, and one-half will serve two-year terms. One-year terms will not be counted in limiting consecutive service to three terms.

7.5. **Member Responsibilities.** Each member is expected to:

7.5.1. Attend a minimum of one meeting of the Council a year.

7.5.2. Actively participate in the activities of the Council.
7.5.3. Be available for individual consultation by the President/CEO and his executive staff.

7.5.4. As requested, provide technical studies and advice on specific substantive issues, emerging markets and the like.

7.6. Officers.

7.6.1. A Chair and Vice-Chair shall serve as officers of the Council.

7.6.2. The Chair of the Advisory Council shall be appointed by the Chair of the Board from either the Chair of the Criteria Council or the Chair of the Accreditation Council and will thereby serve on the Board of Directors upon approval of the membership. The Chair of the Advisory Council's board membership will not be subject to term limits of regular Board members or officers.

7.6.3. The Chair shall preside at all meetings of the Council.

7.7. Staff Support. The President/CEO shall act as executive secretary or appoint a staff member, to the Advisory Council.

7.8. Compensation. Members of the Advisory Council 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.

Article XIII
Executive and Staff

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

8.2. 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 determine 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.

Article IX
Indemnification of Directors or Officers

9.1. The President and any and all of the Directors or officers or former Directors or officers of the Association shall 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 X
Contracts, Checks, Deposits and Funds

10.1. **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.

10.2. **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 President/CEO.

10.3. **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.

Article XI
Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings 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 XII
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 XIII
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.

Article XIV
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.