

ACIL BYLAWS

ARTICLE I - OBJECTIVES

ACIL is the trade association of independent scientific, engineering and testing firms. The mission and core values of ACIL are intended to enhance members' success by

- providing advocacy, education, service and mutual support;
- promoting quality, ethics, objectivity and free enterprise.

ARTICLE II - MEMBERS

Section 1. There shall be five classes of company membership: Corporate Member, Associate Member, Affiliate Member, Adjunct Member and Accreditation Body Member. There shall also be two classes of individual membership, known respectively as Honorary Member and ACIL Fellow. Each Corporate Member shall have one vote. All members shall comply with ACIL's code of ethics and the applicable professional standards and must possess all legally required licenses, certificates and registrations in their fields of service.

Company Members

Corporate Member: Any commercial, independent entity that derives more than 70 percent of its revenues from field or laboratory measurements or related consulting services in the chemical, physical, biological, natural science, or engineering disciplines. Government and university laboratories are not commercial firms and are not eligible for membership.

Associate Member: Any commercial organization having an interest in the affairs of ACIL but not being primarily scientific measurement firms themselves. Product vendors and consultants are prime candidates for this type of membership.

Affiliate Member: Associations (state, regional or international) that represent organizations having common interests with ACIL.

Adjunct Member: A commercial testing agency that is not an independent entity. Captive laboratories are prime candidates for this membership.

Accreditation Body Member: An entity that provides programs and services related to thorough and unbiased assessment of a laboratory's competence to determine or provide recognized accreditation.

Individual Members

Honorary Member: An individual who has been active in ACIL's affairs and who is no longer fully employed in the scientific, engineering, or testing business. It is granted by the ACIL Board of Directors.

ACIL Fellow: An individual who has been granted the Lewis E. Harris Award by the Board of Directors for outstanding contributions to ACIL and the industry.

The Board of Directors shall have final authority in deciding matters of eligibility for all classes of membership.

ARTICLE III - TERMINATION OF MEMBERSHIP

The Board of Directors shall have the authority to terminate the membership of any firm for failure to pay dues or to meet eligibility criteria or for any other adequate reason. A majority Board vote is required to effect such termination. A terminated member shall have the opportunity to protest the Board action in accordance with ACIL's due process procedures.

The Chief Executive Officer and the Chief Operating Officer shall have the authority to "suspend" any member for non-payment of dues 90 days after the beginning of the fiscal year. Suspension means a complete loss of all member benefits.

ARTICLE IV- FINANCES

Section 1. Membership dues in the association shall be fixed for each calendar year by the Board of Directors.

Section 2. The Board of Directors shall adopt a budget for each fiscal year to support operations and programs that advance ACIL's mission and objectives.

ARTICLE V - OFFICERS, BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. The officers of ACIL shall be a Chair of the Board, a Chair-elect, a Secretary, and a Treasurer.

Section 2. ACIL is governed by a Board of Directors consisting of four officers, the immediate Past Chair and up to six At-Large members. The At-Large members may represent a mix of geographical regions and disciplines of work, as well as the chairs of the task forces implementing the ACIL strategic plan.

Section 3. An Executive Committee shall be established within the Board of Directors and shall consist of the Chair, Chair-elect, Secretary and Treasurer.

Section 4. To hold office as Chair, Chair-elect, Secretary, Treasurer or other voting member of the Board of Directors, a person must be an employee of a corporate member company. No more than one person from the same corporate member firm or from the same family of companies may serve on the Board of Directors at the same time.

Section 5. The terms of office of all officers and Board members shall begin at the close of the annual meeting.

Section 6. The Chair and Chair-elect shall hold office for a term of two years; they are not eligible for re-election to these offices. The Chair-elect shall succeed to the office of Chair at the completion of the incumbent Chair's term, upon confirmation of the membership.

The term of the Secretary and Treasurer shall also be two years, but there is no limit on the number of terms they may serve.

Terms of other Board members will be three years and will be staggered so as to preserve continuity. These terms are renewable once.

Section 7. With the exception of the Chair, when there is a vacancy on the Board of Directors, the Board will charge the Nominating Committee to prepare a slate of candidates for Board consideration. The Board will appoint one member from that slate to serve the remainder of the unexpired term of the vacated member, which will be confirmed by a vote of the membership.

When there is a vacancy in the Chair position, the most senior Board member (Past-Chair) will be afforded the opportunity to complete the unexpired term of the Chair. If the Past-Chair declines, the Chair-Elect will assume the position of Chair for the remainder of the term if he/she so desires. During the next election cycle, the Nominating Committee will prepare a slate of candidates for the Chair-Elect position for a vote by the membership in accordance with these bylaws.

If the Chair-Elect declines to assume the duties of Chair, then the Nominating Committee will prepare a slate of candidates for the position of Chair for voting by the membership in accordance with these bylaws.

ARTICLE VI - NOMINATION AND ELECTION OF BOARD MEMBERS AND OFFICERS

Section 1. There shall be established annually a Nominating Committee consisting of any Past Chair (of a member company in good standing, and as determined by the ACIL Board of Directors) and representatives of two sections. Selection of the section representatives should consist of at least some of the following criteria: length of membership, leadership positions, regular engagement with ACIL as well as a balance of membership levels.

Section 2. Members of the Board of Directors, except the most recent Past Chair, shall be ineligible for membership on the Nominating Committee. The members of the Nominating Committee for a given year shall not be eligible for the next Nominating Committee.

Section 3. The Past Chair member of the Board of Directors shall be its Chair and shall determine whether the committee shall meet or shall select nominees by phone or letter.

Section 4. An open call for candidates for the ACIL Board of Directors shall be issued after the creation of the ACIL Nominating Committee. It shall be the duty of the Nominating Committee to make at least one nomination for all Board positions whose terms will end that year. The Chair shall notify each nominee of his/her nomination and obtain his/her acceptance, and, shall advise the chief staff officer of the list of nominees.

Section 5. The chief staff officer shall inform all members of the slate of nominees. **Section 6.** Additional nominations signed by representatives of at least seven corporate member companies may be submitted to the chief staff officer in writing before a final ballot is prepared. A nomination so made, if accepted by the nominee, shall be placed on the official ballot.

Section 7. Thirty days prior to the annual meeting, the chief staff officer shall issue to all corporate member companies an official ballot, returnable to him/her prior to the annual meeting. The method of voting shall be secret ballot. The voter shall have the right to substitute any eligible person or persons for a nominee or nominees listed on the ballot.

ARTICLE VII - DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 1. The general governance of ACIL shall be vested in the Board of Directors which shall hold at least three regular meetings during the year. The times and places of such meetings shall be fixed by the Board of Directors, except that at least one meeting shall be held in conjunction with the annual meeting. Special meetings shall be held at the direction of the Chair or upon written request to the Chair from at least three Board of Directors members. Presence of a majority of voting members shall constitute a quorum.

Section 2. The Chair shall preside at Board of Directors meetings and general membership meetings and shall be an ex-officio member of all committees, except the Nominating Committee.

Section 3. The Chair-elect shall perform the duties of the Chair when the Chair is absent. This person also serves as Chair of the Long Range Planning Committee and the Membership Eligibility Review Committee. If, at a given Board or membership meeting, both the Chair and the Chair-elect are absent, the Board shall elect a Chair pro-tem to preside.

Section 4. The Secretary shall be the custodian of the corporation's Seal, and books of minutes of the Board of Directors and general membership meetings. The Secretary may delegate the task of taking the minutes of these meetings.

Section 5. The Treasurer shall oversee the financial operations of ACIL. The responsibilities of this office shall include monitoring the receipt and expenditure of all ACIL funds, and ensuring that funds are invested wisely.

ACIL funds shall be deposited or invested by the Treasurer directly or by another official designated by the Board of Directors and monitored by the Treasurer. Depositories for funds must be approved by the Board of Directors.

In the absence or disability of the Treasurer, major financial transactions may be conducted or authorized by the Chair, and either the Secretary or the Chair-elect. The Treasurer may be bonded at the expense of ACIL if deemed advisable by the Board of Directors.

In the absence or disability of the Treasurer, checks or drafts may be signed by the chair and counter-signed by the Secretary or the Chair-elect.

Section 6. In addition to the duties of the officers enumerated in this Article, each is to perform the customary duties of his/her office and such other duties as may be prescribed by the Board of Directors.

ARTICLE VIII - COMMITTEES

Section 1. Besides the Board of Directors, the Executive, Nominating Committee and Government Relations Committee shall comprise the committees of the association. The Chair may appoint and disband special committees as the need arises, designating such titles as are appropriate.

Section 2. Except where otherwise provided in these Bylaws, the appointments of committee Chairs shall be made by the Chair, subject to the approval of the Board of Directors. Each committee member shall serve for the tenure of the appointing Chair, except as otherwise provided in these Bylaws.

ARTICLE IX - MEETINGS

Section 1. The annual meeting of ACIL shall be held between September 1 and December 31 at a site selected by the Board of Directors.

Section 2. Special meetings of ACIL may be called, whenever necessary, by majority vote of those present at a general membership meeting, by action of the Board of Directors, or upon written request to the Chair from at least one-third of the membership.

Section 3. Notices of all general membership meetings, with agenda and statement of purpose, shall be mailed to the membership by the chief staff officer at least three weeks before the meeting.

Section 4. At general membership meetings, a quorum shall consist of one representative from at least 20 percent of the corporate member firms.

Section 5. Voting at general meetings shall be by majority of the authorized votes cast, except as otherwise noted in these Bylaws.

Section 6. All meetings shall be conducted in accordance with Roberts Rules of Order when not in conflict with these Bylaws.

Section 7. A matter that requires action between general membership meetings may be referred by the Board of Directors to letter balloting by corporate member firms. Action so taken shall have the same force as action taken at a meeting of the general membership.

ARTICLE X - DIVISIONS

Member companies whose home or branch offices are within a given region may with the approval of the Board of Directors organize themselves into a geographic Division.

ARTICLE XI - SECTIONS

Section 1. Member companies that provide services in a given discipline may, with the approval of the Board of Directors, organize themselves into an ACIL Section.

Section 2. The objectives of a Section shall be those of ACIL, as expressed in these Bylaws. They shall also aim to be effective advocates for their member firms.

Section 3. A Section shall elect its own leadership. Its rules of governance and all its activities shall be in full accord with those of ACIL.

Section 4. Each Section shall annually prepare a budget request designed to promote the objectives of the given Section and submit it to the Board of Directors for approval and incorporation into the ACIL budget.

Section 5. The operations of Sections shall be subject to the authority of the Board of Directors.

Section 6. All Section policies and statements shall be in accord with relevant ACIL policies.

ARTICLE XII - AMENDMENTS

Section 1. Proposals to amend these Bylaws may be proposed by the Board of Directors, upon its own initiative, or as a result of a written submission signed by representatives of at least seven corporate member firms.

Section 2. Amendment proposals will be submitted to letter ballot of the corporate member firms and shall be adopted when they receive the affirmative vote of 75 percent of the representatives of corporate member firms who submit valid ballots.

Section 3. Amendments will take effect as soon as the requirements of Section 2 of this Article are met.