

THE NELAC INSTITUTE

BYLAWS

ARTICLE I — NAME

The name of this corporation is The NELAC Institute. “TNI” is synonymous with The NELAC Institute.

ARTICLE II — PURPOSE

TNI is organized and shall be operated exclusively for scientific and research purposes as defined under section 501(c) 3 of the Internal Revenue Code. More specifically, the purpose of TNI is to foster the generation of environmental data of known and documented quality through an open, inclusive, and transparent process that is responsive to the needs of the community.

ARTICLE III — MEMBERSHIP

Section 1 – Membership:

Membership in TNI is open to all individuals or organizations meeting the eligibility and membership application requirements of these Bylaws.

Section 2 – Categories:

There are three categories of membership:

- Individual (voting),
- Organizational (non-voting), and
- Non-voting.

Section 3 – Individual Membership:

(A) Eligibility

Individuals eligible for membership include any individual who has an interest in laboratory or other environmental accreditation issues in the private, public or academic sectors and who agrees to the TNI Code of Ethics. The Board of Directors shall establish membership fees.

(B) Privileges

Individual Members are entitled to all the privileges of membership in TNI.
Individual Members may vote and serve on the Board of Directors and committees.
Each Individual Member shall be entitled to one (1) vote on issues presented by the Board of Directors for membership vote.

Section 4 – Organizational Membership:

(A) Eligibility

Organizations eligible for membership include any corporation, academic institution or governmental agency. The Board of Directors shall establish the levels of organizational membership and the number of Individual Members associated with each level.

(B) Privileges

An Organizational Member may name Individual Members, with associated voting rights (as defined in Article III, Section 3) based on the level of organizational participation.

Section 5 – Non-Voting Membership:

The Board of Directors shall have the authority to establish and define non-voting categories of membership.

Section 6 – Termination of Membership:

Failure of any member to pay the annual dues within such time, and after such notice as the Board of Directors may set, shall constitute a termination of membership.

Section 7 – Expulsion:

The Board of Directors may, by the affirmative vote of not less than two-thirds of the Directors, expel any member who violated or refused to comply with any of the provisions of the Articles of Incorporation, the Bylaws, the Code of Ethics, or any other rules that have been adopted by the Board of Directors.

Any member so expelled shall have the right to appeal the expulsion to the Board in person or in writing at the next annual or special meeting of TNI. Any individual so expelled may be reinstated by the affirmative vote of not less than three-fourths of the Board of Directors. The action of the Board of Directors with any such reinstatement shall be final.

ARTICLE IV —MEMBERS MEETINGS

Section 1 – Annual Members’ Meetings:

At least one TNI members’ meeting may be held annually at such time and place as designated by the Board of Directors. Failure to hold an annual meeting shall not work as a forfeiture or dissolution of TNI. All TNI members’ meetings are open to the public.

Individual Members may by majority vote, adopt recommendations for consideration by the Board of Directors and transact any other business that may properly come before the meeting.

Written, printed, or electronic mail notice stating the, purpose, place, day, and hour of any members' meeting to be held shall be announced not less than thirty (30) days before the date of the meeting.

Section 2 – Special Meetings of Members:

Special members' meetings may be called by the Chair, the Executive Committee, the Board of Directors, or upon request by at least twenty-five (25) percent of TNI's voting members. The Chair shall determine the time and place and give notice of any special members' meeting. Written, printed, or electronic mail notice stating the, purpose, place, day, and hour of any special members' meeting called shall be announced not less than ten (10) days before the date of the meeting.

Section 3 – Voting:

Only Individual Members of TNI, as stated in Article III, are entitled to vote at TNI meetings and each member is entitled to one vote.

ARTICLE V — BOARD OF DIRECTORS

Section 1 – Composition:

The Board of Directors shall consist of no fewer than ten (10) or more than eighteen (18) elected members and no more than five (5) ex-officio members. The Directors shall be chosen, insofar as possible, to represent the varied interests and areas of expertise and competency that are of concern to TNI and shall have balanced representation from all stakeholder groups. At least three (3) Directors shall be elected from organizations that are recognized accreditation bodies and at least three (3) Directors shall be elected from organizations that are accredited laboratories. Other Directors may be elected, to the extent practical, from organizations that represent other relevant stakeholders. No one stakeholder group shall have a majority on the Board. At the request of the Board, a federal agency may nominate an individual to serve on the Board in an ex-officio capacity.

Section 2 – Duties:

The Board of Directors shall have supervision, control, and direction of the affairs of TNI; shall determine its policies or changes within the limits of the law or the Bylaws and Articles of Incorporation; shall actively pursue its mission; and shall have discretion in the disbursement of its funds. It may adopt such rules for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board of Directors shall not have authority to supersede the authority of core programs, where such authority is defined in Article VI of these bylaws.

Section 3 – Election:

Directors nominated by the Nominating Committee shall be elected during the first three months of the Calendar Year by electronic ballot of all registered Individual Members. All Individual Members, regardless of their declared affiliation may vote for the election of all candidate Directors. The Nominating Committee develops a slate of candidates for election that ensures the newly formed Board will have a balanced representation of all stakeholder groups.

Section 4 – Ratification of Ex-Officio Directors:

Members nominated by federal agencies to serve on the Board of Directors shall be ratified by the TNI membership during the first three months of the Calendar Year by electronic ballot of all registered Individual Members. The ballot for ratification of ex-officio directors shall identify the agency, office, position, or tenure of the prospective or existing director seeking ratification.

All Individual Members, regardless of their declared affiliation, may vote for the ratification of all candidate ex-officio Directors. The Nominating Committee forwards candidate ex-officio directors for ratification to the TNI membership concurrently with the slate of candidate Directors selected for election.

Section 5 – Terms:

Directors shall be elected for terms not to exceed three (3) years, or until their successors are elected. Directors may serve additional terms of office. A Director who has a change in employment shall notify the Board of Directors who shall make a decision on the continued tenure of the affected Director. There are no limits to the number of terms that a Director may serve.

Section 6 – Meeting:

The Board of Directors shall meet upon the call of the Chair at least once per year at such times and places as he or she may designate, and shall be called to meet upon demand of a majority of its Directors

The Board of Directors shall adopt its own rules as to call and notice of meetings and other operational procedures.

Section 7 – Vacancy:

In the event of a vacancy of a Director, the Board of Directors, by a vote of the majority of the remaining Directors, may appoint a new Director to fill such vacancy until the next election cycle. To the degree possible, the Director filling the vacancy shall represent the same constituency as the Director who created the vacancy.

Section 8 – Quorum:

A quorum at any meeting of the Board of Directors shall be a majority of the entire Board. Any lesser number shall recess or adjourn until a quorum is present.

Section 9 – Resignation:

Any Director may resign at any time by giving written notice of resignation to the Executive Director of TNI. Any such resignation shall take effect at the time specified therein, or if such time is not so specified, immediately upon receipt by TNI.

Section 10 – Removal of Directors:

A Director may be removed from the Board of Directors for cause, upon the affirmative vote of two-thirds of the Board of Directors. Such removal shall be effective at such time as the Board may determine. The notice of any meeting at which such action is contemplated shall contain a notice of the proposed removal and the Director whose status is being challenged shall be notified thereof in writing by the Chair at least thirty (30) days prior to such meeting. Removal shall occur only after the Director has been given notice and a reasonable opportunity for defense has been afforded.

Section 11 – Voting:

Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Directors. Unless otherwise provided by these Bylaws, a motion, resolution, or other proposal in order to be passed must receive the affirmative vote of a majority of the Directors.

Section 12 – Conflict of Interest:

A conflict of interest may exist where a Director is directly or indirectly a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director or general partner. No Director may vote upon a matter coming before that body in which he or she has a conflict of interest. Immediately upon becoming aware that such a conflict may exist, a Director must disclose the existence of the potential conflict to the remaining Directors, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the minutes of the meeting in which such discussion occurred.

Section 13 – Compensation:

Directors, as such, may receive reasonable compensation for actual expenses incurred when authorized by the Board of Directors. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of TNI. Nothing herein shall preclude a Director from serving TNI in any other capacity and receiving compensation for such services.

ARTICLE VI — OFFICERS AND EXECUTIVE DIRECTOR

Section 1 – Officers:

The Officers shall be a Chair, Past-Chair, Vice-Chair, Secretary and Treasurer and are all members of the Board of Directors. Other Officers may be established by the Board of Directors.

Section 2 – Election and Term:

The Officers, with exception of the Past-Chair, shall be elected annually at the first meeting of the newly elected Board of Directors. Each Officer shall serve until his or her successor is elected and qualified or until his or her death, resignation or removal.

Section 3 – Vacancies:

Any vacancy may be filled for the unexpired portion of the term by the Board of Directors at any special or regular meeting of the Board following the provisions of Article IV, Section 7, except that the appointed Officer does not have to represent the same constituency as the Officer who created the vacancy.

Section 4 – Removal:

The Board of Directors may remove any Officer whenever, in its judgment, the best interests of the organization would be served thereby, following the provisions of Article IV Section 10. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 5 – Chair:

The Chair shall be the presiding Officer of the Board of Directors and the annual meeting. The Chair shall perform all duties and may exercise all rights as are customary to the office of Chair and such other duties as may be prescribed by the Board or these Bylaws.

Section 6 – Vice-Chair:

The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or incapacity of the Chair and shall perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 7 – Past Chair:

The most recent Past-Chair willing to serve shall serve on the Board of Directors, and perform other duties as assigned by the Chair. The Past-Chair shall have no voting privileges if his or her term as a Director has expired.

Section 8 – Secretary:

The Secretary shall be the recording Officer of the organization and the custodian of its records, except those specifically assigned to others. The Secretary shall perform all duties duly given in accordance with the provisions of these Bylaws or as required by law, and shall perform such other duties as may be assigned to such office by the Board of Directors. The TNI Secretary shall be responsible for drafting any proposed changes to these Bylaws, if and when needed.

Section 9 – Treasurer:

The Treasurer is the Officer entrusted with the custody of TNI's funds. He or she shall make a financial report annually or at the request of the Board of Directors. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 10 – Executive Director:

The Board of Directors may hire an Executive Director as needed. The Executive Director has day-to-day responsibility for TNI operations, including carrying out TNI's goals and Board policy. The Executive Director shall attend all Board meetings, report on the progress of TNI, answer questions of Board members, and carry out other duties as designated by the Board. The Executive Director is an ex officio member of all committees, but does not have voting privileges in any of them.

Section 11 – Resignation of Officers:

Any Officer may resign at any time by following the provisions of Article IV, Section 9.

ARTICLE VII — CORE PROGRAMS

Section 1 – Core Programs and Purpose

(A) National Environmental Laboratory Accreditation Program (NELAP)

The purpose of the National Environmental Laboratory Accreditation Program is to establish and implement a program for the accreditation of environmental laboratories.

(B) National Environmental Proficiency Testing Program

The purpose of the National Environmental Proficiency Testing (PT) Program is to establish and maintain a PT program to support TNI's programs and contains the following elements:

- Fields of Proficiency Testing, including, but not limited to, analytes, concentrations, matrices and acceptance limits appropriate for the scope of environmental monitoring performed in the United States

- PT providers recognized for their competence to issue PT samples to laboratories.

(C) Consensus Standards Development Program

The purpose of the Consensus Standards Development Program (CSDP) is to develop consensus standards for use in TNI's programs.

(D) National Environmental Field Activities Program (NEFAP)

The purpose of the National Environmental Field Activities Program is to establish and implement a program for the accreditation of field sampling and measurement organizations.

Section 2 – Principles Governing Core Programs

Each core program will be managed by an Executive Committee of seven (7) to fifteen (15) individuals representing all stakeholder interests whose role is to provide strategic direction, growth and fiscal management of the program.

The core programs work in cooperation towards a common vision. Each core program has the authority to establish policies, procedures, and guidance for its program, make decisions, and operate independently, but with the following restrictions:

- The Policy Committee reviews all policies, procedures, and guidance to ensure the policies, procedures and guidance from different core programs are not in conflict with each other.
- The Policy Committee submits any policies, procedures, and guidance it develops to the Board of Directors for endorsement.
- The Policy Committee submits a report to the Board of Directors of all policies, procedures, and guidance it reviews. The TNI Board of Directors retains the right to review any policies, procedures, and guidance reviewed by the Policy Committee.
- The reviews performed by the Board of Directors and the Policy Committee will be used to provide feedback to the core programs and, as appropriate, each core program will address any issues raised before implementing policies, procedures, and guidance.
- Each core program will provide an annual report to the Board of Directors describing progress towards the goal of the program. The Board of Directors will provide feedback to the program for future efforts.
- Each program will establish strategic goals and objectives that will be reviewed by the Board of Directors to ensure the goals and objectives are aligned with TNI's mission.

A core program accepts by adoption the work product of another core program for use within its program. A core program does not have authority to change the work product of another core program, but it may return the work product to the core program that

developed it with recommendations for changes. It will then be the responsibility of the core program that developed the work product to decide on the course of action.

ARTICLE VIII— COMMITTEES AND COUNCILS

Section 1 – Committees:

A majority of the Board of Directors may appoint, or authorize the Chair to establish, such standing or special committees as deemed necessary to further the objectives of TNI. The Chair or the Chair of the Executive Committee of each core program shall make all committee appointments.

Section 2 – Executive Committee:

The Executive Committee shall consist of the Officers of TNI.

All Executive Committee meetings shall convene and meet at the call of the Chair or the call of a majority of the members of the Executive Committee. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business.

The Executive Committee shall advise and aid the Executive Director in all matters concerning TNI's interest and the management of TNI's business.

Section 3 – Finance Committee:

The Finance Committee shall consist of at least three (3) Directors appointed by the Chair whose duty shall be to ensure the fiscal viability of TNI and draft or review TNI financial records for approval by the Board of Directors.

Section 4 – Nominating Committee:

The Nominating Committee shall consist of at least three (3) Individual Members who are knowledgeable about the business of TNI and develops a slate of candidate Directors for election and ratification. The Past Chair shall act as the Chair of the Nominating Committee. If the Past Chair office is vacant, the TNI Chair shall appoint a Director to chair the Nominating Committee. Except for its Chair, none of the Nominating Committee Members shall be members of the existing Board.

Section 5 – NELAP Accreditation Council:

The NELAP Accreditation Council consists of one individual from each recognized NELAP Accreditation Body, appointed by the Accreditation Body. The NELAP Accreditation Council has final authority for implementation of the program for the accreditation of environmental laboratories. It develops and approves the policies and procedures that govern NELAP operations and is responsible for ensuring the successful implementation of the program.

ARTICLE IX — INDEMNIFICATION

Section 1 – Mandatory Indemnification:

TNI shall indemnify any Director or Officer or former Director or Officer of TNI, or any person who while a Director or Officer of TNI against reasonable expenses incurred by such person in connection with a proceeding in which such person is a named defendant or respondent because such person is or was a Director or Officer if such person has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

Section 2 – Permissive Indemnification:

TNI may indemnify any Director or Officer or former Director or Officer of TNI against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which such person is made a party by reason of being or having been such Director or Officer, to the maximum extent allowed by the Texas Non-Profit Corporation Act and other applicable law.

Section 3– Expenses Advanced:

TNI may pay in advance any expenses which may become subject to indemnification in the manner provided by the Texas Non-Profit Corporation Act.

ARTICLE X — PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and consistent with these Bylaws, Articles of Incorporation, or any special rules of order the Board may adopt.

ARTICLE XI — GENERAL PROVISIONS

Section 1 – Rights, Patents, and Copyrights:

All rights, patents, copyrights, and other such legal control over ownership of any and all materials and information created as a result of the regular operations and research undertaken by TNI shall remain the property of TNI. All income received from the sale, lease, or other such transactions relating to these assets shall be paid directly, in total, to TNI.

Section 2 – Fiscal Year:

The fiscal year shall be from January 1 through December 31. An annual budget for each fiscal year shall be presented by the Treasurer to the Board of Directors for its adoption at a Board of Directors' meeting held by no later than April of the next fiscal year. Thereafter, at any meeting of the Board of Directors, the Board of Directors may approve any supplemental budget that may be necessary. The Board of Directors, in consultation with

the Finance Committee, may authorize expenditures in excess of such annual and supplemental budgets.

Section 3 – Voting Means:

Voting on all matters, including the election of Directors, may be conducted by mail, electronic mail, facsimile transmission, chat software, video conferencing, or other similar verifiable means. Proxy voting shall not be allowed.

Section 4 – Balanced Representation

“Balanced representation” as used within the context of participation on a Board or Committee of TNI means that no stakeholder group has a majority of voting members and all stakeholder groups are represented. Default stakeholder groups are:

- Accreditation bodies and other governmental agencies that operate environmental accreditation programs.
- Laboratories and other organizations directly involved in providing sampling and environmental measurements, and
- All others.

A core program or a committee unaffiliated with a core program may define a different set of stakeholder groups to better represent the program’s or committee’s constituency or to ensure balanced representation among its members. Establishing any stakeholder groups different from the default groups specified in this Section shall require approval by the Board of Directors.

ARTICLE XII — AMENDMENTS

Upon proposal by the Board of Directors, these Bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds vote of the Board of Directors at any meeting of the Board of Directors provided that a copy of any amendment proposed for consideration shall be delivered to the last known and recorded address of each Director at least twenty eight (28) days prior to the date of the meeting. After any alteration, amendment, or repeal of these Bylaws has been adopted, all members of TNI shall be notified of such action as soon as is conveniently possible.

Adopted

November 6, 2006

Amended

February 14, 2007

December 12, 2007

July 9, 2008

June 9, 2010

December 11, 2013

December 10, 2014