

# Bylaws of the International Test and Evaluation Association

*Revision 13 - Approved by the Board of Directors September 16, 2012*

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## ARTICLE I NAME

**Section 1. Name of the Association.** The name of the Association shall be International Test and Evaluation Association (ITEA), as incorporated according to the laws of the District of Columbia. ITEA will be referred to herein as the Association or Corporation.

**Section 2. ITEA Incorporation.** ITEA was legally incorporated in the District of Columbia on January 18, 1980, and originally ruled by the IRS to be under Section 501(c)(6). Article III was subsequently modified by the Second Amendment to the Articles of Incorporation and the Corporation was ruled by the IRS to be under IRS Section 501(c)(3).

**Section 3. Principal Office of the Association.** The principal office, hereinafter referred to as the Executive Office, or EO, of the Association shall be at a location approved by the Board of Directors, hereinafter referred to as the Board. The EO, under the direction of an Executive Director (ED), will administer the day-to-day administrative and financial operations of ITEA.

## ARTICLE II DEFINITIONS

**Ad hoc Committee** - A committee which is created for a specific purpose and which ceases to exist when that purpose is accomplished. *Ad hoc* committees are not limited to Board members.

**Advisor** – An individual appointed by the Board to serve as an *ex officio* member of the Board to represent, and provide advice, guidance, and recommendations to the Board on behalf of, a group of stakeholders.

**Agreement of Confidentiality** (sometimes known as a Non-Disclosure Agreement, or NDA) - A document which must be signed by staff of ITEA and by volunteers whose service to ITEA gives or may give them access to confidential or sensitive information.

**Board Committee** - A committee created in these Bylaws or by the Board of Directors which is composed wholly by members of the Board (Officers and/or Directors).

**Board of Directors Member, Executive Committee Member, Regional Vice President, Member, Senior Advisory Board Member, and Committee Member** - An ITEA member as defined and used in these Bylaws.

**Chapter** - A formal geographic organizational subdivision of ITEA with local members established and conducting ITEA affairs as acknowledged by the ITEA Board of Directors.

**Corporate Member** - A private or public organization as defined and used in these ITEA bylaws.

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**Director** - An elected or appointed member of the Board of Directors. (When used generically, "Directors" includes Officers).

**Ex officio** - A person who has all the rights of other Board or committee members, except that he or she cannot vote.

**Executive Committee (EXCOM)** - The Executive Committee is comprised of the principal officers of the Association (President, Vice President, Secretary, and Treasurer).

**Executive Director (ED)** - The non-elected, paid staff person hired by the Board of Directors to serve as the Chief Executive Officer of ITEA.

**Executive Office (EO)** - The principal physical office location at which the ITEA staff works and the Association records are maintained.

**Individual Member** - A member in good standing of one of the various classes of individual membership as defined and used in these ITEA bylaws and authorized in the First Amendment to the Articles of Incorporation.

**Liaison** - An individual assigned by an organization to represent that group's interests to the ITEA Board of Directors, and to assist in communications and facilitate cooperation between their organization and ITEA.

**Officer** - The President, Vice President, Secretary, or Treasurer of the ITEA Board of Directors.

**Publish** - To make publicly available, either in written or electronic form.

**Stakeholders** - Individuals from organizations or interest groups that have a strong interest in and knowledge of ITEA's work and policies.

**Standing Committee** - A committee created in these Bylaws or by the Board of Directors as a permanent committee to implement the policies and objectives of the Board. Unlike Board Committees, Directors generally do not serve on Standing Committees.

**Volunteer Code of Conduct** - A document that outlines the responsibilities and expectations of persons who volunteer their service to ITEA.

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### ARTICLE III PURPOSE

The purposes of this association shall be:

- A. To provide an organization for individuals who have a common interest in the discipline of test and evaluation and who wish to foster, preserve, and advance the art and science of test and evaluation.
- B. To provide for the exchange of ideas and information in the field of test and evaluation.
- C. To conduct professional meetings, including symposia, seminars, workshops, and courses on the technology and management involved in the field of test and evaluation.
- D. To promote education in the field of test and evaluation by conducting symposia, seminars, workshops and courses in the theory and practice of test and evaluation.
- E. To support and promote the development and advancement of the state of the art in test and evaluation in allied branches of science, technology, and management.
- F. To encourage similar objectives in related organizations, including government, industry, academia, and professional societies.
- G. To recognize advances in, and contributions to, testing and evaluation.
- H. To document the history of test and evaluation.
- I. To fittingly commemorate the achievements of persons who have made substantial contributions to the field of test and evaluation.
- J. To sponsor publications concerning test and evaluation.

### ARTICLE IV MEMBERS

**Section 1. Active Membership Classifications.** Membership in ITEA shall be open to all persons, without discrimination, and to private or public organizations interested in furthering the objectives of ITEA. Members shall be classed by the following categories:

- A. Regular Member
- B. Student Member
- C. Corporate Member

In addition, an individual member may be designated a Charter or Founding member.

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**Section 2. Qualifications.** Individual membership shall be based on the following qualifications:

- A. *Regular Member.* A regular member shall be an individual with an interest in the technical, managerial, or academic aspects of test and evaluation.
- B. *Student Member.* A student member must be a registered and matriculated undergraduate or graduate student, at an accredited school on a normal full-time basis, carrying at least 50 percent of academic program courses of study directly related to test and evaluation, an allied branch of study, or related arts and sciences. Upon graduation with at least a bachelor's degree, the student member shall be transferred to regular membership.

**Section 3. Designations.** In addition, individual members may be designated as one or both of the following:

- A. *Charter Member.* Any member of ITEA prior to the conclusion of the first international ITEA symposium (June 24, 1983) shall be designated a charter member.
- B. *Founding Member.* Any member who was an original officer of ITEA or any member who was or is an original officer of an ITEA chapter.

**Section 4. Corporate Member.** Corporate membership may be extended to a private or public organization showing interest and activity in the field of test and evaluation by the Corporate Development Committee. Each corporate membership entitles the corporation to select a specific number of individuals employed within their organization, as specified by the Board, who will be entitled to all the rights and privileges of a Regular member.

**Section 5. Voting Privileges.** ITEA members in the categories of Student and Regular shall be entitled to cast their votes on matters brought to the general membership under the one member, one vote principle.

**Section 6. Membership Fees and Dues.**

- A. There are no individual membership initiation or entrance fees, but one full year's dues shall be payable upon joining the Association. A single yearly dues rate shall establish membership on an annual basis. Renewal payments are due in the anniversary quarter (quarters being defined as first [Jan–Mar], second [Apr–Jun], third [Jul–Sep], fourth [Oct–Dec]) of initial individual membership in ITEA and shall be considered to be in arrears thirty days after the end of the quarter.
- B. All members in the individual categories shall pay an annual membership fee as specified by current procedures established by the Board of Directors.
- C. Corporations shall pay an annual membership fee as specified by the Board and renewable per paragraph A above.
- D. Each member of the Association shall be entitled to receive publications of the Association in accordance with terms approved by the Board of Directors.

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### ARTICLE V MEMBERSHIP MEETINGS

**Section 1. Annual Meeting.** An annual meeting of the ITEA membership shall be conducted for the purpose of introducing newly elected Directors of the Association to membership on the Board of Directors and to transact such other business as may properly come before the meeting. The annual meeting of ITEA members shall be a part of the ITEA Annual Symposium.

**Section 2. Place of Meeting.** The Directors shall approve the selection of a site for the Annual Symposium no less than five years in advance of the event.

**Section 3. Notice of Meeting.** Membership meetings in which issues require vote or affirmation of the member populace shall be announced by written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, to be delivered to each member of record entitled to vote at the meeting. Members shall be delivered notice as specified not less than 30 days prior to the date of meeting, either personally or by mail, by or at the direction of the President or the Secretary, or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the Association, with postage thereon prepaid. In the absence of a requirement for vote or affirmation on the part of the membership, notice of conduct of the annual international symposium shall be deemed sufficient notice to members of the annual membership meeting.

**Section 4. Quorum.** At any meeting of members, a majority of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. If less than a majority of the votes entitled to be cast are represented at a meeting, a majority of the votes so represented may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of the majority of the votes represented at the meeting and entitled to be cast on the subject matter shall be the act of the members. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

**Section 5. Proxy.** A written or electronically submitted proxy vote to the President or a voting member of the Board at least 5 days in advance of the meeting addressing a specific issue and how the member would like his or her vote cast, shall constitute a valid proxy. The person authorized to cast the proxy vote will confirm the eligibility of the member with ITEA corporate headquarters.

**Section 6. Closing of Books or Fixing of Record Date.** For the purpose of determining members entitled to notice of, or to vote at, the meeting of members, or in order to make a determination of members for any other proper purpose, the Directors of the Association may provide that the membership rolls shall be closed for a period of at least 10 days, but not to exceed, in any case, 50 days prior to the meeting or action requiring closing of membership roll records. In lieu of closing the membership rolls, the Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than 50

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days and, in case of a meeting of members, not less than 10 days prior to the date on which the particular action requiring such determination of members is to be taken.

**Section 7. Special Meetings.** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by majority vote of the Directors, and shall be called by the President upon petition of members representing at least five percent of the votes entitled to be cast at the meeting. No other business shall be transacted at such special meeting except as provided in the notice of the special meeting or as provided in Section 9 below.

**Section 8. Informal Actions by Members.** Unless otherwise provided by law, any action required to be taken at an annual or special meeting of the ITEA members, or any other action which may be taken at a meeting of the ITEA members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the ITEA members entitled to vote with respect to the subject matter thereof.

**Section 9. Rules of Order.** Meetings and proceedings of the Association shall be conducted in accordance with Robert's Rules of Order, except as otherwise provided in the Articles of Incorporation or these bylaws.

### ARTICLE VI BOARD OF DIRECTORS

**Section 1. General Powers.** The term Board of Directors shall apply collectively and solely to elected and appointed Directors of the Association, who shall undertake management of the business and affairs of the Association. The Directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, not inconsistent with these bylaws and the laws of the District of Columbia.

#### **Section 2. Membership.**

- A. *Number and Composition.* The number of elected Directors of the Association shall be eleven. The Board should include a broad spectrum of the T&E community and include representatives from Government, Industry, and Academia. An ancillary goal is that the Board reflects the functional diversity of the T&E community to include members of the technical, management, policy, and analysis sectors. To ensure diversification, no more than one (1) individual from the same organization will be allowed to serve on the Board simultaneously, and the Board of Directors may appoint up to four additional Board members for terms of one year, renewable no more than twice—a total of three (3) consecutive years. ITEA Board of Directors must be members in good standing of ITEA. The Executive Director of ITEA and any appointed Board advisors shall serve as *ex officio* members of the Board.

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- B. *Tenure.* Directors are elected by the membership for a period of three years. The terms of elected Directors shall be staggered in accordance with the latest approved policies and procedures. The term of appointed Directors is one year, renewable no more than twice. The term of an elected Director commences at the conclusion of the annual international symposium.
- C. *Term Limitations.* Directors may not serve more than two consecutive terms—a total of six (6) consecutive years. A Director who has served two consecutive terms may again stand for election one year after the end of his or her term.

### Section 3. Meetings.

- A. *Regular Meetings.* An annual meeting of the Directors shall be held without notice other than this bylaw in conjunction with, and at the same place as, the annual meeting of members held in conjunction with the Annual Symposium. Newly elected or appointed Board members and any appointed Board advisors are invited to attend this meeting as non-voting members. The Directors may provide, by a resolution, the time and place for the holding of other regular meetings without notice other than such resolution.
- B. *Order of Business.* The order of business at all Board meetings shall be as follows:
- (1) Call to Order
  - (2) President's Remarks
  - (3) Approval of Minutes of Preceding Meeting
  - (4) Treasurer's Report
  - (5) Reports of Committees
  - (6) Reports of Regional Vice Presidents
  - (7) Report of the Executive Director
  - (8) Unfinished Business
  - (9) New Business

The order of business for the annual meeting may vary as directed by the Board of Directors. Issues requiring vote or affirmation of the ITEA membership may be placed on the meeting agenda under the categories of either unfinished or new business, by majority vote of the Directors or, in the case of a special meeting, by the President, majority vote of the Directors, or by the meeting petitioners.

- C. *Special Meetings.* A special meeting of the Board of Directors may be called by the President on notice to all Directors, and shall be called by the President upon receipt of petition by a majority of Directors or five percent of the membership. Notice of such special meetings shall include the time and place of the meeting, the purpose of the meeting, and names of the Directors calling the meeting, if appropriate. All Directors must be notified of the special meeting no later than ten days prior to the date of the meeting.

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**Section 4. Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. A Director is deemed to be “present” at any meeting where, through the use of a communications device, each Director simultaneously can hear and be heard by all other Directors. Any action required, or permitted to be taken, by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent, and such consent be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provisions of this section which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that the bylaws authorized the Directors to so act and that such action shall be *prima facie* evidence of such authority.

**Section 5. Quorum.** At any meeting of the Directors, a simple majority (based on the total number of Directors) shall constitute a quorum for the transaction of business. Once established, a quorum exists until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

### **Section 6. Election, Resignation, Removal, and Appointment of Directors.**

- A. *Election of Directors.* Members of the Board of Directors shall be elected by the membership of the Association. The election shall be conducted electronically or by means of a mailed ballot for those who do not have an email address on record at ITEA headquarters. The election is conducted annually no less than two months prior to the annual international ITEA symposium meeting.
- (1) The Elections Committee, a standing committee of the Board, will oversee the nomination and election of Directors. The Election Committee will consist of a Chair, appointed by the President and approved by the Board for a non-renewable term of three (3) years, and of no less than four (4) additional members. One seated member of the Board of Directors may serve as a member on, but not as Chair of, the Elections Committee. Election Committee members, including the Chair, must be free of bias and either not eligible or not interested in election or appointment to the Board. The Executive Director of ITEA shall serve, and the immediate past-President of the Board shall be invited to serve, as *ex officio* members of the Committee.
  - (2) Nominations will be solicited from the Chapters, the Board of Directors, the Senior Advisory Board, and members at large. All candidates for appointment and election to the Board, including incumbent Directors, must be nominated and must also complete a standard information form provided by the Elections Committee. To be eligible for any of the Director positions, candidates must have been a member of ITEA for at least two (2) years, meet all published deadlines, and be current in payment of membership dues. All candidates must meet any additional requirements for nomination that may be established in ITEA policies and procedures.
  - (3) The Elections Committee shall issue a “Call for Nominations,” which shall include, at a minimum, the following information: A description of the duties and responsibilities of the Board of Directors as a whole and of each open Director position; The term of service; Meeting attendance requirements; Requirements for executing fiduciary responsibilities; Requirements for

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avoiding conflicts of interest; Requirements to uphold the policies and procedures of ITEA; and, Deadlines for the nominations and election process.

- B. *Resignation.* A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of such resignation shall not be necessary to make it effective.
- C. *Removal of Directors.* Any or all of the Directors may be removed for cause by vote of the members or by action of the Board. "For cause" shall mean conduct by the Director amounting to criminal conduct, fraud, dishonesty, gross malfeasance, gross negligence, or gross incompetence, or repeated public conduct by the Director contrary to the policies of ITEA or contrary to the express direction of the Board. Directors may be removed without cause only by vote of the members.
- D. *Vacancy.* A vacancy in the Board of Directors caused by illness, death, resignation, removal, or other inability to serve, may be filled by the remaining Directors for the remainder of the term. Candidate nominations will be recommended to the Board by the Elections Committee.
- E. *Appointment of Directors.* Candidates for *appointment* to the Board of Directors (e.g., to fill a position rendered vacant by the resignation or removal of an elected Director or to fill one of the designated appointed positions) shall include a review of their credentials by the Elections Committee.

**Section 7. Compensation.** No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board of Directors a fixed sum and expenses for actual attendance at each regular or special meeting of the Board may be authorized. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

**Section 8. Presumption of Assent.** A Director of the Association who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 9. Executive Committee (EXCOM).** The Executive Committee is established to include the principal officers of the Association (President, Vice President, Secretary, and Treasurer) to undertake the routine operation of the Association. Any action permitted to be taken by the Board of Directors, but not reserved by statute or these bylaws to be the exclusive prerogative of the Board, may be taken by the Executive Committee between meetings of the Board of Directors. The Executive Director of ITEA shall serve as *ex officio* member of the EXCOM.

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### Section 10. Senior Advisory Board and Committees.

- A. *Senior Advisory Board.* The Senior Advisory Board (SAB) is established to assist the President, Executive Committee, and Board of Directors in an advisory capacity in preserving and furthering the goals and objectives of the Association.
- B. *Committees.* Unless specifically provided otherwise, Chairpersons of committees shall be appointed by the Board President, upon approval by a majority of the Board; and, committee members shall be appointed by committee chairs. Proceedings of all committee meetings will be recorded and made available to the Board of Directors.

**Section 11. Publications.** Publications may be authorized by the Board of Directors as deemed necessary to further the goals and objectives of the Association.

**Section 12. Government Advisors.** To assist the Board in achieving its stated goal of including a broad spectrum of the T&E community, including representation from Government, the Board may appoint from time to time, as the needs of the Board dictate, individuals who are employed by the Government to act as Advisors to the Board. Appointments shall be made by the President subject to approval by the Board. An individual does not need to be a member of the Association to serve as a Government Advisor to the Board.

Government Advisors to the Board shall be appointed to serve for a term of one year, renewable no more than twice—a total of three (3) consecutive years. Government Advisors to the Board shall attend all regular meetings of the Board and may participate in debate. They shall not, however, vote in board matters, nor shall they participate in executive sessions, unless specifically invited by the Board.

While serving as a Government Advisor to the Board, a government-employed individual shall be responsible for consulting with their agency/department ethics counsel regarding the appropriateness of their involvement with serving as an Advisor to the ITEA Board, and ensuring their compliance with any and all guidelines provided by their agency/department ethics counsel. Additionally, the Board will abide by those agency/department ethics counsel provided guidelines.

## ARTICLE VII OFFICERS

**Section 1. General.** The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected from and by the Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Directors. The same person may not hold more than one officer position. All officers of the Association shall serve for a period of one (1) year or until his or her successor shall have been elected and qualified. The maximum number of consecutive terms any Director may serve in the same office shall be limited to two (2)—a total of two (2) years. All officers serve without salary.

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### Section 2. Election, Vacancies, and Removal.

- A. In conjunction with the annual international ITEA symposium, officers of the Association shall be elected at a special meeting of the Board members who will serve in the coming year. Following verification of the results of the annual Board of Directors election, the Chairman of the Elections Committee, in consultation with the Board, shall prepare a slate of candidates for each office (President, Vice President, Secretary, and Treasurer) for the coming term. Candidates will only be nominated for one office and will be selected from Board members who will serve during the coming year. The Elections Committee will verify the slate. Upon verification, a draft ballot will be prepared for presentation at the special meeting of the Board. During that meeting, the Chairman of the Elections Committee, or a designated representative, will be the presiding official of the election process. Only members of the Board who will serve in the coming year will participate in the election. A call for nominations from the floor shall be held, and additional candidates will be written into the draft ballot. Upon approval of the final ballot by a voice vote of the Board, the election of officers will be held by secret ballot. The votes will be counted by the presiding elections official, assisted by the Executive Director. Newly elected officers shall take their offices at the conclusion of the annual international ITEA symposium.
- B. A vacancy in office caused by illness, death, resignation, removal, disqualification, or otherwise may be filled by the Directors for the unexpired portion of the term. Any officer or agent elected by the Directors may be removed by the Directors whenever in their judgment 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 person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

**Section 3. President.** The President shall be the principal executive officer of the Association and, subject to the control of the Directors, shall in general supervise and control all the business and affairs of the Association. He or she shall, when present, preside at all meetings of the members, the Directors, and the Executive Board. The President may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time. The President's authority is limited only by direction of the Board or these bylaws. At the conclusion of his or her term as President, if that individual's term as a Director has expired, he or she may remain on the Board *ex officio* as the Immediate Past President for a term of one (1) year.

**Section 4. Vice President.** In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

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**Section 5. Secretary.** The Secretary shall record the proceedings of the Board of Directors meetings and Executive Committee meetings, see that all notices are duly given in accordance with the provisions of these bylaws or as required, be custodian of the corporate records and of the seal of the Association, and keep a register of the post office address of each member which shall be furnished to the Secretary by such member, have general charge of the membership roll records of the Association, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. With the approval of the Board of Directors, the Secretary may delegate specific duties to the Executive Director.

**Section 6. Treasurer.** If required by the Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, under the direction of the Board of Directors, receive and give receipts for moneys due and payable to the Association from any source whatever, and deposit all moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with these bylaws and, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Directors. The Treasurer shall be a member of the Ways and Means Committee. With the approval of the Board of Directors, the Treasurer may delegate specific duties to the Executive Director.

### **ARTICLE VIII REGIONAL VICE PRESIDENTS**

**Section 1. Definition.** An ITEA region is a geographic area containing two or more ITEA chapters. Regional Vice Presidents are nominated and elected by the Chapters of the region, represent the region's interests to the Board, and communicate the Association's policies and intent to the chapters of their region. Regional Vice Presidents are elected for a term of two years. A vacancy caused by the illness, death, resignation, removal or other inability to serve of a Regional Vice President may be filled by the Directors for the remainder portion of the term. Candidate nominations will be recommended to the Board by the Chairman of the Chapter and Individual Membership Committee. Regional Vice Presidents shall be members of ITEA in good standing.

**Section 2. Functions.** The four major functions of a Regional Vice President are: provide support in conducting chapter affairs; represent chapter interests and concerns to the Board of Directors; support the Board of Directors by communicating the Association's directions, policies, and intent to chapters of the region; and initiate and coordinate activities between regions. Regional Vice Presidents are invited to participate in Board of Directors meetings as members of the Chapter Development and Membership Committee, but are not permitted to vote on motions before the Board.

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### ARTICLE IX CHAPTERS

**Section 1. Criteria.** Chapters may be created to recognize those active ITEA members who are supporting the goals, objectives, and activities of the Association and its Board of Directors. A chapter of the International Test and Evaluation Association shall be considered in existence when all of the following criteria have been met:

- A. At least ten ITEA members in good standing agree to the formation of a chapter and attend the chapter organizational meeting. Individuals who join ITEA at the organizational meeting are considered to be in good standing.
- B. The members of the proposed chapter host an organizational meeting and conduct, as a minimum, the following business actions:
  - (1) Elect chapter officers
  - (2) Adopt these bylaws
  - (3) Adopt an acceptable geographic name for the chapter, and
  - (4) Notify the ITEA Board of Directors by letter of the above actions.
- C. Upon receipt of the organizational letter signed by ITEA members participating in the forming of the proposed chapter, the Board of Directors will accept and acknowledge the organization as a chapter in good standing.

**Section 2. Officers, Chapter Elections, and Term of Office.** Chapters of the International Test and Evaluation Association shall have, as a minimum, the following officers: President, Vice President, Secretary, and Treasurer. A single individual may hold more than one office at any one time, except the offices of President and Treasurer. All chapter officers should be elected in the first quarter of the calendar year, if possible, by vote of the chapter membership and should hold office for a period of one year or until a successor shall have been duly elected or appointed. Such other officers and assistant officers as may be deemed necessary may be appointed by the chapter President.

**Section 3. Vacancies.** In the absence of the President, the chapter Vice President shall assume the duties and responsibilities of the President. All vacancies of office may be filled by appointment by the President for the unexpired portion of the term.

**Section 4. Chapter Events.** Chapters may sponsor local educational events (e.g. Chapter meetings, luncheons, and short courses) or host ITEA events (e.g. Annual Symposium, workshops, and conferences) as approved by the Board of Directors. A budget must be submitted to the ITEA EO for any Chapter event, ITEA or local, where anticipated receipts and expenditures are expected to exceed \$1,500. The budget will be reviewed by the Events Committee and the Ways and Means Committee prior to submission to the Board of Directors for approval. It is the intention of the Board of Directors to supplement Chapter funds for efforts in conducting financially successful events. Revenue generated by Chapter events will be distributed in accordance with guidelines outlined in the *Operating Procedures Manual* and the *ITEA Scholarship Program Policy*. Revenue will be deposited in a Chapter Education account established by the Association Treasurer. In order for a Chapter to utilize the funds in the Chapter Education account, a written request must be submitted to the Association Treasurer or

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the ITEA Executive Director. Funds will be distributed in \$500 increments for any use permitted by the bylaws of ITEA, governing tax regulations, and in accordance with the *ITEA Scholarship Program Policy*. The purpose and total obligations must be clearly stated for each request.

**Section 5. Dissolution of a Chapter.** The ITEA Board of Directors may dissolve a chapter if the chapter has failed to satisfy its obligations or to observe adherence to the ITEA bylaws. A chapter may be declared inactive and subject to be dissolved if the current membership is less than ten, or there are no active officers, or no meetings have been held during a two-year period. Three months prior to action by the Board of Directors, the chapter will be notified of pending action, and the chapter will be given an opportunity to present arguments for or against being dissolved. If a chapter is dissolved, all property, assets, and records shall, after payment of its bona fide debts, be conveyed to the Association.

### ARTICLE X SENIOR ADVISORY BOARD AND COMMITTEES

**Section 1. Senior Advisory Board.** A Senior Advisory Board (SAB) is established to assist in preserving and furthering the goals and objectives of ITEA. The SAB will advise the President and the Board of Directors on matters of policy and strategic planning. The SAB should be cognizant of all the ITEA activities to assure the propriety of these actions and determine that they relate to test and evaluation and are consistent with the goals and objectives of the Association as defined in the Articles of Incorporation and bylaws. The SAB will accomplish such other tasks as may be requested by the President and/or the Board of Directors. The Chapters and Committees may call upon the SAB, through the Executive Committee, for advice and counsel within the expertise of the SAB. The Board is advisory in nature and will not normally concern itself with the day-to-day operation of the Association.

- A. *Membership.* The Senior Advisory Board shall consist of no less than three members. A member must be an immediate past President of ITEA or a member with recognized experience in test and evaluation from government, industry, or academia. Members will be selected and approved by the Board of Directors. The immediate past President of the Association will be the Chairman of the Senior Advisory Board. In the event the immediate past President cannot serve in this capacity, the Chairman will be appointed by the President and be approved by the Board of Directors. The Chairman will recommend qualified persons to fill existing vacancies or to fill vacancies created by departed members. The members, with the exception of the Chairman, will be appointed for a two (2) year period from the time of their appointment. With the exception of the immediate past President, no member of the Senior Advisory Board shall serve concurrently as a member of the Board of Directors.
- B. *Meetings.* The Chairman will conduct meetings at a time and place coordinated with the members. A meeting should be held at least quarterly to keep the members fully abreast of ITEA activities. Other meetings shall be called to address specific tasks as required.
- C. *Reports.* All reports of the SAB (oral or written) will be submitted through the President for distribution to all Board members.

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**Section 2. Committees.** Committees and their memberships may be created and abolished by the Board of Directors to provide assistance in areas as deemed necessary to further the goals and objectives of the Association. Committees active at this time and their responsibilities are as follows:

- A. *Awards Committee.* Conducts an annual awards program with an awards presentation ceremony at the annual international symposium.
- B. *Chapter and Individual Membership Committee.* Develops strategies for individual membership growth and chapter development. The Committee will consist of a Chair, Region Vice Presidents, and Chapter Presidents. The Chair is responsible for coordinating the activities of the Regional Vice Presidents.
- C. *Communications Committee.* Conducts a program for the exchange of ideas and information in the field of test and evaluation with allied branches of government, industry, academia, and professional societies.
- D. *Corporate Development Committee.* Develops strategies for corporate membership growth and maintains liaison with ITEA corporate members.
- E. *Elections Committee.* Prepares a slate of candidates and oversees the annual election of the Board of Directors and officers of the Association.
- F. *Events Committee.* Plans, schedules and supports a multi-year calendar of ITEA-sponsored and co-sponsored symposia, workshops, and conferences.
- G. *History Committee.* Documents the history of ITEA and specific issues, problems, and developments in the field of test and evaluation.
- H. *Professional Development Committee.* Plans and develops professional development programs and education curriculums in T&E that increase the knowledge, skills and abilities of ITEA members, advance the field of T&E, and elevate the status of the T&E professional. Oversees ITEA's scholarship program.
- I. *Publications Committee.* Develops and maintains a formal publications program including publishing quarterly *The ITEA Journal* and sponsors publications concerning test and evaluation.
- J. *Rules and Bylaws Committee.* Ensures the activities of the Association are conducted in accordance with these bylaws and conform to the policies and procedures of the Association. Reviews, updates, and amends the governing bylaws of the Association in accordance with the desires of the Board of Directors and the membership.
- K. *Strategic Planning Committee.* Develops and coordinates long-range strategies for achieving the goals of the Association as articulated in the bylaws and subordinate objectives.
- L. *Technology Committee.* Stays abreast of new technologies of interest to test and evaluation practitioners and develops techniques to address the technologies from a test and evaluation perspective.
- M. *Ways and Means Committee.* Manages the financial planning and annual budget process for the Association. The Ways and Means Committee will consist of a Chair, who will be a sitting member of the Board but not a Board Officer, the Board Treasurer, and one non-Board member appointed by the President and approved by the Board. The Executive Director of ITEA shall serve as *ex officio* member of the Committee.

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Committee chairpersons are responsible for documenting the activities of their committees and for distributing activity reports to all Board members.

### ARTICLE XI CONTRACTS, LOANS, CHECKS AND DEPOSITS

**Section 1. General.** The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts.** All checks, drafts or other 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 Directors.

**Section 4. Deposits.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Directors may select. The Board shall determine the allocation of reserve or surplus funds of the Association among alternative deposits or applications. The Association's accounts shall be audited in accordance with generally accepted accounting principles at the end of every fiscal year, and at such other times as the Board may direct. The audited annual statement shall be made available to the members.

**Section 5. Fiscal Policy and Procedures.** Detailed fiscal policy and procedure of the Association shall be provided in a separate *Financial Procedures Manual* approved by the Directors. The financial records of the Association shall be open to inspection by any member.

### ARTICLE XII FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January of each year and coincide with the calendar year.

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### **ARTICLE XIII SEAL AND SYMBOLS**

**Section 1. Corporate Seal.** The Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, or the District of Columbia, year of incorporation and the words “Corporate Seal.”

**Section 2. Logo.** The logo of the International Test and Evaluation Association shall be used only in accordance with usage guidelines developed by ITEA.

### **ARTICLE XIV WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the Association under the provisions of these bylaws, or under the provisions of the articles of incorporation, 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 XV AMENDMENTS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by two-thirds (2/3) majority vote of the Board of Directors. Any proposed amendment, along with an announcement stating the place, day, and hour of the Board meeting at which the amendment will be considered, shall first be provided by written or printed notice to all Directors, Committee Chairs, Regional Vice Presidents, Chapter Presidents, and the membership at large for member review at least 60 days prior to adoption by the Board of Directors. Amendments may be considered at any regular or special Board meeting when the proposed amendment has been set out in the notice of such meeting.

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### ARTICLE XVI FULL- AND PART-TIME EMPLOYEES

**Section 1. Executive Director.** The administration of the day-to-day activities of the Association and the supervision of the Association's employees and staff shall be vested in a full-time Executive Director (ED) who will report to, and serve at the pleasure of, the President and the Board of Directors of ITEA.

- A. The ED shall be responsible for all staffing decisions in the Executive Office (EO).
- B. Through the EO, the ED shall implement all policies enacted by the Board.
- C. Through the EO, the ED shall provide support, as needed, to the Board, its Officers and Directors.
- D. Through the EO, the ED shall maintain liaison with, and provide support to, all standing and *ad hoc* committees.
- E. The ED shall work with the Ways and Means Committee to develop annual budgets, and shall operate the affairs of ITEA within the budgets approved by the Board.
- F. The ED shall have authority to sign all official instruments and documents which do not specifically require the signature of the Board President, Secretary, or Treasurer.
- G. The ED shall perform other duties as delineated in the position description and as assigned by the Board.

**Section 2. Other Full- and Part-Time Employees.** Upon the recommendation of the Executive Committee, the Board of Directors shall consider the establishment of such additional full- and part-time positions as it shall deem necessary for the conduct of Association business.

**Section 3. Salary and Bonus Parameters.** Salary and bonus parameters for full-time employees shall be recommended by the Executive Committee and approved by the Board of Directors.

### ARTICLE XVII NON-DISCRIMINATION

ITEA shall not discriminate unfairly against any member, prospective member, employee, prospective employee, or other person because of race, color, gender, age, religion, national origin, or any other basis prohibited by law.