

INTERNATIONAL ASSOCIATION OF CERTIFIED THERMOGRAPHERS

BYLAWS

(Revised 03/25/08)

**ARTICLE I
NAME AND PURPOSE**

- Section 1. Name. The name of the organization shall be International Association of Certified Thermographers.
- Section 2. Purpose. The purposes of the International Association of Certified Thermographers are to advocate and promote the common association and interests of certified thermographers, promotion and education with respect to thermography and the thermography industry, and to engage in educational activities directed towards the improvement of business conditions of the thermography industry and certified thermographers
- A. to build consumer awareness of the importance of infrared thermography in areas and industries including building sciences, condition monitoring, and medical applications, and to enhance to the professionalism of current and future thermographers;
 - B. to promote, educate and provide information to the general public and thermographers in all areas or industries involving infrared thermography and on the latest advances and equipment involving infrared thermography;
 - C. to fund research involving infrared thermography as applied to engineering, architecture, medicine and other areas and industries;
 - D. to engage in education, promotion, and governmental relations regarding the establishment, administration and/or maintenance of state or federal certifications for various disciplines involving thermography; and
 - E. to promote ethical standards of practice and to provide the public with a means of selecting an ethical and well-trained thermographer.

**ARTICLE II
OFFICES**

- Section 1. Offices. The registered office and agent of the Association shall be in the State of Virginia, but the Association may conduct its business within or outside of the Commonwealth, as the Board of Directors ("Board") deems advisable. The central operational offices of the Association shall be 4248 Park Glen Road, St. Louis Park, Minnesota.

**ARTICLE III
MEMBERSHIP**

Section 1. Member Classes. There shall be four classifications of membership: Certified Individuals, Non-Certified Individuals, Associate Members and Honorary.

- A. Certified Individual members shall be professional thermographers, excluding those Members that are engaged solely in clinical work or applications of thermography in the medical field, that have satisfied all thermography certification qualifications as established from time to time by the Board of Directors. Certified Individual members shall have the right to vote on matters, which require a vote of the membership, hold elected office and serve on committees.
- B. Non-Certified Individual members shall be professional thermographers who do not qualify as Certified Individual members. Non-Certified Individual members shall have the right to serve on committees, but shall not have the right to hold elected office or the right to vote.
- C. Associate Members shall be companies or other organizations that have an interest in advancing the purpose of the Association. Associate Members shall have the right to serve on committees, but shall not have the right to hold elected office or the right to vote. The Associate Member class shall be divided into categories as determined by the Board of Directors from time to time.
- D. Individuals may be made honorary members upon unanimous approval by the Board of Directors. Honorary members shall have the right to serve on committees, but not have the right to hold elected office or the right to vote. Honorary membership status can be revoked at any time by a vote of the Board of Directors.

Section 2. General rules applicable to members.

- A. No member of any class shall have any preemptive right to acquire any other issued or unissued membership interest of any class, real or personal property of the Association.
- B. All members shall read and comply with the Association's Code of Ethics, and will abide by such Code of Ethics and all other rules and regulations of the Association.
- C. All members acknowledge that the Association is a membership organization, not a certification body or authority, and that membership in the Association by itself in no way allows a member to state, print or imply that the member is a "certified thermographer".

- D. Membership in the Association is not transferable or assignable, unless such transfer or assignment is approved by the Board of Directors.
- E. Membership dues, which may differ for each member class, shall be established from time to time by the Board of Directors and shall be payable at the times specified by the Board.
- F. The members of the Association shall not be personally liable for any debt or obligation of the Association.

Section 4. Payment of Dues and Termination.

- A. Any person eligible for membership may become a member upon completion of application and payment of first annual dues. Honorary members shall be exempt from paying dues.
- B. All members shall pay annual dues on an annual basis to coordinate with the Association's fiscal year.
- C. In the event any member shall become delinquent in the payment of dues for thirty (30) days, such member shall be notified of the delinquency; if such a delinquency continues for a period of thirty (30) days after such notice, such delinquent member shall automatically be declared in default and be suspended from this organization until such time as the dues are paid. Said member shall not receive any benefits of the organization during this suspension.
- D. The Board of Directors may suspend or expel any member, or impose other disciplinary measures, for good cause, including but not limited to failure to fulfill any obligation of membership; fraudulent behavior, the violation of any criminal law; or conduct which may bring disrepute upon the field or profession of thermography or upon the Association.

**ARTICLE IV
MEETINGS OF MEMBERS**

Section 1. Annual Meeting. An annual meeting of the members shall be held each year for the election of Directors and the transaction of such other business as may come before the meeting at such time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings. The Chair, the Board of Directors, or not less than twenty-five percent of the members may call special meetings of the members.

Section 3. Location. The Board of Directors may designate any place, either within or outside the State of Virginia, as the place of meeting for any annual members meeting or for any special meeting of the members.

- Section 4. Notice. Written notice of each meeting of the members, stating the time and place of it, will be mailed, postage prepaid, not less than five (5) nor more than sixty (60) days before the meeting, excluding the day of the meeting, to each member of this Association at his or her last known address. Any member may waive notice of a meeting, before, at or after the meeting, orally, in writing, or by attendance. They deem attending at a meeting a waiver unless the member objects at the beginning of the meeting to the transaction of business because no one has lawfully called or convened the meeting, or objects before a vote on an item of business because the item may not lawfully be considered at the meeting and the member does not participate in the consideration of the item at that meeting. When they have adjourned any meeting of the members to another time and place, they need not give notice of the adjourned meeting other than by announcement at the meeting at which adjournment is taken.
- Section 5. Quorum and Manner of Acting. Members holding one-tenth of the votes entitled to be cast on a matter, represented in person or by proxy, shall constitute a quorum for consideration of such matter at a meeting of members. If a quorum is present, the affirmative vote of a majority of the votes present and voted will be the act of the members, except in those cases where it is otherwise provided by law, these Bylaws, or by the Articles of Incorporation. In the absence of a quorum, a majority of the members present may adjourn the meeting without further notice.
- Section 6. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by duly executed proxy.
- Section 7. Written Action. Any action taken at a meeting of the members may be taken without a meeting by written action signed by all members entitled to vote on that action.
- Section 8. Written or Electronic Ballot. At the discretion of the Board of Directors, any action that may be voted on by the members at a meeting of members may instead be submitted to the members for vote by ballot, written or electronic, as allowed by the Virginia Nonstock Corporation Act.

ARTICLE V BOARD OF DIRECTORS

- Section 1. General Powers. The business and affairs of the Association shall be managed by a Board of Directors.
- Section 2. Number and Qualification. Each Director must be a Certified Individual Member of the Association. The Board of Directors shall consist of at least five (5) but not more than nine (9) members. The exact number of members on the Board of Directors shall be determined by the standing Board of Directors.
- Section 3. Nomination. A nominating committee appointed by the Board of Directors shall nominate candidates for each position of Director and shall present such nominations for approval by the Board.

Section 4. Election and Term. The members of the Association shall elect the members of the Board of Directors via a hardcopy, electronic or face-to-face vote to be conducted no less than thirty (30) and not more than ninety (90) days prior to the Annual Meeting of members. Directors shall be elected for a term of three years, to begin immediately following the annual members meeting at which they are installed. No Director may be elected to more than two consecutive three-year terms. A Director shall continue to hold office until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal in the manner hereinafter provided.

Section 5. Meetings.

A. Regular Meeting. A regular meeting of the Board of Directors shall be held within fourteen (14) days after the annual members meeting at such date, time, and place as may be fixed by resolution of the Board.

B. Special Meetings. Special meetings of the Board of Directors shall be held when called by written notice signed by the President, Chair or by one-third of the Directors other than the President or Chair. The notice shall specify the date, time, and place of such meeting and the nature of any business to be considered. The notice shall be sent to all Directors not less than fourteen (14) days prior to the scheduled time of the meeting.

C. Meeting by Means of Electronic Communication. Members of the Board of Directors, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of a telephone conference or similar means of communication by which all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this section will constitute presence in person at such meeting. The notice shall be sent to all Directors not less than three (3) business days prior to the scheduled time of the meeting.

Section 6. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the then remaining members of the Board of Directors, unless the board chooses to submit that selection to a vote of the members. A Director appointed by the Board to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, unless the Board chooses to fill such vacancy only until the next annual members meeting. A Director who fills a vacancy remains eligible thereafter to complete two consecutive three-year board terms.

Section 7. Resignations. A Director may resign at any time by filing a written resignation with the Board of Directors, Chair or President.

Section 8. Removal. Any Director may be removed from office, with or without cause, and another person may be elected to his or her place to serve for the remainder of his or her term, by a two-thirds majority of votes present and voted at an annual members meeting or any special meeting of the members called with written notice for that purpose. In case any vacancy so created is not filled by the members at such meeting, the vacancy may be filled by the Directors as provided above.

- Section 9. Quorum and Voting. A majority of the directors are a quorum for the transaction of business at any meeting of the Board of Directors. Without a quorum, a majority of directors present may adjourn the meeting until a quorum is present. If a quorum is present when they have a duly called or held meeting, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum. The Board of Directors will take action by the affirmative vote of a majority of the directors present at any duly held meeting, except as to any question upon which any different vote is required by law, the Articles of Incorporation, or these Bylaws.
- Section 10. Action by Unanimous Consent. Any action required to be taken at a meeting of the Board of Directors or any other action which requires Director approval may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent may be evidenced by email or other electronic response.
- Section 11. Compensation. Except for the President, Directors shall not receive any salary for their services as Directors or hold a paid position with the Association while serving on the Board of Directors. Directors shall be entitled to reimbursement of expenses incurred in the conduct of the business of the Association with the prior approval of the Board.

ARTICLE VI

OFFICERS

- Section 1. Officers. The officers of the Association shall be a President, Chair of the Board; a Chair-Elect; a Secretary; a Treasurer; and such other subordinate officers filling such other positions as the Board shall, from time to time, deem appropriate.
- Section 2. Qualification. Each officer shall be a Certified Individual member of the Association and, except for the President, be an elected member of the Board of Directors, or a Director appointed by the Board to complete a vacated Board seat.
- Section 3. Election and Term. All officers, except for the President, shall be elected annually by the Board of Directors at its regular meeting immediately following the annual members meeting. Vacancies may be filled and new subordinate officer positions may be created and filled at any meeting of the board. An officer may be elected to succeed himself or herself in any office. Each such officer shall hold office until a successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal in the manner hereinafter provided. The President shall serve without term and be selected by the Board of Directors.
- Section 4. Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Resignations. An officer may resign at any time by filing a written resignation with the Board Chair or Association President.

Section 6. Removal. Any officer of the Association may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby, but any such removal shall be without prejudice to the contract rights, if any, of the person removed. Removal of the President shall require a unanimous vote of the Board of Directors, except for the President. An officer who ceases to qualify as an officer shall automatically, without further action of the Board of Directors, cease to hold the officer position to which he or she was elected.

Section 7. Roles and Responsibilities.

- A. President. The President shall be the Chief Executive Officer of the Association and shall perform such other duties as shall be prescribed from time to time by action of the Board.
- B. Chair. The Chair shall preside at all meetings of the Board and have such other duties and powers as the Board may assign.
- C. Chair-Elect. The Chair-Elect of the Board shall, in the absence or disability of the Chair, perform the duties and exercise the power of the Chair, shall perform such duties as shall be prescribed from time to time by action of the Board, and shall succeed to the office of Chair should a vacancy in the office of Chair occur.
- D. Treasurer. The Treasurer shall perform the duties normally incumbent upon the office of Treasurer and such other duties as shall be prescribed from time to time by action of the Board.
- E. Secretary. The Secretary shall have the authority to certify the Bylaws, resolutions of the members and Board of Directors, and other documents of the corporation as true and correct copies thereof and shall perform the duties normally incumbent upon the office of Secretary and such other duties as shall be prescribed from time to time by action of the Board.

Section 8. Compensation. No officer, except the President, shall receive any salary for their services as an Officer. Officers shall be entitled to reimbursement of expenses incurred in the conduct of the business of the Association with the prior approval of the Board. The President may serve in a volunteer or compensated capacity. Compensation and all related arrangements for the President will be determined by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. General. The Board of Directors may designate one or more standing or special committees. Each committee shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the President or Board of

Directors from time to time. Each committee shall have one or more directors, and all committee members shall serve at the pleasure of the Board.

Section 2. Standing Committees.

- A. Executive Committee. The Board of Directors may act through an Executive Committee, or other committees specified in resolutions adopted by the Board of Directors. The executive committee will consist of the President, Board Chair, Board Chair Elect, and such other members of the Board as appointed by the Chair and approved by the board. The executive committee will consist of no more than five members and no less than three members. The executive committee will have the duties and responsibilities imposed on it from time to time by the President and/or the Board of Directors, and will always be subject to the direction of the Board of Directors. The Committee will maintain minutes of all proceedings.
- B. Nominating Committee. There shall be a nominating committee that solicits, collects, reviews and recommends nominations of open Board of Director's seats for recommendation to the Board. The Nominations committee shall consist of the President, Board Chair, and such other members of the Board as appointed by the Chair and approved by the board. The executive committee will consist of no more than five members and no less than two members. The nominations committee and will always be subject to the direction of the Board of Directors. The Committee will maintain minutes of all proceedings.

Section 3. Ex Officio Member. The President will be an ex officio member, with voting rights, of every committee of the Association.

ARTICLE VIII
WAIVER OF NOTICE

Section 1. Waiver of Notice. The attendance of any person at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given. Any notice required to be given under law or under the provisions of the Articles of Incorporation or these Bylaws may be waived in writing, either before or after the holding of the meeting, by the person or persons entitled to such notice. Such written waiver shall be deemed equivalent to the giving of such notice.

ARTICLE IX
INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHERS

Section 1. Indemnification. The Association shall defend, indemnify and hold harmless an individual as provided in the Articles of Incorporation of the Association.

ARTICLE X
RECORDS AND REPORTS

Section 1 Corporate Records. The Association shall keep as permanent records its Articles of Incorporation or restated Articles of Incorporation and all amendments thereto and Bylaws or restated Bylaws and all amendments thereto currently in effect, annual reports filed with the Virginia State Corporation Commission, minutes of all meetings of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Association. The Association shall maintain appropriate accounting records. The Association or its agent shall maintain the names and business addresses of its officers and directors. The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. Books and records of the Association may be inspected by any member entitled to vote or such member's agent or attorney, for any proper purpose at any reasonable time, as mandated by the Virginia Nonstock Corporation Act.

ARTICLE XI
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December each year.

Section 2. Checks, Drafts, and Deposits. All checks, drafts, or other orders for payment of money and notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers or agent or agents of the Association in such manner as shall from time to time be determined by the Board of Directors.

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 selected by the Board of Directors.

Section 3. Contracts. Subject to any specific provisions of the Articles of Incorporation or of these Bylaws relating thereto, the Board of Directors may authorize any officer or agent of the Association to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Association. The authority granted pursuant hereto may be general or limited, as determined by the Board.

Section 4. Amendments. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors, provided that written notice of the intention to alter, amend, repeal, or adopt new Bylaws is included in the notice for such meeting.

Section 5. Dissolution. Except as specifically provided in these Bylaws, no part of the assets, income, profits, or net earnings of the Association shall inure to the benefit of or be distributed to its members, Directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered or debts owed and to make payments and distributions in furtherance of its purposes. Upon the dissolution or final liquidation of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association for an exempt purpose or purposes in such manner as the Board of Directors may determine.

Section 6. Other Matters. Any matters not specifically covered by these Bylaws shall be governed by the applicable provisions of the Code, as amended and in force from time to time.

The foregoing Bylaws for International Association of Certified Thermographers have been amended, restated, approved and adopted by the Board of Directors.