

## **Charter & Bylaws**

### **PROFESSIONAL CERTIFICATION COALITION A District of Columbia Unincorporated Nonprofit Association**

#### **Article I -- General**

1. **Name**. The name of the organization is the Professional Certification Coalition (the “PCC”), a District of Columbia Unincorporated Nonprofit Association organized and operated pursuant to DC Code, Title 29, Section 29-1101ff.
2. **Headquarters**. The PCC’s headquarters location is at the location in Washington, DC determined by the Steering Committee.
3. **Purposes**. The PCC is an education and advocacy organization that promotes and represents non-governmental professional certification organizations and programs and their service providers. The PCC advances the best interests of those who use or rely on professional certification – such as employers, reimbursers or the general public – as well as of individual professionals themselves who achieve professional certification status and designations, typically through rigorous education/training/apprenticeships and through successful completion of certification examinations.
4. **Restrictions**. All of the PCC’s policies, procedures, programs, and activities are consistent with:
  - a. Applicable federal, state and local antitrust, trade regulation or other laws and regulations; and
  - b. Applicable federal income tax exemption requirements, including the requirements that the PCC not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

#### **Article II -- Membership**

1. **Membership**. Membership in the PCC is available to organizations that meet eligibility criteria and other requirements established by the Steering Committee and may include:
  - a. Stand-alone non-governmental organizations, whether commissions, boards, agencies or other organizations, that provide professional certifications to individuals meeting criteria established by the organizations;
  - b. National nonprofit trade associations, professional societies or similar organizations that provide professional certifications to individuals meeting criteria established by the organizations;

- c. Nonprofit national organizations that provide test-related services used by government occupational licensing programs such as exam development, exam administration, exam scoring, etc.
  - d. Businesses that provide certification-related services for professional certification programs operated by themselves or others such as consulting, psychometric services, exam development, exam administration, exam scoring, etc.
  - e. Other organizations not engaged in professional certification that seek to support professional certification.
2. Admission, Resignation, Termination. Admission to membership is according to procedures approved by the Steering Committee; membership continues for as long as the member meets eligibility, dues/fees and other membership requirements and until resignation or termination. A member may resign upon notice to the PCC and payment of applicable dues/fees for a period in which the member has received PCC services. A member may be terminated for non-payment of dues/fees or discontinuation of eligibility upon notice to the member; a member may be terminated for other reasons by the Steering Committee following 20 days written notice to the member and the member's opportunity to respond.
  3. Dues/fees. Membership dues/fees, and dues/fees policies, are determined by the Steering Committee.
  4. Use of Name and Logo. Members may use the PCC's name and logo only according to policies and procedures established by the Steering Committee; others may do so only according to written licenses.

### **Article III – Membership Meetings and Voting**

1. Membership Meetings. Meetings of the members – whether in-person, by telephone conference, or by video conference – will occur at times and places determined by the Steering Committee.
2. Notice. Written notice stating the business of the meeting is provided to each member as soon as reasonably possible before each membership meeting via U.S. Postal Service mail or electronic mail.
3. Voting. Members do not vote at PCC membership meetings or otherwise. Decision-making on behalf of the PCC is by its Steering Committee.

### **Article IV – Steering Committee**

1. Steering Committee. The governing body of the PCC, its legal board of directors, is the Steering Committee, which has authority and is responsible for governance. The Steering Committee establishes membership procedures and participation rules, sets

the policy positions of the PCC, and monitors implementation of policy by agents/consultants to the PCC. The Steering Committee has exclusive authority for engaging agents/consultants and for approving their compensation.

2. Composition of the Steering Committee. The Steering Committee consists of its two permanent and irrevocable members and any other organizations that: (i) commit to support the PCC financially, (ii) operate as “umbrella” or representative organizations in the professional certification field, and (iii) are approved by the Steering Committee itself.
3. Steering Committee Permanent and Irrevocable Members. The two permanent and irrevocable voting members of the Steering Committee are each of the following, acting through such representatives as they designate:
  - a. The Institute for Credentialing Excellence; and
  - b. The American Society of Association Executives
4. Terms. Each non-permanent voting member of the Steering Committee serves indefinitely until resignation or removal.
5. Vacancies. Vacancies among voting members of the Steering Committee caused by resignation or removal are filled by the remaining members of the Steering Committee.
6. Meetings. Meetings of the Steering Committee are held at least once each year and may be called at any time on at least one day’s notice by any permanent member of the Steering Committee. Notice of a meeting may be waived by participation in the meeting or by written consent of the Steering Committee members. For each meeting a Chair may be selected by and from the Steering Committee members. Each voting member of the Steering Committee has one vote. A majority of voting Steering Committee members forms a quorum; a majority of votes where a quorum is present carries an action. Proxy voting is not permitted. Voting may occur by U.S. Postal Service mail or electronic mail where in either case an action is carried only if all Steering Committee members vote unanimously in favor of a matter. Meetings may be held electronically if each Steering Committee member can communicate with the others. Parliamentary procedure is according to Robert’s Rules of Order Newly Revised, or as otherwise determined by the Steering Committee.
7. Resignation and Removal. A Steering Committee member, other than a permanent and irrevocable member, may resign by providing written notice to the Steering Committee. A Steering Committee member, other than a permanent and irrevocable member, may be removed by a unanimous vote of the Steering Committee, with the Steering Committee member proposed to be removed not voting and following 20 days’ written notice of the proposed removal and of the rationale for removal and an opportunity for the Steering Committee member proposed to be removed to respond in writing prior to the vote.

8. Compensation. Voting Steering Committee members do not receive compensation for their services as Steering Committee members.

#### **Article VI – Advisory Council, Committees and Miscellaneous**

1. Advisory Council. At the discretion of the Steering Committee, there may be established an Advisory Council consisting of representatives of PCC member organizations that are approved by the Steering Committee and that express an interest in assisting and supporting the Steering Committee through recommendations regarding programs, activities, strategy and tactics for achieving the purposes of PCC. The Advisory Council shall meet at the times and places determined by the Steering Committee and shall address issues or subjects proposed by the Steering Committee or by the Advisory Council itself.
2. Committees and Task Forces. The appointment or dissolution of committees and task forces is as determined by the Steering Committee.
3. Indemnification. Steering Committee members are indemnified by the PCC to the full extent permitted by law.
4. Fiscal Year. The fiscal year of the PCC is July 1 to June 30.
5. Amendments. Amendments to these Bylaws are made by the Steering Committee upon a two-thirds vote.

*Adopted July 11, 2018; Amended July 29, 2018*