

September 2020

BY-LAWS
of
TIC Council Americas Inc.

Article I

Membership

Section 1. *Qualifications for Membership.* Membership (“Members”) shall consist of any corporation, firm, or other legal entity (but not an individual) (a) who is a Member with full voting rights of TIC Council, (b) who is in good standing, (c) who is currently maintaining an active business presence in the Americas, (d) who is a member of the Americas Regional Steering Committee active in the Americas, and (e) who elects to participate in the corporation.

Section 2. *Register of member representatives.* Each interested member shall nominate a representative to the Executive Director, who shall maintain a register of members’ representatives.

Section 3. *Resignation.* Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Executive Director which notice shall be presented to the Board of Directors by the Executive Director at the first meeting after its receipt.

Section 4. *Suspension and Termination.* A member may be suspended for a period or terminated for cause such as violation of any of the By-Laws, or rules or policies of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension can be effected by the Executive Director following notification to the Board of Directors of the charges and endorsement by the Board of the conditions for reinstatement. Termination shall be by a two-thirds vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail or by electronic means to the member under charges at the member’s last recorded address at least 15 days before final action is taken thereon; this statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take action in the premises. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice, prior to the Board taking any action. Termination shall be automatic if the member ceases to be a member of TIC Council.

Article II

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Article III

Dues

Section 1. *Annual dues.* The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues, if any, payable to the Corporation by members in addition to membership dues payable to TIC Council.

Section 2. *Payment of dues.* Dues shall be payable on the schedule set by the Board of Directors.

Article IV

Meetings

Section 1. *Annual meetings.* There shall be an Annual Meeting for receiving the annual reports of officers, directors, and committees, and the transaction of other business. If the day designated falls upon a legal holiday, the meeting shall be held on the next succeeding secular day not a holiday. Notice of the meeting, signed by the Executive Director, shall be provided (e.g. by mail, email or other reasonable method), except as herein or by statute otherwise provided, to the last recorded contact details of each member at least twenty days and not more than 50 days before the time appointed for the meeting.

Section 2. *Special meetings.* The Board of Directors may call special meetings at its discretion. Notice for any special meeting is to be given in the same manner as for the Annual Meeting.

All notices of meetings shall set forth the place, date, time, and purpose of the meeting.

Section 3. *Waiver.* Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this Corporation may be held at any time and at any place designated by the Board of Directors, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

Section 4. *Quorum.* The presence in person or by proxy of a majority of the Members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. A person who with the assistance of modern communications technology can hear what transpires at a meeting and be heard by all others present shall be considered to be present in person for purposes of this Article IV.

Section 5. *Voting.* Any member of a firm or an officer of a corporation delegated by it for that purpose may represent any firm or corporation at any meeting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the Members present in person or by proxy.

Section 6. *Proxies.* Every member of the Corporation entitled to vote at any meeting thereof may vote in proxy. A proxy in writing and revocable at the pleasure of the member executing it shall be valid. Unless the duration of a written proxy is specified, it shall become invalid after 11 months from the date of its execution. The Board of Directors may accept such other forms of proxy as it deems appropriate.

Section 7. *Order of business.* The order of business of meetings shall be set forth in a written agenda.

Any question as to priority of business shall be decided by the Chair without debate.

Article V

Directors

Section 1. *Number.* The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors. This shall consist of:

- Two persons designated by the Americas Regional Steering Committee which is active in the Americas from among the representatives of the Members who are members of the Corporation.
- One person designated by the TIC Council.

There shall be a minimum of three directors.

The members of the Board shall, upon selection, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Section 2. *Designation of directors and term.* The TIC Council and Americas Regional Steering Committee shall give notice of their designated director(s) in advance of the Annual Meeting next held after the adoption of these By-Laws, and subsequently every two years in advance of the Annual Meeting of the Corporation. Only individuals may serve as directors. Each director will serve for a term of two years.

Section 3. *Duties of directors.* The Board of Directors may: (1) hold meetings at such times and places as it thinks proper; (2) appoint committees on particular subjects from the members of the Board, or from other members of the Corporation; (3) audit bills and disburse the funds of the Corporation; (4) print and circulate documents and publish articles; (5) carry on correspondence and communicate with other associations interested in the testing, inspection and certification industry; (6) employ agents; and (7) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Corporation and to best protect the interests and welfare of the members.

Section 4. *Meetings of Board.* Regular meetings of the Board of Directors shall be held in conjunction with the Annual Meeting and on such other occasions as the Board determines to be appropriate. Notice of all meetings shall be sent at least twenty days before the time appointed for the meeting. The Chairman may, when deemed necessary, or the Executive Director shall, at the request in writing of two members of the Board, issue a call for a special meeting of the Board, and only ten days' notice shall be required for such special meetings.

Section 5. *Quorum.* A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the Chairman and Vice Chairman, the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten days later. The Executive Director shall give written notice of the adjourned date to all members of the Board of Directors.

Section 6. *Absence.* Should any member of the Board of Directors be absent unreasonably from three consecutive meetings of the Board without sending a communication to the Chairman or Executive Director stating the reason for so doing, and if the excuse should not be accepted by the members of the Board, the Director's seat on the Board may be declared vacant. The seat shall be filled as set forth in Section 7.

Section 7. *Vacancies.* Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by the designation of a new Director in accordance with Section 1. The designation shall take place within 120 days after the occurrence of the vacancy. The person so chosen shall hold office until the next Annual Meeting.

Section 8. *Removal of directors.* Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

Section 9. *Indemnification of Directors and Officers.* The Corporation may but shall not be required to obtain insurance for the benefit of the Corporation's Officers and Directors covering liability for their actions or defaults in connection with the Corporation's activities. The precise terms and conditions of such insurance coverage, if any, shall be the full extent of protection accorded Officers and Directors by the Corporation. The Corporation expressly disclaims any obligation to protect, indemnify or hold any person harmless.

Article VI

Officers

Section 1. *Number.* The officers of this Corporation shall be a Chairman, a Vice-Chairman, a Treasurer, and an Executive Director. Other than the Executive Director, all officers shall be members of the Board. The Executive Director is entitled to attend Board meetings but is non-voting. All officers shall be individuals.

Section 2. *Method of election.* The Board of Directors shall elect officers for a period of two years. The same officers may be elected for a subsequent term, provided that the Chairman, Vice-Chairman and Treasurer may not serve more than two consecutive terms. Term requirements may be waived by a majority vote of the Board.

At the Annual Meeting nominations shall be taken for each position. Seconds shall not be necessary but self-nominations are prohibited.

Beginning with the Chairman and proceeding through each position, a secret ballot shall be cast by each Board member currently in good standing. A majority vote will be necessary for election for each position. In the event a majority is not obtained on the first ballot, a run-off ballot shall be held between the two candidates with the most votes.

These procedures will take effect in connection with the Annual Meeting for the year 2010.

Section 3. *Duties of officers.* The duties and powers of the officers of the Corporation shall be as follows:

Chairman

The Chairman shall preside at the meetings of the Corporation and of the Board of Directors, and shall be a member ex officio, with right to vote, of all committees, and shall perform such other duties as are necessarily incident to the office of the Chairman.

Vice Chairman

In case of the death or absence of the Chairman, or of an inability from any cause to act, the Vice Chairman shall perform the duties of the Chairman.

Executive Director

It shall be the duty of the Executive Director to give notice of and attend all meetings of the Corporation, and its several divisions and all committees and keep a record of their doings and to prepare and distribute the meeting minutes for the Board meetings and meetings of the Corporation; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to collect the fees, annual dues, and subscriptions; and pay them over to the Treasurer; to notify the officers and members of the Corporation of their election; to notify members of their appointment on committees; to furnish the Chairman of each committee with a copy of the vote under which the committee is appointed, and upon request give notice of the meetings of the committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Corporation as directed; to oversee the preparation and filing such returns, reports and forms as may be required by governmental or regulatory authorities; and generally to devote best efforts to forwarding the business and advancing the interests of the Corporation.

Treasurer

The Treasurer shall keep an account of all moneys received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by any member of the Board. The Treasurer shall deposit all sums received in a bank, or banks, or trust company approved by the Board, and make a report at the Annual Meeting or when called upon by the Chairman. Funds may be drawn only upon the signature of the Treasurer. At the expiration of the Treasurer term of office, the Treasurer shall deliver over to the treasurer-elect all books, moneys, and other property, or, in the absence of a treasurer-elect, to the Chairman. The duties of the Treasurer shall be delegated to the Executive Director.

Section 4. *Vacancies.* The Board of Directors shall fill all vacancies in any office without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Section 5. *Compensation of officers.* The officers shall receive such salary or compensation as the Board of Directors determines, so long as such compensation does not violate the New York Not-for-Profit Corporation Law.

Article VII

Committees

Section 1. *Creation of Committees.* The Board of Directors shall appoint committees from time to time as it deems appropriate. The members of such committees shall hold office until the appointment of their successors.

Section 2. *Committee quorum.* A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Section 3. *Committee vacancies.* The various committees shall have the power to fill vacancies in their membership.

Article VIII

Seal

The seal of the Corporation shall be as more particularly shown in the following impression:

[Affix an imprint of the corporation seal.]

Article IX

Amendments

These By-Laws may be amended, repealed, or altered in whole or in part by a majority vote of the Board of Directors via ballot or during any duly organized meeting of the Corporation. The proposed change shall be provided to each Board member at least ten days before the time of the meeting which is to consider the change, if applicable.