

**Commission for Motion Laboratory Accreditation, Inc**  
**Amended and Restated By-Laws**

**ARTICLE I**  
**Identification**

**Section 1.1 Name of Organization:** Commission for Motion Laboratory Accreditation, Inc.  
(CMLA)

**Section 1.2 Corporate Purpose:**

**1.2.1: Nonprofit purpose:** The CMLA was incorporated in Delaware on September 18, 1997. In 2010 CMLA became a tax-exempt, non-profit organization by the authority of the Internal Revenue Service and the State of Delaware under section 501 (c) (3) of the Federal tax code. The CMLA has not been formed for the making of any profit, or personal financial gain. The CMLA shall have no capital stock. The assets and income of the CMLA shall not be distributable to or benefit the directors, other officers, or other individuals. The assets and income shall only be deemed to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to directors for expenses they have incurred in performing their duties and to independent contractors for services provided for the benefit of the CMLA. This organization shall not carry on any other activities not permitted to be carried on by a CMLA exempt from federal income tax. The CMLA shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

**1.2.2 Specific purpose:** The Commission for Motion Laboratory Accreditation, Inc. (CMLA) is a nonprofit organization established and operated to enhance the clinical care of persons with disorders of human movement by evaluating and accrediting human motion laboratories by a set of standard criteria, which will include but are not limited to: measurement precision, measurement accuracy and uniformity of terminology. As a means of accomplishing the foregoing purposes, the corporation shall have the power to do all acts necessary or conducive to the attainment of any of the objects and purposes hereinabove set forth to the same extent and as fully as any natural person might or could do. The corporation shall be authorized to solicit, receive and administer funds for the above purposes, but the corporation shall not be authorized to accept gifts or contributions for other than the purposes hereinabove stated. The funds of the corporation shall not be restricted in use to people of any race, creed, color, sex, national origin, religion, marital status, age, disability, sexual orientation, or veteran status, but such funds shall be administered on a nondiscriminatory basis.

**Section 1.3 Registered Agent:** The corporation organized and existing under the General Corporation Law of the state of Delaware, that the Commission for Motion Laboratory Accreditation, Inc has a registered office at 850 New Burton Road, Suite 201. Dover DE 19904 The name of the Registered Agent at such address upon whom process against this corporation may be served is Cogency Global INC.

## **ARTICLE II** **Member Organizations**

**Section 2.1 Membership:** The American Academy of Orthopaedic Surgeons (AAOS), American Academy of Physical Medicine and Rehabilitation (AAPM&R), American Physical Therapy Association (APTA), and the Gait and Clinical Movement Analysis Society (GCMAS), collectively, shall comprise the Member Organizations of the Commission for Motion Laboratory Accreditation, Inc. (CMLA).

**Section 2.2 Number:** The number of Member Organizations may change due to resignation, removal, or addition.

**Section 2.2.1 Resignation of Member Organizations:** Any Member Organization may resign at any time by giving written notice of such resignation to the Secretary. Unless specified in the notice, the resignation shall take effect immediately upon receipt of the notice by the CMLA President or the Secretary. The acceptance of the resignation is not necessary to make it effective. If a member organization resigns the directors that represent that member organization shall be automatically removed from the CMLA Board at the same time.

**Section 2.2.2 Removal of Member Organizations:** Any Member Organization may be removed for cause by the affirmative vote of the majority of the Board of Directors. The removal of the member organization will be immediate. If a member organization is removed for cause the directors that represent that member organization shall be automatically removed from the CMLA Board at the same time.

**Section 2.2.3 Election of New Member Organizations:** The Board of Directors may decide, by a majority vote, to invite other interested societies or organizations to become a Member Organization of the CMLA. New Member Organizations shall be elected at the annual meeting of the CMLA. The newly elected organization can designate up to two individuals to serve as Directors at any time thereafter.

**Section 2.3 Representation:** All Member Organizations shall have the right to select up to two individuals to serve as Directors to represent that Member Organization on the CMLA's Board of Directors. Any individual appointed by a Member Organization to serve as a Director must be and remain a member in good standing in their Member Organization during their entire appointment. The representative will follow the term of office for the Board of Directors as outlined in Section 4.3.

**Section 2.4 Rights of Member Organizations:** The rights of membership shall be exercised by each Member Organization. As such the Member Organization, through its appointed Representative Directors has all the rights and responsibilities designated in Article IV.

**Section 2.5 Voting:** Each Member Organization shall have up to two votes. Each Director shall have one vote. A Director may hold the proxy of the other Director who represents the same Member Organization, provided the President or the Secretary has been notified in writing or by email.

The proxy shall only remain in force for the entire meeting or until the absent Director can be present.

### **ARTICLE III** **Meetings**

**Section 3.1 Meetings:** Robert's Rules of Order Newly Revised (12<sup>th</sup> edition, 2020) shall be the parliamentary authority in matters of procedure and conduct of the meetings.

**Section 3.1.1. Annual Meeting** The Board of Directors must hold at least one regular meeting each year, at such date, time, and place<sup>2</sup> as determined by the President or, in the absence or failure of the President, by a majority of the Board of Directors. The annual meeting must at a minimum address the following issues.

- presentation of the annual Presidential report
- presentation of Treasurers Report
- presentation of the annual budget (section 4.1.3.1)
- presentation of the annual review panel report
- election of new member organization(s) (section 2.7)
- election of director(s) at large (section 4.3)
- election of officer(s) (section 5.2.1)

**Section 3.1.1.1 Quorum.** A quorum of Member Organizations and a quorum of Directors must be present for the Annual Meeting to conduct business (see Sections 3.2 and 3.2.1).

**Section 3.1.1.2 Notice of Annual Meeting:** Mailed or email notice of the Annual meeting of the CMLA, stating the date and time when, and the place where, it is to be held shall be delivered or emailed to each Member Organization, at the address provided by each Member Organization to the President of the CMLA, not less than fourteen days before the meeting, except as otherwise provided by law. Such notice shall state the date, time, and place<sup>2</sup> of such meeting, but need not state the purposes thereof unless otherwise required by law, the Certificate of Incorporation of the CMLA, or these Bylaws.

**Section 3.1.2 Regular Meetings:** The CMLA may hold regular meetings and may fix the dates, times, and places at which such meetings shall be held.

**Section 3.1.2.1 Quorum.** A quorum of Directors must be present which will represent a quorum of Member Organizations for the Regular Meeting to conduct business (see Sections 3.2 and 3.2.1).

**Section 3.1.2.2 Notice of Regular Meeting:** Once a fixed schedule is established, a mailed or emailed notice of the Regular meetings of the CMLA, stating the dates and times when, and the place<sup>2</sup> where, it is to be held shall be delivered to each Member Organization, at the address provided by each Member Organization to the President of the CMLA, not less than fourteen days before the meeting, except as otherwise provided by law. Such notice shall state the date, time, and place<sup>2</sup> of such meeting, but need not state the purposes thereof, unless otherwise required by law, the Certificate of Incorporation of the CMLA or these Bylaws. Except as otherwise required by law, notification of any changes to the fixed schedule shall be mailed or emailed promptly to each Director that was not present at the meeting where the schedule was adopted or changed.

**Section 3.1.3. Special Meetings:** Special meetings of the Board of Directors for any proper purpose or purposes may be called at any time by or at the discretion of the President or any two executive board directors.

A **Section 3.1.3.1 Quorum:** Neither a quorum of Directors nor a quorum of Member Organizations need be present for the Special Meeting to conduct business (see Sections 3.2 and 3.2.1).

**Section 3.1.3.2 Notice of Special Meeting:** Except as otherwise required by law, a notice of each special meeting shall be mailed or emailed to each director at least fourteen days before the day on which the meeting is to be held. Such notice shall state the date, time, and place<sup>2</sup> of such meeting, but need not state the purposes thereof, unless otherwise required by law, the Certificate of Incorporation of the CMLA or these Bylaws.

**Section 3.1.4 Committee Meetings:** Meeting of a subgroup of the Board of Directors for a specific purpose. See Article VI for the definition of committees. Each committee may provide for the holding of regular meetings, and may fix the times and places at which such meetings shall be held. Special meetings of each committee may be called by or at the direction of its chairman or, if there is no chairman, by or at the direction of any one of its members.

A **Section 3.1.4.1 Quorum:** At each meeting of any committee the presence of a majority of its members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except that when a committee consists of one member, then the one member shall constitute a quorum. In the absence of a quorum, a majority of the members thereof present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice or waiver. The act of a majority of the members thereof present at any meeting at which a quorum is present shall be the act of such committee. Subject to the foregoing and other provisions of these Bylaws and

except as otherwise determined by the Board of Directors, each committee may make rules for the conduct of its business.

**Section 3.1.4.2 Notice of Committee Meeting:** Except as otherwise provided by law, a notice of each meeting of a committee shall be mailed to each member of such committee, addressed to him or her at his or her residence or usual place of business, at least fourteen days before the day on which the meeting is to be held, or shall be sent to him or her at such place by electronic transmission or telephone no later than the second day before the day on which the meeting is to be held. Such notice shall state the time and place of such meeting, but need not state the purposes thereof, unless otherwise required by law, the Certificate of Incorporation of the CMLA or these Bylaws.

**Section 3.2 Quorum of Member Organizations and Manner of Acting:** For Annual and Regular Meetings, the presence of two-thirds of the total number of Member Organizations shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, the Certificate of the Incorporation, or the Bylaws. In the absence of a quorum, a majority of those present at the date, time, and place<sup>2</sup> of the meeting may adjourn the meeting until a quorum can be established and the meeting may be held as adjourned without further notice or waiver. A majority of those present at any meeting at which a quorum is present may decide any question brought before such meeting, except as otherwise provided by law, the Certificate of Incorporation or these Bylaws.

**Section 3.2.1 Quorum of Directors:** If the presence of a quorum for Annual, Regular and Special Meetings for the Member Organizations has been established, the presence, in person or by designated alternate, of two-thirds of the Directors then serving shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, the Certificate of the Incorporation, or the Bylaws. In the absence of a quorum of Directors, the Directors present shall have the power to adjourn the meeting, until a quorum is established. At any such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally noticed.

**Section 3.3 Proxies:** Any Director entitled to vote may vote by proxy, provided that the instrument authorizing such proxy has been shall be mailed or emailed by the Director to the President or Secretary, and shall bear a date not more than 7 days prior to such meeting.

**Section 3.4 Minutes:** At each Annual, Regular, and Special Meeting of the CMLA, the minutes shall be recorded by the Secretary, or in the absence of the Secretary, the appointee of the President. The appointee will record the proceedings thereof, and mail or email such record to the Secretary for safekeeping.

## **ARTICLE IV**

## Board of Directors

**Section 4.1 Powers:** The Board of Directors shall exercise all the powers of the CMLA, except such as are by law, by the Certificate of Incorporation, or by the Bylaws conferred upon or reserved to the Member Organizations, including, but not limited to the following:

**Section 4.1.1:** to establish, adopt, and promote standards for the accreditation of motion laboratories

**Section 4.1.2:** to confer individual laboratory accreditation and render a final decision on matters of appeal on accreditation status;

**Section 4.1.3:** to approve a budget and manage all of the administrative needs of the CMLA.

**Section 4.1.3.1:** The Treasurer in consultation with the President and Past-President, shall be responsible for making and presenting an annual budget, including the fees due from laboratories. The annual budget shall be presented to the Board of Directors at its annual meeting for approval by a majority vote of the Board of Directors.

**Section 4.1.4:** to select and determine policies which shall be followed by the CMLA with respect to the maintenance and investment of its assets;

**Section 4.1.5:** to take all other actions necessary to carry out the purposes of the CMLA.

**Section 4.2 Composition:** The CMLA Board of Directors shall be composed of up to two individuals (called Representative Director) from each member organization per section 2.3. In addition, there may be up to 4 Directors at Large.

- **AAOS Representative Director:** two individuals from the American Academy of Orthopaedic Surgeons (<https://www.aaos.org>)
- **AAPM&R Representative Director:** two individuals from the American Academy of Physical Medicine and Rehabilitation (<https://www.aapmr.org>)
- **APTA Representative Director:** two individuals from the American Physical Therapy Association (<http://www.apta.org>)
- **GCMAS Representative Director:** two individuals from the Gait and Clinical Movement Analysis Society (<http://www.gcmas.org>)
- **Director at Large:** up to 4 individuals from interested parties including but not limited to lay members of the public, parents of persons with motion disorders, or insurance carrier representatives.

**Section 4.2.1:** Each Representative Director must maintain good standing in the organization which appointed such Director.

**Section 4.2.2:** Each Representative Director or Director at Large must attend 50% or more of the meetings of the Board of Directors during any two-year period.

**Section 4.3 Election and Term of Board of Directors:** Representative Directors shall be selected by each Member Organization as provided in Section 4.2. In addition, up to four Directors at Large may be appointed by the consent of a majority of the Directors.

**Section 4.3.1:** Each Representative Director or Director at Large shall be appointed for a three-year term.

**Section 4.3.2:** Each Director (whether elected at an annual meeting of the CMLA, or to fill a vacancy, or otherwise) shall continue in office until his or her successor has been selected, they resign, or they have been removed.

**Section 4.3.3:** At the end of a term the Director may apply for another term along with any other applicants that might exist.

**Section 4.3.3.1:** If running unopposed the candidate must be approved for another term by the majority vote of the remaining Board of Directors

**Section 4.3.3.2:** If there are multiple candidates for the director position the election will be decided by majority vote. If there are only two candidates and the vote is a tie, the balloting is repeated until one candidate receives a majority.

**Section 4.3.3.3:** It is never proper to drop a candidate unless they withdraw voluntarily.

**Section 4.4 Vacancies:** If any vacancy shall occur among the Representative Directors because of death, resignation, term limit, or removal such vacancy shall be filled by the Member Organization whose appointee has created the vacancy for the balance of the 3-year term. If any vacancy shall occur among the Directors at Large because of death, resignation, term limit, or removal there is no requirement that this vacancy be refilled, however, this vacancy may be filled by consent of a majority of the remaining Directors.

**Section 4.5 Resignation of Directors:** Any Director may resign at any time by giving written notice of such resignation to the Secretary or the President, and if that Director is a Representative Director they will simultaneously, provide a copy of such resignation to the Member Organization which appointed such Representative Director. Unless otherwise specified in such notice, such resignation shall take effect upon receipt by the Secretary or the President. The acceptance of the resignation shall not be necessary to make it effective.

**Section 4.6 Removal of Directors:** At any meeting of the CMLA, duly called as provided in these Bylaws, any Director may be recommended to be removed from office, either with or without cause, as provided by law.

**Section 4.7 Compensation:** The directors, as such, shall not receive any compensation for their services.

**Section 4.8 Confidentiality:** Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

**Section 4.9 Advisory Council:** An Advisory Council may be approved by the Board of Directors to perform a specific well-defined function for the CMLA, but shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. The Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. The Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement before performing the specific function defined by the CMLA.

## **ARTICLE V** **Officers**

**Section 5.1 Officers:** The officers of the Board of Directors of the CMLA shall be:

**Section 5.1.1:** President (section 5.7.1)

**Section 5.1.2:** Past-President (section 5.7.2)

**Section 5.1.3:** Vice-President (section 5.7.3)

**Section 5.1.4:** Secretary (section 5.7.4)

**Section 5.1.5:** Treasurer (section 5.7.5)

**Section 5.1.6:** Treasurer-Elect (section 5.7.6)

**Section 5.1.7:** Review Panel Coordinator (section 5.7.7)

**Section 5.2 Election, Term of Office, and Qualifications:**

**Section 5.2.1 Election:** Each officer (except such subordinate officers and agents as may be appointed following the provisions of Section 5.3) shall be elected by the Board of Directors at the Annual Meeting of the Directors. To be elected, the officer must win by ballot with at least approval by a simple majority.

- **Proviso:** The Vice-President shall succeed the President at the end of the President's term(s)
- **Proviso:** The current President will assume the role of the Past-President upon the election of a new President. The Past-President shall remain in office until a new President is elected. At such time the current President replaces the Past-President. If a President continues for more than one term then the Past-President is also allowed to continue for another term. If the Past-President leaves (is removed, retires, resigns, etc.) the office of Past-President will remain vacant until the current President leaves can take the position.
- **Proviso:** The Treasurer-Elect shall succeed the Treasurer at the end of the Treasurer's term(s)

**Section 5.2.1.1 Special Election:** If a vacancy occurs the Board at its discretion may call a special election time to fill the position. Thus the Board does not have



to wait until the annual meeting to fill a vacant officer position. A motion for a special election must be approved by a simple majority of the Board.

**Section 5.2.2 Term of Office:** Each officer shall hold his or her office for a term of three years, beginning at the close of the Annual Meeting at which they are elected or reelected, or until his or her death, or until he or she shall have resigned in the manner provided in Section 5.4 or shall have been removed in the manner provided in Section 5.5 or if the person leaves the Board of Directors.

**Section 5.2.3 Concurrent and Consecutive Terms of Office:** No Director shall hold more than one office at a time, and no Director shall be eligible to serve more than two consecutive terms in the same office.

**Section 5.2.4 Qualifications:** An officer must be elected from an existing Board Member in good standing and must remain a Board Member in good standing throughout their term of office.

**Section 5.3 Subordinate Officers and Agents.** The Board of Directors from time to time may appoint other officers or agents (including one or more Assistant Secretaries and one or more Assistant Treasurers), to hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as may be provided in the resolutions appointing them. The Board of Directors may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities, and duties.

**Section 5.3.1 Term of office for subordinate officers and agents:** The term of office of the subordinate officer ends when the duties of the appointment are completed, the period as prescribed by the appointing Director ends, or the appointing Director leaves office.

**Section 5.3.2 Concurrent and consecutive terms of office for subordinate officers and agents:** No Director shall hold more than one office including a subordinate office at a time, and no Director shall be eligible to serve more than two consecutive terms in the same office.

**Section 5.3.3 Qualifications:** A subordinate officer must be appointed from an existing Board Member in good standing and must remain a Board Member in good standing throughout their term of office.

**Section 5.4 Resignations:** Any officer may resign at any time by giving written or email notice of such resignation to the Secretary or President. Unless otherwise specified in such written or email notice, such resignation shall take effect upon receipt thereof by the Board of Directors or any such officer, and the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.5 Removal:** Any officer, including the President, may be removed with or without cause at any meeting of the Board of Directors by an affirmative vote of a majority of the Directors then in office.

**Section 5.6 Vacancies:** A vacancy in any office because of death, resignation, removal, term limit or any other cause shall be filled for the remainder of the vacated term in the manner prescribed by these Bylaws for regular election or appointment to such office.

**Section 5.7 Details of Offices:**

**Section 5.7.1 President:**

**Section 5.7.1.1 Presidential Duties:** The President shall be the chief executive officer of the CMLA. He or she shall preside at all meetings of the Board of Directors and of the CMLA, and shall see that all orders and resolutions of the Board of Directors are carried into effect. Subject to the direction of the Board of Directors, he or she shall have general charge of the business, affairs, and property of the Directors and general supervision over its officers and agents. He or she may sign and execute in the name of the CMLA deeds, mortgages, bonds, contracts, agreements, or other instruments duly authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent. From time to time he or she shall report to the Board of Directors all matters within his or her knowledge, which the interests of the Directors may require to be brought to their attention. The President is charged with the day-to-day supervision of the business, affairs, and property of the CMLA. He or she shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

**Section 5.7.1.2 Presidential Election:** In addition to the terms listed in 5.2.1 the Vice-President of the CMLA shall ascend to the office of the President when the current President's term ends. If the Vice-President cannot assume the office of the President the Board of Directors shall elect a President from among the Board Members.

**Section 5.7.1.3 Presidential Term:** The term of the office of the President follows the guidelines set in section 5.2.2.

**Section 5.7.1.4 Concurrent and Consecutive Terms of Office:** The concurrent and consecutive terms of the office of the President follow the guidelines set in section 5.2.3.

**Section 5.7.1.5 Presidential Qualifications:** In addition to the terms listed in 5.2.4 the President shall have been a member of the CMLA Board of Directors for

at least four years. The President shall typically have had the office of Vice-President. If the Vice-President is unable to become President, the President shall be elected by the Board of Directors (see section 5.7.1.2)

### **Section 5.7.2 The Past-President:**

**Section 5.7.2.1 Past-Presidential Duties:** The Past-President shall advise and assist the President in the general charge of the business, affairs, and property of the Directors. From time to time he or she shall report to the Board of Directors all matters within his or her knowledge, which the interests of the Directors may require to be brought to their attention. He or she shall have such powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

**Section 5.7.2.2 Past Presidential Election:** There is no election for the Past-President. The President assumes the role of Past-President at the termination of their term.

**Section 5.7.2.3 Past-Presidential Term:** In addition to the terms listed in 5.2.2 the Past-President remains in office until the current President assumes the role of Past-President at the termination of their term.

**Section 5.7.2.4 Past-Presidential Concurrent and Consecutive Terms of Office:** In addition to the terms listed in 5.2.3, the Past-President's term is dictated by the current President such that the Past-President's term follows the President's term(s).

**Section 5.7.2.5 Past-Presidential Qualifications:** In addition to the terms listed in 5.2.4 the Past-President shall have been the previous President.

**Section 5.7.2.6 Past-Presidential Vacancy:** If the Past-President position becomes vacant because of death, resignation, removal, term limit, or any other cause the position shall remain vacant until the current President can assume the position. There shall be no nomination or election for the Past-President position.

### **Section 5.7.3 The Vice-President.**

**Section 5.7.3.1 Vice-Presidential Duties:** At the request of the President or in his or her absence or disability, the Vice-President shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice-President may also sign and execute in the name of the CMLA deeds, mortgages, bonds, contracts, agreements, or other instruments duly authorized by the Board of Directors, except in cases where the

signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent. Each Vice-President shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors, the President, or these Bylaws.

**Section 5.7.3.2 Vice-Presidential Election:** The election for the office of the Vice-President follows the guidelines set in section 5.2.1.

**Section 5.7.3.3 Vice-Presidential Term:** The term of the office of the Vice-President follows the guidelines set in section 5.2.2.

**Section 5.7.3.4 Vice-Presidential Concurrent and Consecutive Terms of Office:** The concurrent and consecutive terms of the office of the Vice-President follow the guidelines set in section 5.2.3.

**Section 5.7.3.5 Vice-Presidential Qualifications:** The qualifications for the office of Vice-President follow the guidelines set in section 5.2.4.

#### **Section 5.7.4 The Secretary:**

##### **Section 5.7.4.1 Secretary Duties:**

- (a) record all the proceedings of the meetings of the Board of Directors, and any committees and store for safekeeping;
- (b) cause all notices to be duly given following the provisions of these Bylaws and as required by law;
- (c) whenever any committee shall be appointed in pursuance of a resolution of the Board of Directors, furnish the chairperson of such committee with a copy of such resolution;
- (d) be a custodian of the records and the seal of the CMLA, and cause such seal to be affixed to or a facsimile to be reproduced on all instruments the execution of which on behalf of the CMLA under its seal shall have been duly authorized; Bylaws Commission for Motion Laboratory Accreditation, Inc.
- (e) see that the lists, books, reports, statements, certificates, and other documents and records required by law are properly kept and filed digitally; and
- (f) in general, perform all duties incident to the office of Secretary and have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors, the President or these Bylaws.

**Section 5.7.4.2 Secretary Election:** The election for the office of the Secretary follows the guidelines set in section 5.2.1

**Section 5.7.4.3 Secretary Term:** The term of the office of the Secretary follows the guidelines set in section 5.2.2.

**Section 5.7.4.4 Secretary Concurrent and Consecutive Terms of Office:** The concurrent and consecutive terms of the office of the Secretary follow the guidelines set in section 5.2.3.

**Section 5.7.4.5 Secretary Qualifications:** The qualifications for the office of the Secretary follow the guidelines set in section 5.2.4.

**Section 5.7.5 Treasurer:**

**Section 5.7.5.1 Treasurer Duties:**

- (a) have charge of and supervision over and be responsible for the funds, securities, receipts, and disbursements of the CMLA;
- (b) cause the money and other valuable effects of the CMLA to be deposited in the name and to the credit of the CMLA in such banks or trust companies or with such bankers or other depositaries as shall be selected per Section 8.4 or to be otherwise dealt with in such manner as the Board of Directors may direct;
- (c) cause the funds of the CMLA to be disbursed by checks or drafts upon the authorized depositaries of the CMLA, and cause to be taken and preserved proper vouchers for all money disbursed;
- (d) render to the Board of Directors, the President, or any Member, whenever requested, a statement of the financial condition of the CMLA and all of his or her transactions as Treasurer;
- (e) cause to be kept at the CMLA's principal office correct books of account of all its business and transactions and such duplicate books of account as he or she shall determine and upon application, cause such books or duplicates thereof to be exhibited to any Director;
- (f) be empowered, from time to time, to require from the officers or agents of the CMLA reports or statements giving such information as he or she may desire concerning all financial transactions of the CMLA; and
- (g) in general, perform all duties incident to the office of Treasurer and have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors, the President or these Bylaws.

**Section 5.7.5.2 Treasurer Election:** In addition to the terms listed in 5.2.1 the Treasurer-elect of the CMLA shall ascend to the office of the Treasurer when the current Treasurer's term ends. If the Treasurer-elect cannot assume the office of the Treasurer the Board of Directors shall elect a Treasurer from among the Board Members.

**Section 5.7.5.3 Treasurer Term:** The term of the office of the Treasurer follows the guidelines set in section 5.2.1.

**Section 5.7.5.4 Treasurer Concurrent and Consecutive Terms of Office:** The concurrent and consecutive terms of the office of the Treasurer follow the guidelines set in section 5.2.2.

**Section 5.7.5.5 Treasurer Qualifications:** The qualifications of the office of the Treasurer follow the guidelines set in section 5.2.3.

#### **Section 5.7.6 Treasurer-elect**

**Section 5.7.6.1 Treasurer-elect Duties:** At the request of the Treasurer or in his or her absence or disability, the Treasurer-elect may assist in performing all the duties of the Treasurer, and, when so acting, shall have all the powers of and be subject to all restrictions upon the Treasurer. Each Treasurer-elect shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors, the President, the Treasurer, or these Bylaws.

**Section 5.7.6.2 Treasurer-elect Election:** The election for the office of the Treasurer-elect follows the guidelines set in section 5.2.1.

**Section 5.7.6.3 Treasurer-elect Term:** The term of the office of the Treasurer-elect follows the guidelines set in section 5.2.2.

**Section 5.7.6.4 Treasurer-elect Concurrent and Consecutive Terms of Office:** The concurrent and consecutive terms of the office of the Treasurer-elect follow the guidelines set in section 5.2.3.

**Section 5.7.6.5 Treasurer-elect Qualifications:** The qualifications of the office of the Treasurer-elect follow the guidelines set in section 5.2.4.

#### **Section 5.7.7 The Review Panel Coordinator:**

**Section 5.7.7.1 Review Panel Coordinator Duties:** The Review Panel Coordinator shall be responsible for the management of the process of application review for applicants seeking accreditation by the CMLA. Duties shall include assembling a Review Panel for each application which will assume the responsibility of evaluation of the application by a set of criteria approved by the Board of Directors. The Review Panel Coordinator will appoint a chairperson for each Review Panel who will oversee the application review and submit a final recommendation for accreditation to the Board of Directors in accordance with established timelines. The Review Panel Coordinator will maintain records of the itemized results of each application review. These records will be used to direct and implement continuous quality improvement mechanisms to assure consistency across application review panels. The Review Panel Coordinator will serve as Chairperson of the Appeal Review Committee and appoint the members

of this committee for any applicant who seeks formal appeal regarding the CMLA accreditation decision for said applicant. The Review Panel Coordinator will submit an annual report to the Board of Directors regarding the application reviews. From time to time he or she shall report to the Board of Directors all matters within his or her knowledge, which the interests of the Directors may require to be brought to their attention. He or she shall have such powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

**Section 5.7.7.2 Review Panel Coordinator Election:** The election for the office of the Review Panel Coordinator follows the guidelines set in section 5.2.1

**Section 5.7.7.3 Review Panel Coordinator Terms:** The term of the office of the Review Panel Coordinator follows the guidelines set in section 5.2.2.

**Section 5.7.7.4 Review Panel Coordinator Concurrent and Consecutive Terms of Office:** The concurrent and consecutive terms of the office of the Review Panel Coordinator follow the guidelines set in section 5.2.3.

**Section 5.7.7.5 Review Panel Coordinator Qualifications:** The qualifications for the office of the Review Panel Coordinator follow the guidelines set in section 5.2.4.

## **ARTICLE VI** **Committees of the Board**

**Section 6.1 Standing Committees:** The following are the standing committees of the CMLA. Committee meetings will be held, and committee business conducted at times and places agreed upon by a majority of each committee's members.

### **Section 6.1.1 Executive Committee:**

**Section 6.1.1.1 Composition of Executive Committee:** This committee shall consist of the President, Past-President, Vice-President, Secretary, Review Panel Coordinator, and Treasurer.

**Section 6.1.1.2 Special Duties/Function of Executive Committee:** During the interim between meetings of the Board of Directors it will act on urgent matters or matters referred to it by the Board. The executive committee is a standing committee that may act as a steering committee, and at its discretion prioritize issues for the full Board to address. The Executive Committee shall monitor and evaluate progress towards the Board's strategic goals and initiatives.

**Section 6.1.1.3 Appointment of Executive Committee:** No appointment. These are elected officers

**Section 6.1.1.4 Term of Executive Committee Members:** Terms of committee members follows the terms of office as indicated in Article IV

**Section 6.1.2 Bylaws Committee:**

**Section 6.1.2.1 Composition of Bylaws Committee:** This committee shall consist of at least two (2) persons (including at least one Director).

**Section 6.1.2.2 Special Duties/Function of Bylaws Committee:** This committee will be responsible for reviewing the Bylaws of the CMLA and proposing changes as determined necessary or advisable by the committee or recommended by directors of the CMLA. This committee is responsible for disseminating the proposed changes of the Bylaws to the Board of Directors for their vote at any Regular or Special Meeting.

**Section 6.1.2.3 Appointment of Bylaws Committee:** appointed by the Executive Committee of the Board of Directors

**Section 6.1.2.4 Term of Bylaws Committee Members:** Members of this committee shall serve until a review is complete or a maximum of three years.

**Section 6.1.3 Nominating Committee:**

**Section 6.1.3.1 Composition of Nominating Committee:** This committee shall consist of at least two (2) persons.

**Section 6.1.3.2 Special Duties/Function of Nominating Committee:** This committee will be responsible for developing a slate for the offices of Vice-President, Secretary, and Treasurer.

**Section 6.1.3.3 Appointment of Nominating Committee:** appointed by the Executive Committee of the Board of Directors

**Section 6.1.3.4 Term of Nominating Committee Members:** Members of this committee shall serve for staggered terms of three years each.

**Section 6.1.4 Review Panel (aka. Accreditation Committee):**

**Section 6.1.4.1 Composition of Review Panel:** This committee shall consist of at least three (3) persons as appointed by the Review Panel Coordinator. One of the three shall be designated as the review panel chairperson. The Review Panel Chairperson must be a member of the Board of Directors. The Panel will be multidisciplinary, consisting of medical, clinical, and technical reviewers who need not be members of the Board of Directors.

**Section 6.1.4.2 Special Duties/Function of Review Panel:** Each Review Panel will be responsible for reviewing applications and making recommendations to the Board of Directors regarding accreditation status. Accreditation will be granted by a majority vote of the Board of Directors.

**Section 6.1.4.3 Appointment of Review Panel:** The members of the Review Panel are appointed by the Review Panel Coordinator.

**Section 6.1.4.4 Term of Review Panel Members:** Members of the Review Panel shall serve until:

**Section 6.1.4.4.1** the applicant has achieved Full accreditation or

**Section 6.1.4.4.2** the applicant has failed to respond to deficiencies within the specified timeframe and the application has expired.



**Section 6.2 Additional Committees:** The Board of Directors may, by a resolution passed by a majority of the whole Board of Directors or by recommendation of the President, designate one or more committees or task forces.

**Section 6.2.1 Composition of “Additional” Committee:** This committee shall consist of one or more of the Directors of the CMLA. If at a meeting of any committee one or more of the members thereof should be absent or disqualified, and if either the Board of Directors has not so designated any alternate member or members, or the number of absent or disqualified members exceeds the number of alternate members who are present at such meeting, then the member or members of such committee (including alternates) present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

**Section 6.2.2 Special Duties/Function of “Additional” Committee:** Any such committee or task force, to the extent provided in such resolution and permitted by law, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the CMLA, and may authorize the seal of the CMLA or a facsimile thereof to be affixed to or reproduced on all such papers as said committee shall designate. All activities of the committee must be documented and given to the CMLA Secretary for safekeeping.

**Section 6.2.3 Appointment of “Additional” Committee:** appointed by the Board of Directors

**Section 6.2.4 Term of Additional Committee Members:** The term of office of the members of each committee shall be as fixed from time to time by the Board of Directors, subject to these Bylaws; provided, however, that any committee member, who ceases to be a member of the Board of Directors, shall ipso facto cease to be a committee member. Each committee may appoint a Secretary, who may be the Secretary of the Directors or an Assistant Secretary thereof.

### **Section 6.3 General Committee Regulations:**

**Section 6.3.1 Meetings:** Each committee may provide for the holding of regular meetings, and may fix the times and places at which such meetings shall be held. Special meetings of each committee may be called by or at the direction of its chairman or, if there is no chairman, by or at the direction of any one of its members.

**Section 6.3.2 Notices:** Except as otherwise provided by law, a notice of each meeting of a committee shall be mailed to each member of such committee, addressed to him or her at his or her residence or usual place of business, at least fourteen days before the day on which the meeting is to be held, or shall be sent to him or her at such place by electronic transmission or telephone no later than the second day before the day on which the meeting is to be held. Such notice shall state the time and place of such meeting, but need not state the purposes thereof, unless otherwise required by law, the Certificate of Incorporation of the CMLA or these Bylaws.

**Section 6.3.1 Records:** Each committee shall keep a record of its proceedings. All activities of the committee must be documented and given to the CMLA Secretary for safekeeping.

**Section 6.4 Quorum and Manner of Acting:** At each meeting of any committee the presence of a majority of its members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except that when a committee consists of one member, then the one member shall constitute a quorum. In the absence of a quorum, a majority of the members thereof present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice or waiver. The act of a majority of the members thereof present at any meeting at which a quorum is present shall be the act of such committee. Subject to the foregoing and other provisions of these Bylaws and except as otherwise determined by the Board of Directors, each committee may make rules for the conduct of its business.

**Section 6.5 Resignations:** Any member of a committee may resign at any time by giving written notice of such resignation to the CMLA Secretary. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the CMLA Secretary, and the acceptance of such resignation shall not be necessary to make it effective.

**Section 6.6 Removal:** Any member of any committee may be removed at any time with or without cause by a majority vote of the Board of Directors.

**Section 6.7 Vacancies:** If any vacancy shall occur in any committee because of death, resignation, disqualification, removal, or otherwise, the remaining member or members of such committee, so long as a quorum is present, may continue to act until such vacancy is filled by the Board of Directors.

## **ARTICLE VII** **Indemnification**

**Section 7.1 Right to Indemnification:** The CMLA shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (Indemnitee) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a proceeding), arising out of the fact that he, or a person for whom he is the legal representative, is or was a director or officer of the CMLA or, while a director or officer of the CMLA, is or was serving at the request of the CMLA as a director, officer, employee or agent of another corporation or a partnership, joint venture, trust, enterprise or nonprofit entity, including service concerning employee benefit plans, against all judgments, fines, amounts paid in settlement, and other liabilities and losses suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnitee. Notwithstanding the preceding sentence, except as otherwise provided in Section 6.3, the CMLA shall be required to indemnify an Indemnitee in connection with a proceeding (or

part thereof) commenced by such Indemnitee only if the commencement of such proceeding (or part thereof) by the Indemnitee was authorized by the Board of Directors of the CMLA.

**Section 7.2 Prepayment of Expenses:** The CMLA shall pay the expenses (including attorneys' fees) incurred by an Indemnitee in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Indemnitee to repay all amounts advanced if it should be ultimately determined that the Indemnitee is not entitled to be indemnified under this Article VII or otherwise.

**Section 7.3 Claims:** If a claim for indemnification under this Article VII is not paid in full within sixty days after a written claim therefor by the Indemnitee has been received by the CMLA, or if a claim for advancement of expenses is not paid within twenty days after a written claim therefor by the Indemnitee has been received by the CMLA, the Indemnitee may file suit to recover the unpaid amount of such claim. To the fullest extent permitted by law, if successful in whole or in part in any such suit, or in a suit brought by the CMLA to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) any suit brought by the CMLA to recover an advancement of expenses pursuant to the terms of an undertaking, the CMLA shall be entitled to recover such expenses upon a final adjudication that, the Indemnitee has not met any applicable standard of conduct for indemnification under applicable law; provided, however, that neither the failure of any party to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct, nor an actual determination by any party that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the CMLA to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article VII or otherwise shall be on the CMLA and must be shown by clear and convincing evidence.

**Section 7.4 Non-exclusivity of Rights:** The rights conferred on any Indemnitee by this Article VII shall not be exclusive of any other rights which such Indemnitee may have or hereafter acquire under any statute, provision of the certificate of incorporation, these Bylaws, agreement, the vote of or disinterested directors or otherwise.

**Section 7.5 Other Sources:** The CMLA's obligation, if any, to indemnify or to advance expenses to any Indemnitee who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Indemnitee may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

**Section 7.6 Amendment or Repeal:** The rights conferred upon indemnitees in this Article VII shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director or officer and shall inure to the benefit of the Indemnitee's heirs, executors and administrators. Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right or protection hereunder of any Indemnitee in respect of any act or omission occurring before the time of such repeal or modification.

**Section 7.7 Other Indemnification and Prepayment of Expenses:** This Article VII shall not limit the right of the CMLA, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Indemnitees when and as authorized by appropriate corporate action.

Section 7.8 Insurance. The CMLA may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the CMLA (or of another corporation, partnership, joint venture, trust or other enterprise) against any expense, liability or loss, whether or not the CMLA would have the power to indemnify such person against such expense, liability or loss under applicable law.

## **ARTICLE VIII**

### **Execution of Instruments, Collection of Dues, and Deposit of Corporate Funds**

**Section 8.1 Execution of Instruments Generally:** The President, the Past-President, the Vice-President, the Secretary or the Treasurer, subject to the approval by a majority vote of the Board of Directors, may enter into any contract or execute and deliver any instrument in the name and on behalf of the CMLA. The Board of Directors may authorize by a majority vote of the Board of Directors, any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the CMLA, and such authorization may be general or confined to specific instances.

**Section 8.2 Fees:** An application fee shall be collected from each applicant when they apply for accreditation or renewal of accreditation. The amount of the application fee will be recommended by the Treasurer, subject to the approval by a majority vote of the Board of Directors. The application fee shall be collected by the Treasurer. The application will not be reviewed until the application fee is received.

**Section 8.3 Borrowing:** No loans or advances shall be obtained or contracted for, by or on behalf of the CMLA and no negotiable paper shall be issued in its name, unless and except as authorized by a majority vote by the Board of Directors. Such authorization may be general or confined to specific instances. Any officer or agent of the CMLA thereunto so authorized may obtain loans and advances for the CMLA, and for such loans and advances may make, execute and deliver promissory notes, bonds, or other evidence of indebtedness of the CMLA. Any officer or agent of the CMLA thereunto so authorized may pledge, hypothecate or transfer as security for the payment of all loans, advances, indebtedness, and liabilities of the CMLA, all stocks, bonds, other securities, and other personal property at any time held by the CMLA, and to that end may endorse, assign and deliver the same and do every act and thing necessary or proper in connection therewith.

**Section 8.4 Deposits:** All funds of the CMLA not otherwise employed shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depository as the Board of Directors may select, or as may be selected by any officer or officers or agent or agents authorized so to do by the Board of Directors. Endorsements for deposit to the credit of the CMLA in any of its duly authorized depositories shall be made in such manner as the Board of Directors from time to time may determine.

**Section 8.5 Checks, Drafts, etc.:** All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the CMLA, shall be signed by such officer or officers or agent or agents of the CMLA, and in such manner, as from time to time shall be determined by the Board of Directors.

**Section 8.6 Proxies:** Proxies to vote with respect to shares of stock of other corporations owned by or standing in the name of the CMLA may be executed and delivered from time to time on behalf of the CMLA by the President or any Vice-President or by any other person or persons thereunto authorized by the Board of Directors.

#### **ARTICLE IX**

##### **Corporate Seal**

**Section 9.1:** The corporate seal shall be circular and shall bear the name Commission for Motion Laboratory Accreditation, Inc. the state of incorporation "State of Delaware" and the year of formation (1997), and otherwise shall be in such form as shall be approved from time to time by the Board of the CMLA.

#### **ARTICLE X**

##### **Fiscal Year**

**Section 10.1:** The fiscal year of the CMLA shall be a period corresponding to the calendar year beginning January 1 and ending December 31 of that year.

#### **ARTICLE XI**

##### **Action Without A Meeting**

**Section 11.1:** Any action which might have been taken under these Bylaws and is not restricted by the articles of incorporation by a vote of the Directors at a meeting thereof may be taken without a meeting, without prior notice, and without a vote, if a consent in writing setting forth the action so taken, shall be signed by all the Directors. In addition, the writing(s) shall be filed with the next minutes of the Board of directors or such committee.

**ARTICLE XII**  
**Parliamentary Authority**

**Section 12.1:** Robert's Rules of Order Newly Revised (12<sup>th</sup> edition, 2020) shall be the parliamentary authority in all matters of procedure and conduct of the meetings except as provided for in these Bylaws.

**ARTICLE XIII**  
**Amendments Repeals New Bylaws and Additional Provisions**

**Section 13.1:** All Bylaws of the CMLA may be amended or repealed, and new Bylaws may be made, upon the recommendation at any regular or Special Meeting by the Bylaws Committee. Proposed changes to the existing Bylaws must be discussed in two consecutive meetings of the Board of Directors, with at least one month separating the two meetings. A majority of the Board of Directors must approve the proposed change, with at least one director appointed by each Member organization agreeing to said change.

**Section 13.2:** If a change must be made to the Bylaws to maintain the not-for-profit status of the CMLA, the President, acting upon the advice of legal counsel, may change amend, repeal or add provisions to the Bylaws, only as necessary to accomplish this limited purpose. Such emergency amendment, repeal, or addition must be presented to the Board of Directors at the next regular or special meeting.