

**BYLAWS
for
CERTIFICATION BOARD FOR STRUCTURAL INTEGRATION**

**ARTICLE I
NAME, AFFILIATION AND OFFICE**

1.01 Name. The name of this organization shall be the Certification Board for Structural Integration (“CBSI”).

1.02 Affiliation. CBSI shall be a division of the International Association of Structural Integrators (“IASI”), a Section 501 (c) (6) nonprofit organization incorporated under the laws of the State of Washington. CBSI shall in all events be operated and conduct its purposes in accordance with the Nonprofit Corporation Act of the State of Washington.

1.03 Office. CBSI shall maintain a registered office with the same address as that of the registered agent; and a registered agent who must either be an individual who resides in the State of Washington and whose office is identical to the registered office, or a domestic business or nonprofit corporation whose office is identical to the registered office.

**ARTICLE II
DEFINITION, PURPOSE AND FUNCTION**

2.01 Definition. CBSI is the certifying body for Structural Integration professionals. The property, affairs, and business of CBSI shall be managed and controlled by its Board of Directors. All policy decisions relating to certification matters are within the sole discretion of CBSI and are not subject to approval by IASI or any other organization.

2.02 Purpose. The purpose of CBSI is to examine and maintain standards of ethical and professional practice in the delivery of services through a credentialing program that promotes the competency of practitioners of Structural Integration and identifies to their peers, the profession, and the public those Structural Integrators who have voluntarily sought and obtained Certification. CBSI shall establish and enforce education, examination, experience and ethics requirements to strengthen the interests of Structural Integration professionals and protect the public.

2.03 Furtherance of Purpose. To further its purpose, CBSI shall be operated to:

2.03.1 establish, protect and maintain credentialing for Structural Integration professionals who demonstrate the required level of training and competence by awarding the designation “Board Certified Structural Integrator” (BCSI), and such other specialty designations as shall be authorized by CBSI;

2.03.2 promote professional accountability and visibility for Structural Integration professionals certified by CBSI;

2.03.3 establish, maintain and improve professional competence in the profession of Structural Integration; and

2.03.4 establish procedures to review professional conduct for the protection of the integrity of the program and the public.

2.04 Function. CBSI shall manage all matters related to certification and recertification of Structural Integration professionals. This includes, but is not limited to, the authority to:

2.04.1 establish eligibility and application requirements;

2.04.2 determine the structure and content of the certifying examination;

2.04.3 establish policies regarding the administration and cut scores of the certifying examination;

2.04.4 establish all examination fees assuring a self-supporting certification process;

2.04.5 issue certificates representing fulfillment of established certification requirements;

2.04.6 establish and administer a program of periodic renewal of certification, including establishing fees necessary to support said program;

2.04.7 conduct a periodic evaluation of the validity and reliability of the evaluation process;

2.04.8 distribute information concerning the process;

2.04.9 revoke certification or discipline designees for just cause;

2.04.10 explore activities and issues related to certification; and

2.04.11 review and update policies and guidelines.

ARTICLE III **LIMITATIONS**

3.01 Limitations. CBSI is a private, nonprofit, tax-exempt, autonomous, voluntary credentialing organization. No part of the net earnings of CBSI shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that CBSI shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposed set forth in Article II above. CBSI shall not engage in any activities relating to election campaigns for candidates seeking political office.

ARTICLE IV
BOARD OF DIRECTORS

4.01 Number. The Board of Directors shall consist of no less than 3 and no more than 9 voting members. The Directors should represent the multiple disciplines involved in Structural Integration education. Representation is by discipline and competency, not by organizational membership. The Board of Directors shall also include an IASI Representative and a Public Member. None shall hold a national level office in another bodywork professional or trade organization of the profession except for the IASI Board Representative; no more than 2 (two) may be Structural Integration school owners or administrators; no less one (1) and no more than two (2) shall be members representing the public

4.02 Qualifications. Members of the Board of Directors, except for Public Member(s), must hold the BCSI designation and be in good standing with CBSI. Directors do not have to be members of IASI. Members may be elected to fill a vacancy on the Board prior to attaining the BCSI designation, but may not be elected to a regular term of office until the designation has been attained. Members of the Board who are not eligible to sit for the Certification Exam for reason that they have been directly involved in writing and editing the exam are not required to hold the BCSI designation.

4.03 Nominations. The immediate Past Chair of the Board of Directors (whether or not he/she is still serving on the Board) shall serve as chair of the Nominating Committee and shall appoint two (2) individuals, not currently serving on the Board of Directors, and one current Director from the Board of Directors, to serve on the Nominating Committee. In the event that the immediate Past Chair is unable to serve, the Chair shall appoint a chair. The Nominating Committee shall develop a slate of candidates for Director positions and shall, as requested by the Chair, submit the names of the Board of Directors who shall accept or reject the nominees by majority vote of the Board.

4.04 Appointment of IASI Representative and Public Member(s). The IASI Representative and the Public Member(s) shall be nominated by the Nominating Committee and shall be appointed by the Board of Directors. Public Member(s) are not required to hold the BCSI designation. The IASI Representative is a voting member of the Board and also an Executive Committee member.

4.05 Election Process. The balance of the Directors shall be elected by the majority vote of the Board voting by mail or fax ballot in such manner as the Board of Directors shall determine, consistent with these Bylaws, or as may otherwise be allowed by law.

4.06 Term of Office. Director terms shall be concurrent with CBSI's fiscal year. Directors shall serve a term of two (2) years from the date of their election, or until their successors are seated. The terms shall begin and end at the Annual Meeting of the Board of Directors, or as soon thereafter as conveniently possible. After election or appointment, the term of a Director may not be reduced, except for cause as specified in these Bylaws.

4.07 Vacancies. In the case of a continued absence or inability for any Director to complete his/her term, resignation, or removal of a Director, the position for the unexpired term may be filled by a Director appointed by the Board of Directors with a majority vote at the next meeting. A Director appointed to fill a vacancy shall serve the unexpired term of the predecessor, and shall thereafter be eligible for election for a full term.

4.08 Resignation. Any Director of the Board may resign at any time by giving written notice to the Chair or the Board if the Chair resigns. Such resignation shall take effect at the time specified, or if no time is specified, at the time of acceptance as determined by the Chair.

4.09 Removal. The Board of Directors may, by two-thirds (2/3) vote of the Directors, remove any Director for cause. Said Director must be given reasonable notice and an opportunity to respond to all charges. Reason for removal shall be established by Board of Directors policy.

4.10 General Powers and Duties. The Board of Directors shall have authority and control to establish policies, rules, regulations, and requirements for the certification program and exam, its committees and publications, and its procedures or changes therein. The Board shall actively pursue its purposes and manage, supervise and direct CBSI programs, funds, and property. The Directors may participate in the activities of the working committees. No individual Director of CBSI shall have any power or authority to act on behalf of CBSI unless specifically authorized and empowered by the Board of Directors to so act. The Board may adopt such rules and regulations for the conduct of its affairs as it deems advisable.

4.11 Ethics Complaint Procedures. The Board of Directors shall have the right and full authority to evaluate and investigate all alleged violations of the CBSI's Code of Ethical and Professional Conduct and impose appropriate sanctions related thereto, on any individual holding the BCSI designation, pursuant to the terms of the CBSI Code of Ethical and Professional Conduct, which may be amended from time to time by the Board of Directors. The Board of Directors reserves the right and has the sole expressed authority and power to suspend or revoke certification. This authority is exercised as described in the Disciplinary Procedures for implementation of the CBSI Code of Ethical and Professional Conduct.

4.12 Officers and Consultants. The Board of Directors shall elect the Officers of CBSI and may appoint consultants whose specialized knowledge and ability would be of value in the furtherance and conduct of the affairs of CBSI.

ARTICLE V **MEETINGS**

5.01 Annual Meeting. The annual meeting of the Board of Directors shall be held at a time and place to be determined by the Board of Directors and shall be designated as the Annual Meeting. The purpose of the meeting shall be to elect the Officers of CBSI and to transact such business that comes before the Board.

5.02 Regular Meetings. Regular meetings of the Board of Directors shall be held as determined by the Board of Directors at such times as necessary to accomplish its mission and functions. Notice of such regular meetings shall be delivered to each Director not less than ten (10) days in advance of such meeting, unless otherwise provided by law or these Bylaws.

5.03 Special Meetings. Special meetings of the Board of Directors may be called by the Chair or upon written request of any two (2) other Officers. The person(s) calling a special meeting of the Board shall fix the time and place of any such meeting and shall state in the notice the purpose(s) for which the meeting is called. Notice of such special meetings shall be delivered to each Director not less than five (5) days in advance of such meeting, unless otherwise provided by law or these Bylaws.

5.04 Notice of Meetings. Written notice of all meetings of the Board of Directors shall include the date, time and place of the meeting and must be mailed, emailed, or faxed to the Directors at least fourteen (14) days and no more than sixty (60) days before the date of such meeting, unless otherwise provided by law or by these Bylaws. In the case of a special meeting, or when required by law or these Bylaws, the purpose(s) for which such meeting is called shall be stated in the notice.

5.05 Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.06 Quorum and Manner of Acting. A majority of Directors shall constitute a quorum at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is obtained. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or these Bylaws.

5.07. Participation by Teleconference. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or through the use of, any means of communication equipment or technology allowed by law, such as conference telephone or videoconference, by which all directors participating may simultaneously hear and communicate with each other during the meeting, but only to the extent allowed by the Board of Directors. Such participation in the meeting shall constitute attendance in person at the meeting. Meetings may, at the discretion of the chair, be called by secure e-mail or private administrative management software. Such meetings may span up to one week, to allow for asynchronous meeting participation. The Secretary shall record minutes of these meetings, including meeting dates and members present, and all motions and amendments and all votes taken at these meetings.

5.08 Voting by Mail or Other Means. Any vote, including the election of Directors and Officers, may be conducted without a meeting by mail or facsimile ballot in such manner as the

Board of Directors shall determine, consistent with these Bylaws, or as may otherwise be allowed by law. Such a vote shall require unanimous written consent.

5.09 Proxies. Voting by proxies shall not be permitted.

5.10 Compensation/Expense Reimbursement. Directors serving on the Board shall receive no compensation for their services. A Director may be reimbursed for actual expenses incurred to attend regular or special meetings, or to carry out her/his duties as a Director, by resolution of the Board of Directors.

ARTICLE VI **OFFICERS**

6.01 Officers. The Officers of the Board shall consist of a Chair, Vice Chair, and Secretary-Treasurer, and may include such other Officers as may be determined appropriate by the Board of Directors.

6.02 Nominations and Elections. The Board of Directors shall elect from among its number the Officers of the Board. This election shall take place at the conclusion of the Annual Meeting of the CBSI Board of Directors. The manner of this election shall be prescribed by the Board of Directors in the Policies and Procedures.

6.03 Term of Office. Each Officer shall be elected at the Annual Meeting to a term of one (1) year, or until a successor is elected, and can be re-elected for up to four (4) additional one-year terms. No Officer shall be eligible to serve more than six (6) consecutive terms. The term shall begin at the close of the Annual Meeting.

6.04 Vacancies. In the event the office of Chair becomes vacant, the Vice Chair shall become Chair for the unexpired portion of the term and shall continue through their elected term as Chair. In the event the office of Vice Chair becomes vacant, the Board shall hold an election at its next meeting. In the event that the offices of Chair and Vice Chair become simultaneously vacant, the Secretary-Treasurer shall serve as Acting Chair until the offices of the Chair and Vice Chair are filled by election at the next scheduled meeting. If the Secretary-Treasurer position becomes vacant, the Secretary shall serve as Acting Chair. If the Vice Chair, Secretary-Treasurer, and Secretary are simultaneously vacant, the Chair will appoint a qualified interim officer to fill the vacancy until an election can be held at the next scheduled meeting of the Board of Directors. At such meeting, the Board may affirm the Chair's appointment or elect a qualified individual to fill the unexpired term.

6.05 Removal. The Board of Directors may, by a two-thirds (2/3) vote of the Directors at any regular, special or any other acceptable meeting as defined by these Bylaws, remove any Officer for cause. Reasons for removal shall be established by Board of Directors policy.

6.06 Duties of the Chair. The Chair of the Board shall:

- 6.06.1** serve as executive Officer of the Board of Directors and Executive Committee;
 - 6.06.2** preside at and prepare agenda for all meetings of the Executive Committee and the Board of Directors; the Executive Committee members are the Board Chair, Vice Chair, Secretary-Treasurer and IASI Representative.
 - 6.06.3** serve as an ex-officio member of all committees of the Board, except the Nominating Committee, and make all required chair appointments of all standing and special committees created;
 - 6.06.4** supervise the conduct of Board business and its activities; and
 - 6.06.5** perform such other duties as prescribed by the Board of Directors from time to time.
- 6.07 Duties of the Vice Chair.** The Vice Chair of the Board shall:
- 6.07.1** preside at meetings in the absence of the Chair; and
 - 6.07.2** perform such other duties as are usual for such office or as the Chair or Board of Directors may request and/or delegate from time to time.
 - 6.07.3** attend meetings of the Executive Committee.
- 6.08 Duties of the Secretary-Treasurer.** The Secretary-Treasurer of the Board shall:
- 6.08.1** monitor and reports on the financial health of the organization at regularly scheduled Board of Directors meetings;
 - 6.08.2** arrange for a financial review or audit of the Board books as directed by the Board of Directors and/or Executive Committee;
 - 6.08.3** Chair the Finance Committee;
 - 6.08.4** perform such other duties as are usual for such office or as the Chair or Board of Directors may request and/or delegate from time to time; and
 - 6.08.5** attend meetings of the Executive Committee.
 - 6.08.6** give notice of all meetings of the Board of Directors in accordance with these Bylaws;
 - 6.08.7** record the proceedings and maintain minutes of all meetings of the Board;

6.08.8 certify and keep a copy of these Bylaws as amended or otherwise altered to date;

6.08.9 supervise elections; and

6.09 Duties of the IASI Representative. The IASI Representative shall:

6.09.1 prepare semi-annual reports for the IASI Board of Directors to keep IASI informed of CBSI's activities; and

6.09.2 perform such other duties as prescribed by the Chair or the Executive Committee from time to time;

6.09.3 attend meetings of the Executive Committee.

ARTICLE VII **EXECUTIVE DIRECTOR**

7.01 Authority to Hire. The Board of Directors shall have the authority to hire, discharge, prescribe the duties and fix the compensation of an Executive Director, which may be an individual, corporation, management company or other entity, and all agents and employees of the CBSI.

7.02 Duties. The Executive Director shall be responsible for the management of CBSI in its administration, business and financial affairs, and to ensure that all policies set forth by the Board of Directors are executed in accordance with the management agreement. The Executive Director shall provide guidance to the Board of Directors and the Executive Committee in management of CBSI. Additional duties for the Executive Director shall be set by the Board of Directors and as provided for in these Bylaws.

7.03 Authority. The Executive Director shall have the authority to bind CBSI up to the financial limit as established in the Policies and Procedures of CBSI and to execute the strategic plan.

7.04 Non-Member of the Board. The Executive Director shall not be a member of the Board of Directors and shall have no voting privileges, but shall have the right to be notified of, attend and participate in all meetings of CBSI, including meetings of the Executive Committee.

ARTICLE VIII **INDEMNIFICATION AND INSURANCE**

8.01 Terms and Provisions. To the fullest extent permitted by the Nonprofit Corporation Act of the State of Washington, CBSI may indemnify each present, former and future Director, Officer, agent, and employee of CBSI acting on behalf or at the request of CBSI against all

liabilities incurred by them in connection with or arising out of any action, suit or proceeding in which they may be or have been involved by reason of their acts or omissions in serving CBSI. Such indemnification shall include, but not be limited to, court costs, attorney's fees, cost of settlements, or other incidental costs which the Board of Directors, in its sole discretion, shall determine are appropriate.

8.02 Coverage. The above indemnification provisions shall be at the sole discretion of the Board of Directors as to whether or not a person or entity should be indemnified. However, in the event that any dispute arises for which an indemnity may be claimed and there is a final judgment determining that an individual or entity who seeks indemnification is held not to be liable for any wrongdoing, then CBSI shall indemnify such individual in accordance with the terms and provisions of this indemnification.

8.03 Insurance. CBSI may purchase and maintain insurance on behalf of any person who is or was an Officer, Director, employee or agent of CBSI, against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such regardless of whether CBSI would have the power to indemnify against such liability.

ARTICLE IX **FINANCES**

9.01 Fiscal Year. The fiscal year of CBSI shall be as determined by the Board of Directors.

9.02 Budget. An estimated budget for the fiscal year shall be proposed by the Secretary-Treasurer or whomever the Board of Directors designates to prepare said budget, and shall be presented for approval to the Board of Directors prior to the fiscal year.

9.03 Financial Accountability. The Finance Committee shall annually determine the level of auditing required and appoint an independent Certified Public Accountant to examine and prepare the audit of the financial records of CBSI if so determined.

9.04 Financial Reports. Quarterly financial reports and annual financial reports shall be furnished to the Board of Directors by the Secretary/Treasurer or his/her authorized designee.

ARTICLE X **COMMITTEES**

10.01 Executive Committee. The Executive Committee shall be comprised of the Officers of CBSI and IASI Representative and shall exercise the authority of the Board of Directors in the management of CBSI between regularly scheduled meetings, as necessary. The Executive Committee may create as many committees, advisory boards, or working groups as deemed necessary or convenient to serve the purposes and accomplish the functions of CBSI. The Chair, with the approval of the Executive Committee, shall appoint and/or remove all committee, advisory board, and working group chairs. The Executive Committee develops policy and procedures, including budget and strategic plan, which are consistent as far as possible with

National Commission for Certifying Agencies (NCCA) standards, for the Board of Directors; reviews and develops bylaws as directed by the Board; and implements Board policy for nomination of Board members for elections.

Minutes of all Executive Committee meetings shall be provided to all Directors, and the Executive Committee shall report at each Board of Directors meeting concerning its actions since the last Board of Directors meeting. Meetings of the Executive Committee may be held upon such notice and call as determined by the Chair or the Board of Directors.

10.02 Standing Committees. In addition to the Executive Committee, the committees of CBSI may include, but are not limited to, the following:

10.02.1 Examination Construction Committee. Conducts/reviews job task analyses; solicits, develops, reviews exam questions; conducts standard-setting work for test forms; maintains question database and evaluates item performance; and ensures conformity with relevant NCCA standards.

10.02.2 Examination Administration and Professional Practices Committee. Communicates, in collaboration with the Executive Director, with education programs, regulators, and other stakeholders about examination opportunities; develops procedures and manuals for proctors and exam scheduling and administration; evaluates performance of exam sites; addresses candidate concerns regarding eligibility, the application process, or ADA accommodation requests; and addresses disciplinary matters for certificants and investigates judicial matters concerning the Board and executive committee if ambiguities arise.

10.02.3 Program Development Committee. Develops and reviews communications for candidates, certificants, and stakeholders about the exam, including but not limited to the application, handbook, study guide, certificate and website content; leads market analysis to evaluate and improve the value of the exam to stakeholders; and raises funds as directed by the Board of Directors for special program operations.

10.02.4 Certification Maintenance Committee. Develops policy and procedures for renewal of certification, consistent with NCCA standards; and reviews implementation and effectiveness of re-certification and certificant compliance.

10.03 Other Committees. The Board of Directors, by a majority vote of its Directors, may create such other committees and advisory boards as deemed necessary or convenient to serve the purposes of CBSI on such terms and conditions as from time to time CBSI may require.

10.04 Members. The Chair shall serve as an ex-officio member of all committees of CBSI, except the Nominating Committee. The Chair, with the approval of the Executive Committee, shall appoint and/or remove all standing, special and ad-hoc committee chairs. The committee members shall be selected by the committee chair with the approval of the Chair and will meet as

determined by the chair of said committee. The committee chair may appoint committee members who are not members of the Board of Directors, but volunteers with expertise specific to the committee's purpose, in accordance with policies and procedures adopted by the Board.

10.05 Authority. These committees shall have no independent authority, but shall report all activities, findings and recommendations to the Board of Directors for approval or necessary action. Members of any advisory board or committee [or a representative from each] shall be authorized to attend all meetings of the Board of Directors to advise the Board on any matter concerning the CBSI at the request of the Board. Representative(s) or member(s) of any advisory board or committee shall have no voting rights.

10.06 Manner of Acting. Unless otherwise provided by the Board of Directors, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with policies and procedures adopted by the Board of Directors.

10.07 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE XI

ETHICS COMPLAINT PROCEDURES

11.01 Authority. The Board of Directors reserves the right and has the sole expressed authority and power to suspend or revoke certification. This authority is exercised as described in the Ethics Complaint Procedures as published and/or amended in the Policies and Procedures.

ARTICLE XII

PARLIAMENTARY AUTHORITY

12.01 Parliamentary Procedure. All meetings of the Board of Directors and Executive Committee shall be conducted in accordance with the most current Robert's Rules of Order to the extent which they are applicable and consistent with the Bylaws and any special rule the Board of Directors may adopt.

ARTICLE XIII

DISSOLUTION OF BOARD

13.01 Dissolution Procedure. In the event of dissolution of CBSI, the Board of Directors shall by a majority vote, after paying or making provisions for the payment of all liabilities of CBSI, distribute all of the then existing net assets to a qualified not for profit tax exempt organization having similar aims and objectives in the manner specified in the Articles of Incorporation of CBSI.

ARTICLE XIV
POLICY OF NON-DISCRIMINATION

14.01 Policy of Non-Discrimination. CBSI and its Board of Directors shall not discriminate against any person on the basis of race, color, gender, age, sexual orientation, ethnicity, national origin, religion, disability, or marital status as defined and prohibited by law.

ARTICLE XV
AMENDMENTS TO BYLAWS

15.01 Amendments. These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the Board of Directors of CBSI present at a meeting at which a quorum is present, provided that written notice of the proposed alteration, amendment or repeal shall be sent to each Director by mail or facsimile in the notice for said meeting. Amendments adopted in accordance with this provision shall not be in conflict with Washington law.

15.02 Effective Date. An amendment so made shall be effective immediately upon adoption unless an effective date is specifically adopted at the time the amendment is enacted.