

# CERTIFIED AVIATION MANAGER GOVERNING BOARD

**BYLAWS** 

Change 4, December 14, 2023

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# **Table of Contents**

ARTICLE 1. Gen	ierai	5
Section 1.1	Name	5
Section 1.2	Governance	5
Section 1.3	Definitions	5
Section 1.4	Principal Office	5
ARTICLE 2. Pur	poses	6
ARTICLE 3. The	Certified Aviation Manager Governing Board	7
Section 3.1	Composition	7
Section 3.2	Qualifications for CAM Governing Board Directors	7
Section 3.3	Nomination and Selection of CAM Governing Board Appointed and Elected Dire	ctors 7
	Nomination and Selection of Public-At-Large and Community CAM Governing Boar	
Section 3.5	Terms of CAM Governing Board Directors	8
Section 3.6	Vacancies and Removals of CAM Governing Board Directors	9
Section 3.7	Notice of Meetings and Communication	9
Section 3.8	Confidentiality and Conflicts of Interest	9
ARTICLE 4. Aut	hority of the CAM Governing Board	10
Section 4.1	Authority and Responsibility	10
Section 4.2	Limitations	10
Section 4.3	Compensation	10
Section 4.4	Indemnification	11
ARTICLE 5. CAN	/I Governing Board Meetings	12
Section 5.1	Call of Meetings	12
Section 5.2	Agenda	12
Section 5.3	Quorum	12
Section 5.4	Voting	12
Section 5.5	Rules of Order	13
Section 5.6	Minutes	13
ARTICLE 6. OFF	ICERS	14
Section 6.1	Officers	14
Section 6.2	Election Qualification and Torms of Office	1.4

Section 6.3	Officer Nominations	14
Section 6.4	Duties of Officers	15
Section 6.5	Officer Vacancies	15
Section 6.6	Bonding of Officers and Employees	15
ARTICLE 7. Adn	ninistration	16
Section 7.1	Appointment of an Administrative Director	16
Section 7.2	Authority and Responsibility	16
ARTICLE 8. Fina	ncial Management	17
Section 8.1	Fiscal Year	17
Section 8.2	Budget	17
Section 8.3	Oversight and Financial Responsibilities	17
Section 8.4	Deposit of Funds	17
Section 8.5	Audit	17
ARTICLE 9. Committees		18
Section 9.1	Membership and Chairs	18
Section 9.2	Standing Committees	18
Section 9.3	Supervision	20
Section 9.4	Vacancies	20
ARTICLE 10. Sin	nultaneous Board/Education Committee Membership	21
ARTICLE 11. Am	nendments to Bylaws	21

#### **ARTICLE 1. General**

#### Section 1.1 Name

The name of the organization shall be the Certified Aviation Manager Governing Board, referred to herein as the CAM Governing Board, the certification body affiliated with the National Business Aviation Association Inc., referred to herein as NBAA, that seeks to measure and recognize competence in those areas pertinent to the certification of business aviation professionals.

#### Section 1.2 Governance

The affairs of the organization shall be carried out through the CAM Governing Board, which shall have the authority, responsibilities and limitations conferred herein and by statute. The CAM Governing Board is currently an autonomous certification board within the NBAA. Notwithstanding CAM Governing Board's status, it is the undeviating policy of the CAM Governing Board that it is and shall remain independent and autonomous with respect to all decisions related to the certification process, including eligibility, passing scores, certification determinations, re-certification, discipline and appeals. In connection with incorporation of the CAM Governing Board and following the passage of time as elections proceed, certain provisions of these Bylaws may be amended to be consistent with the current status and development of the CAM Governing Board.

#### Section 1.3 Definitions

A Certified Aviation Manager (CAM) meets the CAM Governing Board standards and qualifications considered important for professional aviation management and/or for the safe, efficient transportation of passengers and products.

CAM Annual Meeting is defined as the public business meeting that occurs in conjunction with the NBAA Annual Meeting and Convention in the fall of every year or at alternate times as dictated by NBAA.

#### Section 1.4 Principal Office

The principal office of the CAM Governing Board shall be in the District of Columbia. The CAM Governing Board may have such other offices as it may from time to time determine necessary.

### **ARTICLE 2. Purposes**

The purposes of the CAM Governing Board are as set forth below, including, but not limited to the following:

- a. To promote the interests of stakeholders by establishing and promoting requirements, standards, and procedures pertaining to the certification and re- certification of aviation professionals (including the development and administration of certification examinations).
- b. To promote the interests of stakeholders by providing credentials to those aviation professionals who satisfy all certification eligibility criteria and successfully complete a certification examination and for those continuing CAMs who fulfill re-certification requirements established by the CAM Governing Board.
- c. To promote the interests of stakeholders by establishing programs that support reliance on the CAM Governing Board's credentials by individuals, employers, the general public and regulatory bodies.
- d. To promote the interests of stakeholders by adopting and implementing a system for the reporting practice inconsistent with the standards, withdrawal of certification status by the CAM Governing Board from any CAM when it is determined that such certification was obtained or continued through fraud, misrepresentation, violation of one or more of the CAM Governing Board's requirements, that a criminal or ethical violation established by competent authority or otherwise brought to the attention of the CAM Governing Board does, in the sole judgment of the CAM Governing Board, render the holder unsuited to hold the CAM Governing Board's certification.
- e. To acquire, develop, disseminate and preserve information related to the functions, responsibilities and accomplishments of the CAM Governing Board.
- f. To perform other activities that may be approved by the CAM Governing Board, so long as those activities are for purposes not prohibited by Section 501(c)(6) of the Internal Revenue Code, are in compliance with all applicable laws and enhance the purpose(s) of the organization described in Article 2.

# **ARTICLE 3. The Certified Aviation Manager Governing Board**

#### Section 3.1 Composition

The CAM Governing Board shall consist of sixteen CAM Governing Board Directors, as follows:

- a. Seven Directors, who shall be CAMs in good standing, and elected as provided in Section 3.3 of these Bylaws.
- b. Four Directors, who shall be appointed by the NBAA Board of Directors.
- Four Directors (one Public-At-Large and three Community CAM Governing Board
  Directors), who shall be elected by the CAM Governing Board, as provided in Section 3.4 of
  these Bylaws.
- d. The Administrative Director, who shall serve as a non-voting ex-officio Director and in accordance with Article 7 of these Bylaws (but is not subject to the qualifications for other Directors under Section 3.2 below).

#### Section 3.2 Qualifications for CAM Governing Board Directors

Except for the CAM Governing Board Director nominees in paragraph 3.4, and the Administrative Director's position, any business aviation professional who is in good standing with the CAM Governing Board shall be eligible for nomination and election as a CAM Governing Board Director in accordance with paragraph 3.1, provided he/she:

- a. Has held a CAM certification for at least one year prior to commencement of the term for which nominated (except for the initial CAM Governing Board Directors) and.
- b. Does not hold an elected or appointed position, or any employment the CAM Governing Board, in its sole discretion, determines to be a conflict of interest.

# Section 3.3 Nomination and Selection of CAM Governing Board Appointed and Elected Directors

- a. Nomination for election to any open term as an elected CAM Governing Board Director may be made in writing to the Chair or Administrative Director by any Director or any CAM at least ten days prior to the mid-year meeting and such nominee, if eligible, shall be considered for election, providing his/her written consent was received at least ten days in advance of the meeting. A CAM may not nominate themselves for consideration for election to a Director position on the CAMGB.
- b. Vacancies of appointed CAM Governing Board Directors shall be filled by appointment of the CAM Governing Board appointing authority for the balance of the un-expired term, per Section 6.4.

12/14/2023 7 Version 4

- c. CAM Governing Board Directors shall take office at the end of the Annual Meeting and serve through the end of the third Annual Meeting of the CAM Governing Board thereafter.
- d. Vacancies of elected CAM Governing Board Directors that occur between elections shall be filled for the balance of their un-expired term by an affirmative vote of seven or more Directors.
- e. Election results shall be announced at the Annual Meeting of the CAM Governing Board. Elections for elected Directors shall be by a plurality of CAMs voting in person, by telephone, by other electronic media or by mail. Appointed Directors shall be elected by a plurality of Directors voting in person, by telephone, by other electronic media or by mail.

# Section 3.4 Nomination and Selection of Public-At-Large and Community CAM Governing Board Elected Directors

- a. Directors shall elect individuals to fill the following positions on the CAM Governing Board:
  - One Public-At-Large Director and any member of the public who is in a position to use or benefit from the services of a CAM shall be eligible for election as a Public-At-Large Director.
  - 2. Two Community Directors representing the aviation-psychometric related academic community.
  - 3. One Community Director representing business aviation employers or business aviation related companies/organizations.
  - 4. Any policy management level staff member of a business aviation employer, or a business aviation related company/organization, or a member of the aviation related academic community shall be eligible for election as a Community Director.
- b. No Public-At-Large Director shall be a CAM nor have any employment or supervisory relationship with any other Director. All Public-At-Large and Community Directors shall be members in good standing in their respective communities and companies.
- c. The terms of office for Public-At-Large and Community Directors shall be three years.

#### Section 3.5 Terms of CAM Governing Board Directors

Directors shall be eligible for appointment or election to the CAM Governing Board for not more than three consecutive three-year terms, except that the completion of an un-expired portion of a term shall not be considered a full term. After three consecutive three-year terms, a person must be off the board for a period of one year before he/she may be appointed or elected to the CAM Governing Board.

12/14/2023 8 Version 4

#### Section 3.6 Vacancies and Removals of CAM Governing Board Directors

A Director may be removed for good cause, including but not limited to violation of the CAM Governing Board's policies or rules, by an affirmative vote of seven Directors at any meeting for which notice has been provided that such removal would be an item of business. The resulting vacancy on the CAM Governing Board shall be filled in accordance with Section 3.1 or 3.3 or Section 3.4 of these Bylaws.

#### **Section 3.7** Notice of Meetings and Communication

- a. Notice of any meeting at which an election will take place, shall be sent at least 60 days in advance to all Directors and to all CAMs in good standing.
- b. Notice of any meeting of the CAM Governing Board shall be given at least ten (10) days in advance of the meeting to all Directors. Any Director may waive notice of a meeting.
- c. Notice of any meeting shall state the purpose and/or the items of business to be conducted. Notice of the Annual meeting and the mid-year meeting if it occurs, of the CAM Governing Board shall be given. Methods of transmittal may be mail, email, or other means permissible under applicable law, at their respective addresses as they appear in the CAM Governing Board's records.

#### Section 3.8 Confidentiality and Conflicts of Interest

- a. At the time of consenting to an appointment or a nomination and at least once each year, as a Director, each appointee or nominee shall sign a "Commitment to Serve" form, an agreement stating that, if selected, he/she will not disclose any confidential information and will fully and promptly disclose to the CAM Governing Board in writing, any existing or potential conflict of interest they may have, of a personal, professional, business or financial nature.
- b. When performing duties for the CAM Governing Board, such as writing test items, committee assignments or service on the Advisory Board, Agents shall sign a "Commitment to Serve" form, an agreement stating that he/she will not disclose any confidential information and will fully and promptly disclose to the CAM Governing Board in writing, any existing or potential conflict of interest they may have, of a personal, professional, business or financial nature.
- c. After full disclosure, the CAM Governing Board Executive Committee shall determine whether the Director shall be recused from voting on any matter involving a conflict. Breach of either the confidentiality or conflict of interest agreement shall constitute sufficient cause for the Director's removal from office pursuant to Section 3.6 of these Bylaws.

12/14/2023 9 Version 4

# **ARTICLE 4. Authority of the CAM Governing Board**

#### Section 4.1 Authority and Responsibility

- a. The CAM Governing Board shall have sole and complete authority, supervision, control and direction of its affairs, committees, finances and publications; shall determine its policies, rules and changes therein; shall promote its objectives; may employ an Administrative Director and such other employees, as it deems necessary, and shall supervise the disbursement of its funds. It may enter into contracts, sue or be sued.
- b. The CAM Governing Board may adopt such procedures, rules and regulations for the conduct of its business as it shall deem advisable and may from time-to-time delegate or rescind the delegation of certain of its authorities and responsibilities to the Chair, the Administrative Director or others.
- c. The CAM Governing Board shall prepare an annual report.

#### Section 4.2 Limitations

- a. The CAM Governing Board shall neither waive the requirement of successful completion of a certification examination as a condition of certification nor establish any requirement for a certification of any individual that is different from the requirements for the certification established for all individuals.
- b. No part of the net income of the CAM Governing Board shall inure to the benefit of, or be distributed to any Director, officer or any other individual as such benefit is determined under Section 501(c)(6) of the Internal Revenue Code, with the exception of reimbursement of reasonable expenses as described in Article 7 and Section 4.3 of these Bylaws with the exception of the Administrative Director who is a paid employee.
- c. The CAM Governing Board shall adopt policies and procedures that, in its sole judgment, meet all requirements of the District of Columbia and federal law, including the U.S. Federal Americans with Disabilities Act. In addition, the CAM Governing Board will adhere to the standards of its accreditation agency.

#### Section 4.3 Compensation

Directors and officers (except the Administrative Director as provided in Article 7 of these Bylaws) shall not receive any compensation for their services but, by resolution of the CAM Governing Board, may be reimbursed for the expense of attendance at meetings and other functions or expenses associated with the CAM Governing Board.

12/14/2023 10 Version 4

#### Section 4.4 Indemnification

The CAM Governing Board shall indemnify all officers, Directors, committee members and staff of the CAM Governing Board to the full extent permitted by law and shall provide insurance for such indemnification to the extent determined from time to time by the CAM Governing Board.

# **ARTICLE 5. CAM Governing Board Meetings**

#### Section 5.1 Call of Meetings

Meetings shall be held at least annually at the call of the Chair. The Chair may also call a meeting at any time, with proper notice. The Chair must call a meeting of the CAM Governing Board upon the written request of four or more Directors. The agenda thereof must include, as a minimum, the items of business requested by those Directors.

#### Section 5.2 Agenda

The Chair shall present an agenda to the CAM Governing Board at the beginning of each CAM Governing Board meeting. Any Director who wishes to place additional items on the agenda shall so notify the Chair. The Chair shall submit that item to the CAM Governing Board for inclusion on the agenda.

#### Section 5.3 Quorum

At all meetings of the CAM Governing Board, a quorum shall consist of seven Directors present either in person, by telephone or by other electronic media by which all participating may hear one another. At no time shall the minimum quorum of seven (7) consist of more than three (3) NBAA Board of Director CAM Governing Board appointees.

#### Section 5.4 Voting

- a. At all meetings or recess actions of the CAM Governing Board, Directors may participate and vote by telephone or other electronic media by which all participating may hear one another.
- b. Voting for elections may be conducted in person, by telephone, other electronic media or by mail. Actions taken by mail, telephone, or other electronic media shall be valid actions of the CAM Governing Board and shall be reported at the next meeting of the CAM Governing Board and recorded in the minutes thereof. Voting by proxy will not be accepted.
- c. All Directors, with the exception of the Chair and the Administrative Director, shall have the right to vote.
- d. The Chair will be the tiebreaker.
- e. The Chair may vote if they make up the quorum number of seven and for elections.

12/14/2023 12 Version 4

#### Section 5.5 Rules of Order

The CAM Governing Board may establish rules of order for the conduct of its meetings. Where no applicable rule has been so adopted, the rules of order in the current edition of Robert's Rules of Order, Revised, shall govern.

#### Section 5.6 Minutes

The Secretary/Treasurer shall maintain a written record of attendance and all actions taken at CAM Governing Board meetings.

#### **ARTICLE 6. OFFICERS**

#### Section 6.1 Officers

The officers of the CAM Governing Board shall be a Chair, Vice Chair and Secretary/Treasurer, who shall be elected by the affirmative vote of seven or more Directors voting at a meeting for which notice of such election has been given. The Administrative Director shall be a non-voting, ex-officio officer of the CAM Governing Board.

#### Section 6.2 Election, Qualification, and Terms of Office

- a. The officers of the CAM Governing Board shall be elected from among the Directors, and each shall continue to serve as an officer only as long as they continue to serve as a Director. Officers may be elected to fill a vacant position for a full or remaining partial term.
- b. All Directors, except the Public-At-Large, Community Directors and Administrative Director shall be eligible to serve as Chair, Vice Chair and Secretary/Treasurer.
- c. The Administrative Director shall supervise officer elections; these elections shall be by secret ballot. The Administrative Director and the Secretary/Treasurer will tabulate the ballots at the conclusion of the election to determine who will fill the open Officer positions. When the Secretary/Treasurer position is on the ballot, the Vice Chair will assume the Secretary/Treasurer's responsibilities for tabulation of the ballots.
- d. The two-year term of office shall commence at the conclusion of the meeting at which elected and shall expire upon the conclusion of the second Annual Meeting. Any interim appointment shall serve for the balance of the unexpired term.
- e. No CAM Governing Board officer may hold the same office for more than two full consecutive terms. An officer elected or appointed to fill an unexpired portion of a term shall not be considered to have completed a full term.

#### Section 6.3 Officer Nominations

Any Director, prior to the commencement of the election may nominate candidates for the CAM Governing Board officer positions. A nomination for an officer position may also be made by signature referendum from the CAMs. Such nominations require signatures from 10% of the CAMs, for a population of up to and including 1,000 CAMs; 5% of the CAMs, but in no case less than 100 signatures, for a population of up to and including 5,000 CAMs; and 300 signatures for a CAM population greater than 5,000. Such nominees shall be considered for election upon receipt by the CAM Governing Board of the "Commitment to Serve" form, described in Section 3.8 of these Bylaws and the consent of the nominee.

12/14/2023 14 Version 4

#### Section 6.4 Duties of Officers

- a. Subject to such limitations as prescribed herein, and to such limitations as the CAM Governing Board may from time to time prescribe, the officers shall each have such responsibilities and duties as may be conferred by the CAM Governing Board or by the Chair. The Chair shall preside over meetings of the members, the CAM Governing Board and the Executive Committee.
- b. The Chair shall preside at annual meetings of the membership and the CAM Governing Board as well as other scheduled meetings and shall initiate and carry out appropriate administrative tasks as directed by the CAM Governing Board.
- c. The Chair of the CAM Governing Board shall be the designated appointing authority in consultation with the Executive Committee with the recommendation of the Nominations Committee.
- d. The Vice Chair shall assist the Chair in the performance of his/her duties and preside in the absence of the Chair.
- e. The Secretary/Treasurer shall keep the minutes of all meetings of the CAM Governing Board and the membership, and ensure all notices are duly given in accordance with these Bylaws or as required by law. The Secretary/Treasurer shall be responsible for the control of all funds collected and disbursed by the CAM Governing Board and shall provide a report of the organization's financial condition at the Annual Meeting and at other meetings, upon request by the CAM Governing Board. The Secretary/Treasurer shall sign checks or issue disbursements on behalf of the CAM Governing Board and may delegate authority to the Administrative Director. The Secretary/Treasurer shall be responsible for the oversight of the financial condition of the CAM Governing Board and will prepare, with input from the Executive Committee and Budget Committee, the annual budget for approval by the CAM Governing Board. The Secretary/Treasurer shall make appropriate recommendations to the CAM Governing Board concerning all grants and donations solicited by and/or offered to the CAM Governing Board.

#### Section 6.5 Officer Vacancies

In the event of a vacancy in the position of Chair, the Vice Chair shall become Acting Chair until the next regular or special meeting of the CAM Governing Board. In the event of a vacancy in other positions, the Executive Committee may appoint a current CAM Governing Board member until the next regular or special meeting of the CAM Governing Board. At the next regular or special meeting of the CAM Governing Board shall fill such vacancy by electing a replacement in accordance with Article 6 of these Bylaws.

#### Section 6.6 Bonding of Officers and Employees

Officers and staff shall be bonded at the discretion and at the expense of the CAM Governing Board.

12/14/2023 15 Version 4

#### **ARTICLE 7. Administration**

#### Section 7.1 Appointment of an Administrative Director

The CAM Governing Board may engage a salaried executive who shall have the title of Administrative Director and shall serve at the pleasure of the CAM Governing Board. The Administrative Director's conditions of engagement shall be specified by the CAM Governing Board.

#### Section 7.2 Authority and Responsibility

- a. The Administrative Director shall manage and direct all operational and administrative activities of the CAM Governing Board including the management of contracts, management of office operations, development of certification information, liaison to other associations and other activities, all subject to policies and procedures established by the CAM Governing Board.
- b. The Administrative Director shall supervise elections, serve as the custodian of the corporate records and maintain a file of the minutes of all meetings of the membership, the CAM Governing Board, the Executive Committee and all standing committees or other committees/task forces.
- c. The Administrative Director shall serve without a vote as an ex-officio member of the CAM Governing Board. Unless otherwise specified in these Bylaws, the Administrative Director shall also serve without a vote as an ex-officio member of all CAM Governing Board committees, councils, and task forces.
- d. The Administrative Director shall perform the functions of the business manager, including collection and disbursement of funds along with the maintenance of records of such transactions.
- e. The Administrative Director shall perform other duties, as may be assigned by the CAM Governing Board or the Executive Committee.

12/14/2023 16 Version 4

# **ARTICLE 8. Financial Management**

#### Section 8.1 Fiscal Year

The fiscal year and budget of the CAM Governing Board shall begin on July 1 of each year and end on June 30 of the succeeding year.

#### Section 8.2 Budget

The CAM Governing Board shall approve an annual budget for the operation and activities of the CAM Governing Board.

#### Section 8.3 Oversight and Financial Responsibilities

The CAM Governing Board shall be responsible for the financial management of the CAM Governing Board and will review and evaluate reports and activities of the Secretary/Treasurer, Administrative Director and the Budget and Finance Committee to assure sound financial practices. Notwithstanding the above, the CAM Governing Board shall not engage in business or other activity which is not in the furtherance of and exclusively for its stated professional purposes, and which may jeopardize the NBAA status as an Internal Revenue Service 501(c)(6) Corporations under the provisions of the Internal Revenue Code.

#### Section 8.4 Deposit of Funds

The funds of the organization shall be deposited in such depositories as may be approved by the CAM Governing Board or the Executive Committee, but such deposition authority may be delegated to the Administrative Director.

#### Section 8.5 Audit

In any fiscal year when the organization's income exceeds the gross amount of Five-Hundred Thousand United States Dollars (US\$500,000.00), the CAM Governing Board, in consultation with the NBAA Audit committee, will determine if an audit is required. Copies of the written report shall be provided to the officers and shall be available to each member of the CAM Governing Board. Summaries of the audit report shall be circulated to each member of the CAM Governing Board.

12/14/2023 17 Version 4

#### **ARTICLE 9. Committees**

#### Section 9.1 Membership and Chairs

The CAM Governing Board may establish and except as provided in Section 9.2 of these Bylaws, the Chair may appoint members and chairs of committees, task forces, councils, and other groups to assist in carrying out the purposes and activities of the CAM Governing Board, subject to approval of the CAM Governing Board. In addition, except as stated in Section 9.2 of these Bylaws, it is not required that the membership of any committees, task forces, councils, and other groups be made up of Directors or CAMs, nor that the chairs of such groups be Directors; however, each such member must sign a "Commitment to Serve" form in line with those of CAM Governing Board Directors, as specified in Section 3.8 of these Bylaws.

#### **Section 9.2 Standing Committees**

The CAM Governing Board shall have as a minimum, the following standing committees:

- a. Executive Committee.
- b. Nominating Committee.
- c. Bylaws and Standards Committee.
- d. Budget and Finance Committee.
- e. Testing Committee.
- f. Marketing Committee.
- g. Reaccreditation Committee.

The Chair shall be an official voting member of all standing committees and counted toward the quorum of any committee meeting they attend, but not counted against the committee requirements described in these Bylaws. The Vice Chair shall be an official voting member of all standing committees on which they are required to serve as provided in these Bylaws, and shall be an ex-officio non-voting member of all other standing committees. The Administrative Director shall be an ex-officio, non-voting member of all committees.

The Chair or CAM Governing Board may assign to these standing committees, responsibilities in addition to those specifically listed in these Bylaws. Action that requires CAM Governing Board approval, taken by any Committee, will be submitted in writing to the Chair prior to the next meeting of the CAM Governing Board. Reports of each Committee meeting shall be promptly prepared and submitted to the CAM Governing Board for its review.

a. The Executive Committee shall consist of the officers, as specified in Article 6, in addition to the immediate Past Chair, whose term shall run for a period of two years provided they remain a member of the CAM Governing Board. If the immediate past chair is unwilling, ineligible or otherwise unavailable for membership on the Executive Committee, the CAM Governing Board Chair can appoint a current director to that position. The Administrative Director shall serve as an ex-officio non-voting member of the Executive Committee. Any three members of the Executive Committee shall constitute a quorum. The Executive Committee shall be responsible for conducting routine business on behalf of the CAM

12/14/2023 18 Version 4

Governing Board during the period between the meetings of the CAM Governing Board, and any other matters the CAM Governing Board may delegate to the Executive Committee during any regular or special meetings of the CAM Governing Board. The Chair, who also chairs the Executive Committee, shall call meetings of the Executive Committee. Minutes of each Executive Committee meeting shall be promptly prepared by the Secretary/Treasurer and forwarded by the Administrative Director to the Committee and the CAM Governing Board.

- b. The Nominating Committee shall be composed of the Chair and three members, and include whenever possible, one Past Chair of the CAM Governing Board and two Directors. The Chair shall appoint the chairperson of the committee. Members of the Nominating Committee shall be appointed by the Chair before the Annual Meeting, to serve a term of one year. The Nominating Committee shall:
  - Prepare the required list of Director candidates in the composition classes defined in Section 3.1(a)(1), (2) and (3) for presentation to the CAM Governing Board at least ten (10) days prior to the Midyear Meeting or any meeting at which an election by the CAM Governing Board will occur.
  - 2. Communicate the required list of Elected-Director nominees for presentation to all CAMs in good standing at least sixty (60) days prior to the Annual Meeting or any meeting at which an election by the CAM Certificants will occur.
  - 3. Review and score CAM scholarship applications on behalf of sponsoring agencies.
- c. The Bylaws and Standards Committee shall report directly to the CAM Governing Board and shall be chaired by the Vice-Chair and shall include, as a minimum, three additional Directors (not serving on the Testing Committee) appointed by the Chair, for a term of one year or until replaced. For continuity, one or all of the members may serve consecutive terms at the discretion of the Chair. The Bylaws and Standards Committee shall be responsible to the CAM Governing Board for preparing proposed, necessary and desirable changes to these Bylaws. Additionally, this committee shall review annually the standards for attaining the certification, respond to grievances and serve an ombudsman role for the CAM Governing Board.
- d. The Budget and Finance Committee shall report directly to the CAM Governing Board and shall consist of the Secretary/Treasurer, the Administrative Director, the Public-At-Large Director and one other Director appointed by the Chair. The Secretary/Treasurer shall chair the committee and the Administrative Director shall be responsible for the recording of minutes. The Budget and Finance Committee shall prepare the annual budget for consideration by the CAM Governing Board. The Budget and Finance committee shall monitor the financial affairs of the CAM Governing Board, make recommendations to the CAM Governing Board and perform other duties as the CAM Governing Board may determine from time to time.
- e. The Testing Committee shall report directly to the CAM Governing Board. It shall consist of one Community Director and four other Directors as well as other qualified candidates appointed by the Chair of the CAM Governing Board. The Chair of the CAM Governing Board

12/14/2023 19 Version 4

shall appoint Directors from the CAM Governing Board to make up the Testing Committee. The Testing Committee shall be responsible for developing and preparing the test questions and test composition. Each year, this Committee shall review the test development, administration process and scoring process, and where appropriate, recommend to the CAM Governing Board such changes as may be needed to maintain and promulgate the CAM program. The Testing Committee may also establish ad hoc subcommittees to meet these requirements.

- f. The Marketing Committee shall report directly to the Board and be chaired by the Committee Chair. It shall consist of at least four other Directors appointed by the Chair. The Marketing Committee shall be responsible for developing and preparing a marketing strategy including a web and printed media strategy.
  - 1. Developing and implementing an annual marketing plan.
  - 2. Coordinating with NBAA on an action plan to promote CAM to all NBAA members.
  - 3. Developing a marketing budget.
  - 4. Updating the marketing materials.
  - 5. Developing and maintaining advocacy programs/projects.
  - 6. Acting as a liaison to professional associations.
  - 7. Promoting and representing the CAM program at industry meetings and functions.
- g. The Reaccreditation Committee shall report directly to the Board and will be chaired by a Director and shall include, as a minimum, two additional Directors appointed by the Chair, for a term of one year or until replaced. For continuity, one or all of the members may serve consecutive terms at the discretion of the Chair. The Reaccreditation task force committee shall be responsible to the CAM Governing Board for appropriate accreditation. Duties will also include monitoring the current NCCA standards, applying and refining the current CAM program substantiating documentation to meet the current standards, proposing changes to any documentation needed to bolster the CAM program position to remain in concert with the latest standards, and periodically reviewing all the standards against the arsenal of CAM documents.

#### Section 9.3 Supervision

The Administrative Director shall monitor actions of CAM Governing Board committees and other groups and shall recommend to the CAM Governing Board on a regular basis the creation, dissolution, and consolidation of these groups.

#### Section 9.4 Vacancies

Unless otherwise provided for in these Bylaws, each committee appointment is intended to be for a three-year term, or until a successor is appointed, with approximately one-third of the members of each committee rotating off the committee each year. In the event of a resignation of a committee member, or if a committee member cannot otherwise complete the elected term on a Standing Committee, (except in the case of an officer of the CAM Governing Board or any special committee), a new committee member shall be appointed by the Chair to complete the un-expired term.

12/14/2023 20 Version 4

# **ARTICLE 10. Simultaneous Board/Education Committee Membership**

No member of the NBAA Professional Development Program (PDP) Review Committee or its Agents shall simultaneously be a member of the CAM Governing Board or serve as an Agent of the CAM Governing Board.

# **ARTICLE 11. Amendments to Bylaws**

Any Director or CAM in good standing may propose amendments to, or repeals of, elements of these Bylaws. Amendments to, or repeals of, elements of these Bylaws shall be adopted by the CAM Governing Board after approval by vote of the CAM Governing Board at an Annual Meeting or any other meeting of the CAM Governing Board, provided: written notice of proposed Bylaws changes has been sent to the Administrative Director for receipt not less than thirty (30) days prior to such meeting, and the Administrative Director has distributed the proposed changes to each Director for receipt not less than fifteen (15) days prior to the meeting at which the proposed changes are considered by the CAM Governing Board.

12/14/2023 21 Version 4