

CONSTITUTION OF THE NONDESTRUCTIVE TESTING MANAGEMENT ASSOCIATION, INC. (NDTMA)

ARTICLE I: NAME

The name of the Association shall be the Nondestructive Testing Management Association, Inc. (NDTMA). The Association shall be incorporated in the State of Nevada.

ARTICLE II: PURPOSE / MISSION STATEMENT

NDTMA promotes continuous growth and leadership development through the open exchange of management, technical, and regulatory information critical to the nondestructive testing industry.

ARTICLE III: MEMBERSHIP

Section 1: Qualification

Membership shall be limited to companies, organizations and individuals whose business involves the furnishing or use of nondestructive testing services, and/or products.

Section 2: Classes

- A. In the case of any/all of the below a "CEO" for each class/company shall be appointed as the point person for liaising NDTMA related news, updates, paying memberships, updating sponsorships, and communicating any/all individuals whom will be attending the conference or other NDTMA beneficial attributes (webinars, etc.)
 - a. Member Company
 - i. Member company which contributes to annual conference via dues, sponsorships, exhibiting, etc. Each member company will have one (1) vote
 - b. Fred Rohde Honorary Member
 - i. The Board of Directors may, upon due consideration and reason or worthiness, bestow lifetime honorary membership upon a person or person by majority vote.
 - ii. These individuals will be considered voting members and have one (1) vote
 - c. Retired Membership
 - i. Reduced price for retired individuals who would like to still be involved with the organization. To qualify as a retired member, one must be 65 or older, must have worked at a member company previously, and not employed full time by a current member company.
 - ii. These individuals will be considered voting members and have one (1) vote

Section 3: Applications

All member type (as referenced in Section 2 above) applications for membership shall be submitted to the Executive Director of the Association for consideration in accordance with the Bylaws.

Section 4: Voting

- A. The following member types are permitted to have one (1) vote:
 - a. Regular Member Companies

- b. Fred Rohde Honorary Member
 - c. Retired Members
- B. Unless otherwise specified in the Constitution or By-Laws, all items voted upon shall be decided by a majority of the votes cast.

Section 5: Adherence

Each member is required to comply with the NDTMA Constitution, Bylaws, and Code of Ethics (Section 8).

Section 6: Approval and/or Refusal

The Board of Directors may refuse to continue applied membership from any member adjudged by them to have violated the NDTMA Constitution or Bylaws or the Code of Ethics or may stipulate the removal of the member from the roll of members, if, as determined by two-thirds vote of the Board of Directors, said member shall have been deemed guilty of conduct considered undesirable or inconsistent with objectives and goals of NDTMA

Section 7: Delinquency

Members delinquent thirty (30) days in payment of annual dues may be suspended by the Board of Directors, and services of the Association shall terminate until such arrears are paid. If the member continues delinquent beyond the thirty (30) days, the Executive Director shall serve notice, if said member neglects to pay the dues before the end of the next month, the name of said member shall be automatically dropped from the membership roster. The Board may reinstate a member who has been suspended or dropped under this Section upon re-submission of a membership application with applicable dues. A delinquent member is not a member in good standing and does not have the right to vote.

Section 8: Code of Ethics

The following Code of Ethics is to be followed in spirit and word at all times by all NDTMA Board Members, Member companies and their associates, Fred Rohde Honorary Members, and Individual Members to guide the Association. It is the duty of all members to conduct themselves in accordance with the following precepts:

- A. To uphold at all times the reputation of the Association and the dignity of membership therein.
- B. To pursue their professional discipline and activities in a spirit of fairness to all concerned— employer, employees, customers and competitors— consistent with the high ideals of personal honor and integrity.
- C. To refrain from associating themselves with any enterprise that would use their name or that of the Association in any manner countenancing misrepresentation.
- D. To avoid damage directly or indirectly to the professional reputation, prospects or business of another member of the Association.
- E. To advertise only in a professional manner; to avoid using improper or questionable methods of soliciting professional work, and to decline any connection with improper patronage.
- F. To inform clients or employers of any business affiliations, interests or connections which might influence their fair judgment.
- G. To treat as confidential their knowledge of any business affairs or technical information of employers, clients or customers, and to make no disclosure of such information without their express consent.

- H. To accept financial or other compensation for a particular service from one source only, except with the full knowledge and consent of all interested parties.
- I. To perform their work in the highest professional manner, protecting the life, safety and health of their associates and of the general public.
- J. To contribute to the advancement of nondestructive testing by the interchange of information and experience with others, taking full advantage of the mediums provided by the Society-symposia, conventions and the press.
- K. To encourage and provide opportunity for professional development and advancement of their employees or those under their supervision.
- L. To consider their membership in the Association as affording a distinct opportunity to apply their special talents for the service of mankind.
- M. To refrain from any statements or acts which constitute hostile or offensive behavior and any forms of intimidation or harassment of any kind by and between members of NDTMA whether sexual, racial, ethnic, or religious in origin.

ARTICLE IV: OFFICERS & DIRECTORS

Section 1: Officers

The officers of the Association shall consist of a President, Past President (Chairman), Secretary, Treasurer, and Executive Director. Each of the officers shall perform the duties required by their respective officers under the law of the State of Nevada and such other duties as may be required of them by the Association.

- A. Past President– The Past President will:
 - a. Work closely with the Executive Director and President for nominating new Board Members.
 - ~~b. Serve as committee coordinator to collect committee reports for each Board Meeting and report the committee activities to the Board~~
- B. President – The President shall act as the executive head of the association for a one-year term. The President’s main responsibilities shall include:
 - a. Organize and run the Board of Director meetings.
 - b. Ensure continuity between new, current, and outgoing Board Members
 - c. Makes appointments to committees & Board of Director vacancies
- C. Vice President – The Vice President shall act as the Program Chair and the Parliamentarian. The Vice President’s main responsibilities shall include:
 - a. Maintain Robert’s Rules are followed for Association and Board meetings
 - b. Organizes annual meeting program with the help of the Secretary/Treasurer
- D. Secretary/Treasurer – The Treasurer will act as the financial overseer of the association with the help of the bookkeeper for a one year term. The Treasurer’s main responsibilities shall include:
 - a. Review expenditures, bank statements, & investments
 - b. Report to the Board of Directors and present the Treasurer’s report during the annual conference
 - c. Recording the Board of Director meeting minutes
 - d. Preparing and printing agendas
 - e. Working with the President to orchestrate the speakers for the annual meeting program
 - f. Organizing member communications with the Executive Director
 - g. Approve the Executive Director’s invoices

- E. Executive Director – The Chief Administrative Officer of NDTMA and is responsible for the operations of the association.
 - a. Advises the BOD on association matters.
 - b. Reports directly to the BOD.
 - c. Administers association resources to achieve goals of the association
 - d. Executes programmatic logistics.
 - e. Executes key communication for the society.
 - f. Creates, edits, and publishes association publications.
 - g. Provides input to strategic planning.
 - h. Provides input to committees, as necessary.
 - i. Executes other duties as per the contract.
 - j. Interfaces with vendors.

Section 2: Officer Vacancies

- A. A vacancy in the office of the President, either temporary or permanent, shall be filled in the following order:
 - a. By the Vice President
 - b. By the Secretary/Treasurer
 - c. By any member of the Board of Directors who has served a minimum of two years as determined by a vote of the Board of Directors.
- B. A vacancy in the office of Vice President shall be filled by the Secretary/Treasurer
- C. A vacancy in the office of Secretary/Treasurer shall be filled by a member of the Board of Directors who has served for a minimum of two years and as determined by a vote of the Board of Directors.

Section 3: Board of Directors

The Board of Directors shall consist of:

- A. Past President (officer & BOD Member)
- B. President (officer & BOD Member)
- C. Vice President (officer & BOD Member)
- D. Secretary/Treasurer (officer & BOD Member)
- E. The Chairman of the Government and Industry Affairs Committee (GIAC)
- F. Nine Directors at Large
 - a. Whom are elected from the members in good standing of the Association
 - b. Three new Directors at Large are elected each year to server as committee members and/or aids to the President/Secretary for the annual conference. The Directors at Large will also be the next likely candidates for NDTMA Officers.
- G. The Executive Director (ex-officio, without vote).
 - a. The Executive Director's roles and responsibilities can be found in Article VI, Section 6.

Section 4: Quorum

Eight (8) members of the Board of Directors shall constitute a quorum, a minimum of two of who shall be officers. Thus constituted, the Board of Directors shall be the legal trustee of the Association. The Executive Director shall attend all Board Meetings.

Section 5: Board of Director Vacancies

Vacancies occurring on the Board of Directors, through death, resignation or any other cause, shall be filled by appointment by the President. The member appointed shall be in good standing with the Association and shall be approved by a 2/3 vote of the Board of Directors.

Section 6: Minutes

Minutes, reporting the transactions of the meetings of the Board of Directors shall be submitted to all officers and directors no later than two weeks prior to meeting by the Secretary. If the Secretary is absent from the meeting the President will nominate a presiding Officer or Board Member to take the minutes in his/her place.

Section 7: Standing Committees

Standing committees may be established as deemed necessary by the Board of Directors. Committees and their Chairs will be listed on the Association website. Committee Chairs shall serve a three-year term with appointment by the current President with the exception of the committee coordinator, which is a one-year term. Members of the standing committees shall be members of the Association in good standing. Committee Chairs will be required to give an update of their committee during the annual conference in front of the membership. The current committees and their hierarchal structure with their description can be found below:

- A. Nominating Committee
 - a. Reports to: Board of Directors
 - b. Purpose: To propose new BOD members in accordance to Section III below.
- B. Committee Coordinator
 - a. 1-year term
 - b. To be the Past President
 - c. Reports to: Board of Directors
 - d. Purpose: To report updated individuals and activities semi-annually the by each of the following committees:
 - i. Constitution & Bylaws - The Constitution and Bylaws committee is in charge of the NDTMA Constitution and Bylaws and keeping them current. Any editorials, amendments, or otherwise changes as resulting from a motion from the Board of Directors or as petitioned by the membership will be addressed by this committee.
 - ii. Scholarship – The Scholarship committee has the responsibility of working as a liaison with the different educational institutions and nominating appropriate candidates for NDTMA scholarships.
 - iii. Membership - The Membership committee is in charge of communications to the members, recruiting and campaigning for new members, and finding new and novel ways of growing or expanding the membership of NDTMA.
 - iv. Each of the Strategic Planning Goals committees.
 - v. Audit committee.
 - vi. Executive director performance review committee.
- C. Government & Industry Affairs Committee (GIAC)
 - a. Reports to: Board of Directors
 - b. Purpose: The GIAC committee is responsible for liaising with governmental or other industry organizations and reporting back any new or proposed laws which might impact the organization or NDTMA member companies.

ARTICLE V: MEETINGS

Section 1: Annual Meeting

The Association shall hold an annual meeting as provided by the Bylaws. The Executive Director shall notify the voting membership of the meeting date and location at least sixty (60) days prior to the meeting. The meeting can be held in person (recommended) or virtual, in the event of unforeseen circumstances which would prevent an in person meeting (natural disaster, pandemic, etc.)

Section 2: Special Meetings

The Board of Directors for business of special nature may call special Meetings of the Association for the General Membership, and all the members of the Association shall be given a notice of such meetings at least thirty (30) days in advance, in writing. In addition, upon request of twenty (20) members, the President shall call a special meeting, at which a quorum of the membership must be present.

Section 3: Quorum

A quorum for annual or special meetings shall consist of ten percent (10%) of members, in good standing, and at least eight members of the Board of Directors, at least two of whom are officers.

ARTICLE VI: AMENDMENTS

Section 1: Petition

Thirty (30) members may petition the Board of Directors to submit a proposed amendment. The Board of Directors may, by an affirmative vote of the 2/3 majority present, propose amendments, which must be submitted to the voting membership at a meeting or by a letter ballot. A letter ballot must be returned to the Secretary not later than one month following the date of issue. A minimum of two-thirds (2/3) of the letter ballots must be returned for this vote to be official and a two-thirds (2/3) majority vote of the general membership is required for adoption. If the vote is taken during a general membership meeting, a two-thirds (2/3) majority vote of those present is required for adoption. Such approved amendments must be published and sent (print or electronically) to each member within thirty (30) days of adoption.

Section 2: Amendments

Amendments shall take effective thirty (30) days after their approval by the membership. Proposed Constitution and Bylaw changes shall be submitted to the membership at least 30 days prior to any consideration by the membership.

The Board of Directors may make editorial changes to the Constitution and Bylaws without petitioning the membership. The membership shall be informed of all editorial changes within 30 days of any editorial change.

Editorial changes are defined as any change which is not substantive. To be deemed a substantive change, a two-thirds (2/3) vote is required by the Board of Directors. Otherwise, the change will be deemed editorial.

ARTICLE VII: DISSOLUTION

Section 1:

In the event that four-fifth (4/5) of the entire membership determines that the Association should be dissolved, proper notification should be rendered to the Secretary of the State of Nevada, and other interested legal authorities.

Section 2:

Upon dissolution, residual assets shall be transferred to any chosen non-profit education/technical association or institution. This choice will be made by a vote of the Board of Directors at the time of dissolution.

BY-LAWS OF THE NONDESTRUCTIVE TESTING MANAGEMENT ASSOCIATION, INC. (NDTMA)

ARTICLE I: ANNUAL MEETING

Section 1: Time and Place

The annual meeting shall be held each year in person or virtually. The time and place of the meeting shall be prescribed by a majority of the Board of Directors. An agenda of business shall be submitted to the Directors and voting members at least thirty (30) days prior to the date of the Annual Meeting.

Section 2: Rules of Order

Unless otherwise specified in the Constitution or By-Laws, Roberts Rules of Order shall apply at all annual meetings.

ARTICLE II: DUES

Section 1: Fees

Membership dues shall be for the period of one year, coinciding with the fiscal year of their Association. The Board of Directors shall establish membership dues for regular and associate members. The Board of Directors, on a yearly basis, will review the dues structure to assure financial continuity of the Association.

ARTICLE III: ELECTION

Section 1: Officers and Directors

The officers shall be installed at each annual meeting and their term of office shall be in effect until the next annual meeting. There shall be no more than one person from the same company serving as an officer at any time. Directors at Large are elected for a three-year term. There shall be no more than one individual from the same parent company at the time of election serving as a Director. The immediate Past President shall serve a one-year term. Elections of officers and director shall be accomplished at the annual meeting by a secret or verbal ballot of the voting members present. The term of all new elective officers shall begin at the adjournment of the business meeting held during the annual meeting of the Association.

Section 2: Nominating Committee

The Past President shall appoint a nominating committee subject to the Board of Directors approval at least five (5) months prior to the annual meeting. This committee shall consist of the following:

1. One member of the Board of Directors
2. Three voting members-at-large
3. Immediate past President who will act as the Chairman of the Nominating Committee

Stipulations of the three voting members-at-large:

- A. No two members from the same company
- B. Each member-at-large shall consist of a different company type (service company, manufacturer, manufacturer's rep, consultant, etc.)

Each of these individuals is to nominate at least two (2) candidates with their resume and reasoning who he/she should be considered. Once each nomination has been collected (minimum of eight (8)) the nominating committee will vote. Each person will get two votes and can only vote for one of their nominees. Votes will be tallied and the nominees who have the most votes will be presented to the to the Board of Directors for approval. In the event of a tie, the nominees with the

most votes after first round will be included in a separate vote and each person from the nominating committee will re-vote until there are three winning candidates.

Stipulations of the candidates:

- A. No more than one (1) candidate from each company type can be elected at the same time.

ARTICLE IV: EXPENDITURES

Section 1: Salaries

The Board of Directors may, at its discretion, pay a salary of otherwise recompense the Executive Director and such other members as it may find necessary to continue the work of the Association as long as a conflict of interest does not exist.

Section 2: Budget & Bookkeeping

A budget for the Association's financial operations shall be prepared by the Executive Director, reviewed by the Treasurer, and shall be approved by the Board of Directors by the end of the previous fiscal year. The budget shall be presented for ratification by the membership at the next annual business meeting.

The Board of Directors can decide to hire a firm/individual to help with the bookkeeping of the organization.

Section 3: Operating Expenses

Normal operating expenses, including such items as stationary, postage, telephone calls, newsletters, etc. are consider acceptable. The Executive Director has the authority to pay all normal operating expenses of the Association. Other non-budgeted items over 1% (one percent) of the total value of the association must be approved by a two-thirds (2/3) vote of the Board of Directors and published in the next newsletter.

Section 4: Financial Report & Audits

The Treasurer with the help of the Executive Director and Bookkeeper shall be responsible for the preparation of the annual financial statement and any necessary bookkeeping and/or tax returns and shall be performed by the order of the Board of Directors. If necessary, an external firm shall be hired to audit the association's financials every five (5) years or sooner if decided by the Board of Directors in a majority two-thirds (2/3) vote. An audit committee shall be appointed by the President annually. The audit committee shall consist of two Board Members and one member at large.

ARTICLE V: FISCAL YEAR

Section 1: Definition

The fiscal year of the Association shall commence on January 1 and terminate on December 31 each year.

ARTICLE VI OPERATION AND GOVERNMENT

Section 1: Government

The Association shall be governed in accordance with this Constitution and these By-Laws.

Section 2: Board of Directors

A Board of Directors chosen from its members shall manage the affairs of the Association. The Board of Directors shall select the Executive Director by a simple majority vote of the Board. The Board of Directors shall regulate its own proceedings and may, by resolution, delegate specific powers to special committees. The Board of Directors shall make available at the annual meeting, the financial status of the Association.

Section 3: Board of Director Meeting Attendance

Board members must provide advance notification to the President if they are unable to attend a board meeting. An unexcused absence from two consecutive regularly scheduled board meetings or failure to attend three regularly scheduled board meetings in a two-year period shall result in a vote by the BOD to decide if the board member shall be dismissed from the Board of Directors.

An unexcused meeting is defined as a meeting where the Board Member confirmed they would be able to join, but does not, without notifying the President of their absence before the meeting. The Executive Director should attend all Board Meetings. Except in the case of extenuating circumstances at the discretion of the President and a majority vote by the BOD.

Section 4: Publications

The Newsletter, NDTMA Website, and Member and NDT Services Directory are official publications of NDTMA.

Section 5: Seal

The Association shall have a common seal.

ARTICLE VII: INDEMNIFICATION

The Association shall indemnify and hold harmless any and all of its Directors, Officers, Executive Director, former Directors and former Officers and parties who perform functions authorized by the Board of Directors, as stipulated in the Indemnification Policy which is contained in the NDTMA Board Committee Policy Section 5.0, on file with the Executive Director.