

# **BYLAWS**

## **National Council on Weights and Measures**

### **Article I - General**

#### **Section 1 - Corporate Status**

This Corporation shall be known as "The National Council on Weights and Measures," hereinafter called the "Corporation," and is incorporated under the laws of the State of Nebraska as a Nebraska Domestic Nonprofit Corporation.

#### **Section 2 - Tax Exempt Status**

This Corporation is organized as a not-for-profit business league under section 501(c)(6) of the Internal Revenue Code exclusively for not-for-profit purposes, including but not limited to improvement of business conditions, higher business standards and better business methods; promotion of uniformity in weights and measures laws, regulations, and practices; and sponsorship of educational and scientific programs. Such purposes are described in the Article II, "Goals," in these Bylaws. The Corporation is authorized, for not-for-profit purposes, to make distributions to organizations that qualify as exempt organizations under § 501(c) of the Internal Revenue Code, or the corresponding section of any future tax code. The Corporation is primarily supported by membership dues, registration fees to attend meetings of the Corporation, and by fees for certification of weighing and measuring devices under the National Type Evaluation Program.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, and the Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under the Internal Revenue Code as a trade or business expense ordinary and necessary in the conduct of the Corporation's business.

#### **Section 3 - Fiscal Year**

The fiscal year of the Corporation shall be October 1 through September 30 of the following year.

#### **Section 4 - Dissolution**

The Corporation shall dissolve in the event that the number of members falls below two hundred and fifty (250). Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or any corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a State or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Section 5 - Relationship to the National Institute of Standards and Technology**

The Corporation works in cooperation with the Department of Commerce, National Institute of Standards and Technology (NIST), by means of a Memorandum of Understanding (MOU) established between NIST and the Corporation. NIST participation and support is under the authority of that portion of the Organic Act (U.S. Code, Title 15, Chapter 7, Section 272) authorizing NIST to undertake "cooperation with the States in securing uniformity in weights and measures laws and methods of inspection."

As employees of the United States government, NIST staff are precluded by ethics laws, including sections 207-209 of Title 18 of the United States Code, from serving as officers, board members, or employees of the Corporation.

The MOU referenced above also names the Director of NIST as Honorary President of the National Council on Weights and Measures and designates the Chief of the NIST Office of Weights and Measures as the Executive Secretary of the Council. Under the MOU, on behalf of NIST, the Executive Secretary provides liaison between NIST and the Corporation; administers the NIST MOU and other cooperative agreements between NIST and the Corporation; advises the Corporation on technical and policy issues, and oversees the Technical Advisors assigned to work with the various committees of the Council, develops and does editorial review of publications of mutual interest as defined in the MOU.

## **Section 6 - Dispute Resolution**

All members and entities acknowledge that the open discussion of any disputed matter may lead to positive resolution. Upon completion of any applicable administrative appeal procedure, all members and entities shall be required to submit any grievance or claim to the mediation process set forth in this section before filing any lawsuit. Conclusion of the mediation process is a mandatory condition precedent to the filing of any litigation against or involving NCWM, and its directors, officers, employees, and agents. No person or entity shall have legal standing to file any lawsuit against or involving NCWM and its directors, officers, employees, and agents unless and until the mediation process has been completed.

The mediation process includes the following: the specific grievance or claim and supporting information shall be discussed by the aggrieved party and the NCWM at the staff level; if the matter is not resolved within 30 days of the completion of the staff level discussions, the aggrieved party and the NCWM shall schedule a face-to-face meeting at a mutually acceptable location. The Board of Directors of the NCWM shall determine at its discretion the number and identity of the NCWM representatives attending the face-to-face mediation. The Chief Executive Officer or designated representative of the aggrieved entity shall attend the face-to-face mediation with such other persons as the aggrieved party identifies, not to exceed three representatives. NCWM and the aggrieved entity shall designate a mutually acceptable, independent mediator to conduct the mediation. The mediator shall provide a written report on the mediation to the parties within 30 days following the face-to-face mediation session(s). The mediator shall determine in such report if the dispute or grievance has or has not been resolved in a mutually accepted manner. The receipt of the mediator's report shall be the conclusion of the mediation process.

## **Article II - Mission**

### **Section 1 - Mission**

The mission of the National Council on Weights and Measures is to ensure equity through uniform standards in a changing marketplace. NCWM develops uniform and equitable weights and measures standards to:

- Promote commerce and fair competition by leveling the playing field,
- Ensure consumers "get what they pay for", and
- Foster confidence in marketplace transactions.

### **Section 2 - Regional Associations**

The Corporation is a national association which has a close affiliation with four regional Weights and Measures Associations (Central, Northeastern, Southern, and Western). The Corporation actively seeks representation from the four regions on its Board of Directors, standing, and special purpose committees. The Corporation has no legal connection with the four regional associations.

## **Article III - Membership**

### **Section 1 - Types of Membership**

Membership consists of three classes: active, advisory, and associate.

#### **Active Membership**

Applies to individuals in the employ of States, Commonwealths, Territories, or Possessions of the United States, their political subdivisions, the Navajo Nation, and the District of Columbia who are actively engaged in the enforcement of weights and measures laws and regulations.

#### **Advisory Membership**

Applies to (1) representatives of agencies of the Federal Government, (2) representatives of State and local governments other than those involved in the enforcement of weights and measures laws and regulations, (3) foreign government officials, and (4) retired persons who are interested in the objectives and activities of the Corporation, participate as individuals rather than as representatives of a particular industry or interest group, and meet the criteria in Article IV, Section 3 – Waiver of Registrations and Membership Fees.

#### **Associate Membership**

Applies to representatives of manufacturers, industry, business, and consumers, and other persons who are interested in the objectives and activities of the Corporation and who do not qualify as Active or Advisory member.

### **Section 2 - Form of Application**

Each application for membership in this Corporation shall be in the form prescribed by the Board of Directors.

### **Section 3 - Submission of Application**

Applications for membership shall be submitted to the Corporation along with the appropriate membership fee. The membership will not be activated until the membership fee has been paid.

## **Article IV - Membership Fees and Records**

### **Section 1 - Fee**

The fees for annual membership, as well as the registration fees for each meeting of the Corporation, are fixed, and are subject to revision, by a majority vote of the Board of Directors at any official meeting of the Board.

### **Section 2 - Membership Records**

The Corporation shall collect membership fees and maintain membership records.

### **Section 3 - Waiver of Registration and Membership Fees**

Individuals who have retired after 10 or more years of weights and measures employment in either the public or private sectors, and who have attended at least one Annual Meeting, shall not be subject to the payment of the registration and membership fees.

The spouses of retired members shall enjoy the same privileges as spouses of active members.

### **Section 4 - Inspection of Records**

All records of the Corporation shall be open for inspection or review at the Corporation's discretion, except records pertaining to the National Type Evaluation Program (NTEP) that are deemed proprietary by the NTEP Committee, providing a request for review is submitted to the Organization or individual responsible for maintaining such records. The inspection of the records shall take place at the offices of the Corporation at a reasonable time, under reasonable conditions, and under the supervision

of the custodian of the records or an individual designated by the Board of Directors to supervise the review of the records. The Corporation may collect fees to recover costs.

## **Article V - Use of the Insignia**

The insignia of the Corporation is trademarked. Use or display of the insignia by members is allowed except that the Corporation may prohibit any use that is deemed by the Corporation to be inappropriate.

## **Article VI - Directors and Appointive Officials**

### **Section 1 - Directors**

The Directors of the National Council on Weights and Measures, shall be:

An 11-member Board of Directors consisting of:

1. Chairman,
2. Past-Chairman,
3. Chairman-Elect,
4. Treasurer, and

seven other Directors: 4 directors to be elected from the active membership, the Nominating Committee will endeavor, where practical, to nominate one director from each of the 4 (four) regional associations, (Central, Northeastern, Southern and Western: the "Active Directors"); 1 (one) director from the associate membership (the "Associate Director"); and 2 (two) at-large Directors, (the "at-large Directors") who may be elected from the Active, Advisory, or Associate membership who are eligible to serve.

### **Section 2 - Directors Eligibility**

Any active member in good standing shall be eligible to hold the office of Chairman, Chairman-Elect, Past Chairman, Treasurer, and Active Director, provided that the individual meets the other requirements set forth in the Bylaws. Further, any Associate member is eligible to hold office as the Associate Director and any Active, Advisory, or Associate member is eligible to hold office as an at-large Director.

### **Section 3 - Nominations and Elections**

#### **A. Nominating Committee**

Each year prior to the Corporation's Interim Meeting, the Chairman shall appoint a Nominating Committee. The Past Chairman will serve as Chairman of the Nominating Committee.

#### **B. Nominations**

1. The Nominating Committee shall submit one name for each elective office and present its recommendation as a slate in its report to the Corporation.
2. Additional nominations for officers may be made from the floor at the Annual Meeting provided that prior consent of the nominee has been obtained in writing and presented to the presiding officer at the time of the nomination.

#### **C. Elections**

Directors shall be elected during a designated session of the Annual Meeting by a formal recorded vote of the members in attendance and eligible to vote on Corporation motions.

See Bylaws, Article X - Voting System

#### **D. Terms of Office**

1. The Chairman, Chairman-Elect and Past Chairman shall serve for a term of 1 year. The Chairman-Elect will be elected at the Annual Meeting one year prior to the term of service as Corporation Chairman. After serving one year as Chairman-Elect, the incumbent will succeed to the office of Corporation Chairman. The consecutive reelection of a

Chairman and Chairman-Elect is prohibited; however, the eight other directors may be re-elected. The eight other directors shall serve for 5-year terms; except for the Associate Director and Treasurer who shall serve a 3-year term. Elections shall take place at such intervals as are necessary to retain an 11-member Board at all times, except that vacancies shall be filled under Section 3, paragraph E, below.

2. All Directors shall take office immediately following the close of the Annual Meeting at which they were elected.
3. Should the Chairman-Elect for any reason be unable or unwilling to be installed as Chairman, his/her successor shall be elected by the Board of Directors. In this event, the newly elected Chairman-Elect shall be installed as Chairman.

#### **E. Filling Vacancies**

A vacancy is created if an individual is unable or unwilling to complete their term, is removed for cause, or if timely elections cannot be held for any reason. In case of a vacancy in any of the elective offices, the Chairman (or, if the vacancy is for the Chairman's position, the immediate Past-Chairman) shall nominate a replacement, and that person shall be appointed to fill the office if a majority of the members of the Board approve the nomination. The new appointee shall take office immediately following the vote of the board and serve the remainder of the term to which they were appointed.

### **Section 4 - Insurance and Indemnification of Directors**

#### **A. Insurance**

The Corporation is authorized to purchase insurance, including but not limited to, general liability insurance, errors and omissions insurance, and directors and officers' liability insurance, together with any other insurance deemed by the Corporation to be reasonable, in such sums and for such premiums as the Board determines are appropriate.

#### **B. Indemnification**

The Corporation shall indemnify and hold harmless (to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended) any person 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") by reason of the fact that he/she, or a person for whom he/she is the legal representative, is or was a director, officer, employee or agent of this Corporation against all expenses, liability, and loss reasonably incurred or suffered by such person. The Corporation shall be required to indemnify and advance expenses to a person in connection with a proceeding initiated against such person only upon approval by the Board of Directors of the Corporation.

The Corporation shall prepay the expenses incurred in defending any proceeding in advance of its final disposition.

If a claim for indemnification or prepayment of expenses under this Section is not paid in full within ninety days after a written claim therefore has been received by the Corporation the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expenses of prosecuting the claim. In any such action the Corporation shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.

The rights conferred on any person by this Section shall not be exclusive of any other rights which such person may have or hereafter acquire under the statute, provision of the Articles of Incorporation, these Bylaws, agreement, vote of members or disinterested directors or otherwise.

Any repeal or modification of the foregoing provisions of this Section shall not adversely affect any right or protection of a director, officer or employee of the Corporation at the time of such repeal or modification.

### **Section 5 - Removal of Directors**

A director may be removed for cause upon a vote for his or her removal by a majority of the Board at a properly called meeting of the Board. Removal for cause shall include, but not be limited to, failure by the Director to attend two consecutive meetings of the Corporation. For purposes of this section, two consecutive meetings shall mean annual or interim meetings of the Corporation.

## **Section 6 - Appointive Officials**

### **A. The Corporation Chairman will annually appoint the following officials:**

1. Four (4) Presiding Officers
2. Chaplain
3. Parliamentarian
4. Two (2) Sergeants-At-Arms

### **B. Assumption of Office**

All appointive officials shall take office immediately following appointment and will serve through the subsequent Annual Meeting of the Corporation unless otherwise specified by the Corporation Chairman.

## **Article VII - Duties of the Directors and Appointive Officials**

### **Section 1 - Board of Directors**

The Board of Directors is the governing body of the Corporation and is authorized to make all decisions relating thereto, including but not limited to the following:

1. conducts the business of the National Council on Weights and Measures, as a Corporation, which at a minimum includes (a) overseeing the preparation and filing of the biennial report and fee with the Nebraska Secretary of State in compliance with Neb. Rev. Stat. Section 21-301.
2. reviews and approves the budget;
3. selects the place and dates for each meeting of the Corporation;
4. fixes all fees including but not limited to meeting registrations, fees associated with NTEP administration, publications, and the annual membership fee;
5. advises the responsible individual or organization, as designated by the Chairman, with respect to the programs for the meetings of the Corporation and its committees, and makes recommendations to the Corporation, the Corporation officers, and the committee chairmen;
6. reviews an annual audit report prepared by an external auditor whose services are retained by the corporation to assess the accuracy of the financial statements, the accounting principles used, and evaluate overall financial statement presentation; and
7. establishes and periodically reviews the policies and procedures for the corporation.

The Board of Directors, in the interval between meetings of the Corporation:

1. authorizes meetings of Corporation committees in accordance with the provisions of Article VIII, Section 3,
2. authorizes expenditures that are not in the budget, and
3. acts for the Corporation in all routine or emergency situations that may arise.

The Board serves as a policy and coordinating body in matters of national and international significance which may include such areas as metrication; the interaction with organizations such as the International Organization of Legal Metrology (OIML), American National Standards Institute (ANSI), International Organization for Standardization (ISO), ASTM International, and such internal matters as may be required.

### **Section 2 - Chairman**

The Corporation Chairman has broad authority including, but not limited to, the authority to make policy decisions on behalf of the Corporation and take such actions as are necessary to put these decisions into effect. The Chairman is the principal presiding officer at the meetings of the Corporation and of the Board of Directors, makes appointments to the several standing and special purpose committees, and appoints other Corporation officials to serve during his or her term of office. All appointments are made from among the NCWM Membership. The Chairman, on behalf of the Board, annually presents a report on Corporation activities.

### **Section 3 - Chairman-Elect**

The Chairman-Elect will:

- A. serve as acting Corporation Chairman in the event that the Chairman is unable to carry out the duties of that office,
- B. perform other duties assigned by the Corporation Chairman,
- C. serve on the Board of Directors,
- D. prepare and develop a budget for review by the Board,
- E. review ad hoc committees, sub-committees, task forces, and study groups to make a recommendation to the Board as to the continuance of these committees.

### **Section 4 - Presiding Officers**

The four Corporation Presiding Officers preside over sessions of the meetings of the Corporation as assigned by the Corporation Chairman and assist the Chairman in the discharge of his or her duties.

### **Section 5 - Executive Secretary**

The Executive Secretary has those responsibilities that are assigned to the office pursuant to Article I, Section 5.

### **Section 6 - Treasurer**

The Treasurer ensures the integrity of the fiscal affairs of the Corporation and serves on the Board of Directors of the Corporation. The Treasurer performs other duties as assigned by the Chairman.

### **Section 7 - Chaplain**

The Chaplain performs the customary duties of that office.

### **Section 8 - Parliamentarian**

The Parliamentarian shall assist in assuring meetings of the Corporation are conducted in a proper manner.

### **Section 9 - Past Chairman**

The most recent still-active Past Chairman will serve as Chairman of the National Type Evaluation Program (NTEP) Committee and appoint active, advisory, and associate members to the technical committees of the NTEP program. The Past Chairman will also serve as Chairman of the Nominating Committee.

### **Section 10 - Sergeants-At-Arms**

The Sergeants-At-Arms help preserve order during the public sessions of the Corporation Annual Meeting. Their responsibilities include ensuring that only registered delegates are present and that individuals or groups appearing before the Corporation are properly identified.

## **Article VIII - Meetings of the Corporation**

### **Section 1 - Annual Meeting**

The Annual Business Meeting of members shall be held at the annual meeting of the Corporation. Notice of the annual meeting shall be given. Notice shall be no less than 10 days before the date of the meeting, except that notice to act on an amendment to the Articles of Incorporation, a plan of merger, a proposed sale of assets or the dissolution of the Corporation shall be given not less than 25 days before the date of the meeting.

The agenda for this meeting shall include the election of the Board of Directors and reports from the Chairman and the Treasurer.

The Annual Technical Meeting shall also be held at the Annual meeting of the Corporation and may include reports from various committees, task forces, study groups, and other items pertinent to the Corporation, as well as the presentation of technical papers, discussions, displays, entertainment, or other events at the discretion of the Board of Directors.

## **Section 2 - Interim Meetings**

The Interim Meetings of the Board of Directors and those Standing Committees designated by the Chairman shall be held annually, approximately 6 months prior to the Annual Meeting in order to develop the agenda and committee recommendations to be presented to and acted on by the membership at the Annual Meeting.

## **Section 3 - Conduct of Annual and Interim Meetings**

The annual and interim meetings shall be in-person meetings, excepted only in the event that an emergency is declared by the Board of Directors to allow either meeting to be held entirely or in-part by internet meeting services. Justification and classification of the emergency declaration are at the discretion of the Board and may include, but are not limited to, a pandemic that prevents a significant number of members from participating in an in-person meeting. Such emergency declarations and related determinations to allow internet meetings shall not, however, be uniquely applied to, or employed regarding, any individual agenda item or any subset of items within a complete meeting agenda. The Board of Directors shall maintain policies for conducting these meetings following the principles of the in-person meetings as closely as possible.

## **Section 4 - Other Meetings of the Board of Directors, Committees and Subgroups within the Corporation**

- A. The Corporation Chairman is authorized to order a meeting of the Board of Directors at any time such a session is deemed by the Chairman to be in the best interests of the Corporation. Such meeting may, at the discretion of the Chairman, take place in any manner technologically possible, including, but not limited to, telephone conference call, web meeting, and email. A quorum shall consist of 7 members of the Board. Voting may be cast in any manner prescribed by the Chairman. All questions before the Board of Directors will be decided whenever practical, by voice vote or by ballot, and will be decided on the basis of the majority of votes cast.
- B. Other Committees and subgroups of the Corporation are authorized to hold meetings at times other than the Annual Meeting or Interim Meeting by any manner technologically possible, including, but not limited to telephone conference call, web meeting, and email. If a committee or subgroup desires to conduct a meeting requiring travel and facilities at the expense of the corporation, such meeting will be subject to approval in advance by the Board of Directors.

## **Section 5 - Rules of Order**

The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

# **Article IX - Committees**

## **Section 1 - Special Purpose Committees**

The Special Purpose Committees consist of the following:

### **A. Nominating Committee**

The Nominating Committee (referenced in Article VI, Section 3) shall be appointed annually by the Chairman and shall consist of the most recent active Past Chairman of the Corporation as Committee Chairman and six NCWM members, to include at least one member representing each of the four regions. The nominating committee shall make recommendations to the Corporation for nominations for the Board of Directors. The nominating committee shall give due weight and consideration to the recommendation of the Associate Membership Committee regarding the Associate Director nomination.



## **B. Finance Committee**

The Finance Committee shall be comprised of the Chairman-Elect, Nominated Chairman-Elect, Treasurer, Associate Director, and the Executive Director. Each member's term on the Finance Committee shall coincide with the member's term of office.

## **C. Associate Membership Committee**

The Associate Membership Committee shall consist of not less than 5 nor more than 10 members, appointed by the Corporation Chairman from the associate membership. This Committee shall represent a cross-section of interests within the associate membership. The Associate Membership Committee shall make a recommendation to the Chairman for a nomination for the Laws and Regulations Committee and the Professional Development Committee. The Associate Membership Committee shall also make a recommendation for the Associate Director nomination every three years or in the event of a vacancy to fill the unexpired term. The Associate Membership Committee may also make a recommendation to the Nominating Committee for an "At Large" Director nomination.

## **D. Credentials Committee**

The Credentials Committee shall consist of three members all of whom are appointed by the Corporation Chairman from the active membership, and shall consist of at least one member from a State jurisdiction and one member from a city or county jurisdiction, serving on a rotating basis for 3-year terms (a new member appointed each year to replace the member whose term expires). The senior member serves as Committee Chairman.

## **Section 2 - Standing Committees**

The Board of Directors may create and disband standing committees in the best interests of the Corporation. As referenced in Article IX, Section 1, the Chairman makes appointments to the several special purpose committees. The current standing committees are:

1. Committee on Specifications and Tolerances;
2. Committee on Laws and Regulations, and
3. Committee on Professional Development.

### **Membership**

The membership of each of the standing committees consists of 5 members, at least 1 member from each of the 4 weights and measures regions, appointed by the Corporation Chairman from the Active membership on a rotating basis for 5-year terms, or until a successor is appointed. In addition, every 5th year the Corporation Chairman shall appoint a nonvoting Associate Member Representative (AMR) to the Committee on Laws and Regulations and the Professional Development Committee. The AMR shall be nominated by the Associate Membership Committee and shall serve a 5-year term, or until a successor is appointed.

When it is necessary to make an appointment to any of the standing committees to fill a vacancy caused by the death, resignation, or retirement from active service by a committee member, the appointment is for the unexpired portion of the member's term.

Except as noted, each standing committee annually selects one of its active members, preferably its senior member, to serve as its chairman and also select a vice-chair. The vice-chair shall assist the chair during open hearings and committee work sessions.

## **Section 3 - National Type Evaluation Program (NTEP) Committee**

The NTEP Committee is comprised of 5 members: The Immediate Past Chairman, the Chairman and the Chair-Elect of the Council and 2 regional Directors from the Board of Directors. The NTEP Committee must include at least 1 member from each of the 4 regions. The NTEP Administrator shall serve in an advisory role to the NTEP Committee.

The NTEP Committee may develop recommendations to the Board of Directors for the NTEP fees including, but not limited to application fees to obtain a NTEP Certificate of Conformance and the annual maintenance fee for retaining a NTEP Certificate of Conformance. The NTEP Committee is responsible for the operation of the NTEP program with respect to providing guidance related to the activities of the program and establishing Publication 14 NTEP technical policy and procedures and recommending Publication 14 administrative policies to the board for approval.

Through the Chairman of the NTEP Committee, members are appointed from the Advisory, Active, and Associate Members to the Technical Committees of the National Type Evaluation Program. The Associate members represent the interest of manufacturers, retail sales organizations, and users of commercial devices. The Active members represent the interest of government officials and the consumer. These committees make technical, policy, and procedural recommendations to the NTEP Committee for implementation.

#### **Section 4 - Task Groups, Steering Committees, and Subcommittees**

Task Groups, Steering Committees, and Subcommittees are appointed by the Corporation Chairman from the active, advisory, or associate membership, in any combination, as the need arises or the Corporation requests. All ad hoc committees, subcommittees, task groups, and study groups are subject to an annual review by the Board.

#### **Section 5 - Duties and Fields of Operation of Board of Directors and Committees**

##### **A. Laws and Regulations Committee**

The Laws and Regulations Committee annually presents a report for Corporation action.

Its scope embraces all matters within the area of weights and measures supervision including:

1. the development and interpretation of uniform laws and regulations;
2. the study and analysis of bills for legislative enactment;
3. the establishment and maintenance of published guidelines and other effective means of encouraging uniformity of interpretation and application of weights and measures laws and regulations; and
4. liaison with Federal agencies, State agencies, and other groups or organizations on issues within the purview of the Committee. This role entails explaining, advocating, and coordinating Corporation positions, recommendations, and needs before Federal Government agencies, consumer groups, the associate NCWM membership, domestic and international standards organizations, industry, trade associations, and others. The goals are to provide and solicit information, develop a spirit of cooperation, and promote uniformity with the activities and standards of the NCWM.

##### **B. Specifications and Tolerances Committee**

The Specifications and Tolerances Committee annually presents a report for Corporation action.

Its scope embraces all matters dealing with:

1. specifications, tolerances, and technical requirements of any kind relating to scales, weights, measures, and weighing and measuring devices and accessories, including interpretation of such material whenever necessary,
2. standards and testing equipment for weights and measures officials,
3. procedures for testing commercial equipment, and
4. liaison with Federal agencies, State agencies, and other groups or organizations on issues within the purview of the Committee. This role entails explaining, advocating, and coordinating Corporation positions, recommendations, and needs before Federal Government agencies, consumer groups, the associate NCWM membership, domestic and international standards organizations, industry, trade associations, and others. The goals are to provide and solicit information, develop a spirit of cooperation, and promote uniformity with the activities and standards of the NCWM.

##### **C. Professional Development Committee**

The Professional Development Committee annually presents a report for Corporation action.

The mission of the Committee is:

To provide leadership to develop and implement uniform, quality weights and measures services in the areas of:

1. effective program management,
2. education, and
3. public relations.

### **1. National Training**

The focus of national training is to increase technical knowledge, strengthen credibility, and improve the professionalism of the individual weights and measures official. Strong training programs would promote uniformity across the nation.

### **2. National Certification**

National certification provides confidence that an individual has a strong understanding of U.S. weights and measures standards adopted by NCWM and published in NIST Handbooks 44, 130, and 133. The Committee oversees the development and ongoing improvement of professional certification.

### **3. Council Training Topics**

The Committee would be the focal point for gathering and recommending workshops or symposia on leadership, management, and emerging issues to be presented during the Annual Meeting. These topics would provide a forum for the exchange of ideas and discussion of changes in the marketplace.

### **4. Uniformity of Data**

The Committee would develop standard categories for devices and inspection areas so that such things as the number of devices, compliance rates, frequency of inspection and other areas could be compiled and compared at the national level. These statistics could be used to benchmark organizations and to communicate the value of weights and measures to the public and to decision makers.

## **D. Nominating Committee**

The Nominating Committee annually presents a slate of nominees for all elective offices. The names of these nominees shall appear in the report of the Nominating Committee and shall be published in the Program and Committee Reports for the annual meeting of the Corporation.

## **E. Finance Committee**

The Finance Committee provides review and preliminary approval of the draft budget before it is presented to the Board of Directors for final approval.

## **F. Credentials Committee**

The Credentials Committee administers the Corporation voting system, makes decisions concerning disputed rights of designated representatives, and approves or certifies representatives to the House of State Representatives.

## **G. Associate Membership Committee**

The Associate Membership Committee annually reports on its activities and makes recommendations to the Board of Directors.

The Associate Membership Committee shall make a recommendation to the Nominating Committee regarding the Associate Director position on the Board, and may make a recommendation regarding the "At Large" Director position on the Board, as well as a recommendation to the Chairman for a nomination to the Laws and Regulations Committee and the Professional Development Committee. Such recommendations are provided for in Article IX, Section 1 (D).

The Committee provides coordination and participation of associate members in all business and social affairs of the Corporation.

## **H. NTEP Committee**

The NTEP Committee annually reports on its activities and makes recommendations to the Board of Directors. Its scope embraces all matters involving:

1. NTEP process (application, evaluation, certification, maintenance of certificate, appeals)
2. Participating Laboratories and Evaluators
3. NTEP sectors/workgroups
4. VCAP
5. International recognition (OIML, Measurement Canada)

# **Article X - Voting System**

In the case of business issues relating to NCWM, as a Corporation, all questions before a meeting of the Corporation are to be decided by voice vote of members of all three houses.

Members of all three houses may speak to all issues on the floor, both business and technical issues. However, the adoption of final reports of committees on technical issues, as well as other technical issues, is to be decided by a formal recorded vote of the active members in accordance with the following voting structures and procedures. The determination as to whether an issue is technical or business shall be made by the Board in accordance with the policies and procedures of the Corporation.

## **Section 1 - House of State Representatives**

### **A. Official Designation**

This body of Active members who are officially designated by their States and are present and registered at the Annual Meeting shall be known as the "House of State Representatives."

### **B. Composition**

Each State is authorized one official to serve as its representative at the Annual Meeting of the NCWM. The State weights and measures director, or his or her designee (State or local government official), is the State representative.

The District of Columbia, the Navajo Nation, and the U.S. Commonwealths and Territories that have weights and measures programs similar to those of the States (for example, have followed the uniform laws and regulations and have adopted Handbook 44) are also allowed representatives.

### **C. Method of Designation**

Each representative is specified annually to the Credentials Committee 30 days before the NCWM Annual Meeting. Accommodation may be made for exceptions to this deadline. An alternate should be named prior to the NCWM Annual Meeting in case the designated representative cannot attend.

## **Section 2 - House of Delegates**

### **Official Designation**

All other Active members present and registered at the Annual Meeting (those not sitting in the House of State Representatives) are grouped as a body known as the "House of Delegates."

## **Section 3 - House of General Membership**

### **Official Designation**

This body shall comprise Associate and Advisory members of NCWM, who are present and registered at the Annual Meeting. The House of General Membership shall vote, as well as the House of Representatives and the House of Delegates, on all business issues relating to NCWM, as a Corporation.

## **Section 4 - Minimum Votes Needed for an Official Vote of a House on Technical Items**

### **A. House of State Representatives**

A minimum of 27 votes in favor of, or 27 votes in opposition to, an issue must be cast for an item to pass or fail in that house. If 54 or more votes are cast in the House of State Representatives, a simple majority of the total votes is required to pass or defeat the issue. Should a tie vote occur, with 27 or more votes each in favor and opposition, the item neither passes nor fails and shall be addressed as set forth in Section 9A (C).

### **B. House of Delegates**

A minimum of 27 votes in favor of, or 27 votes in opposition to, an issue must be cast for an item to pass or fail in that house. If 54 total or more votes are cast in the House of Delegates, a simple majority rules. If the minimum 27 votes in support or opposition are not cast, the issue is decided by the vote of the House of State Representatives. If there is a tie vote with 27 or more votes each in favor and opposition, the item neither passes nor fails and shall be addressed as set forth in Section 9A (C).

## **Section 5 - Voting Rules**

### **A. Quorum**

A quorum shall consist of 27 eligible voting members in the House of State Representatives.

### **B. Proxy Votes**

Proxy votes are not permitted. Since issues and recommendations in the committees' interim reports are often modified and amended at the NCWM Annual Meeting, the attendance of officials at the Annual Meeting and voting sessions is vital.

### **C. Method**

For voting on business issues relating to NCWM, as a Corporation, all voting is by a voice vote of the members eligible to vote. Eligible members may vote virtually if the meeting is held entirely or in part electronically in accordance with the terms and intents of Article VIII, Section 3. For voting on the adoption of final reports of committees on technical issues, as well as for voting on all other issues, there shall be a voice vote, a show of hands, standing vote, or machine (electronic) vote count. No abstentions are recorded.

### **D. Timing**

Voting by all eligible Houses is simultaneous, or as close to simultaneous as achievable through the voting platform in use. The parliamentarian will announce the results immediately following the vote.

### **E. Recording**

The voting procedures which shall be used, except in the case of a voice vote, are designed to record the vote count of each house, whether by electronic vote, show of hands, or standing vote is used.

### **F. Applicability**

These procedures (rules) apply only to the plenary (general) sessions of the NCWM.

## **Section 6 - Committee Reports**

Alternatives that may be used in voting on the reports:

- A. vote on the entire report at once,
- B. Vote on the report by separate and distinct parts which can be done by a
  - 1. vote on grouped items or sections, and/or
  - 2. vote on individual items; according to
    - a. committee discretion,
    - b. on request by a registered attendee, or
  - 3. vote to adopt the remainder of the report after having voted on the individual items within the report.

Once a vote on an individual item, grouped item(s) or section(s) is completed that result will stand unless there is a successful action to reconsider a specific vote per Roberts Rules.

## **Section 7 - Amendments and Changes**

### **A. Technical Items**

#### **1. Changes**

Committee chairmen may offer changes to their final reports on the day of voting.

#### **2. Amendments**

Substantive amendments can be made at the request of weights and measures officials only, and:

- a. a majority of the voting delegates of the House of State Representatives and the House of Delegates must vote favorably before a proposed amendment can be accepted for debate.

- b. A two-thirds favorable vote of the House of State Representatives and the House of Delegates on the amendment is required for passage (the requirement for a minimum vote of 27 in each House also applies).

## B. Business Items

### 1. Changes

Committee or Board members may offer editorial changes to their final reports on the day of voting.

### 2. Amendments

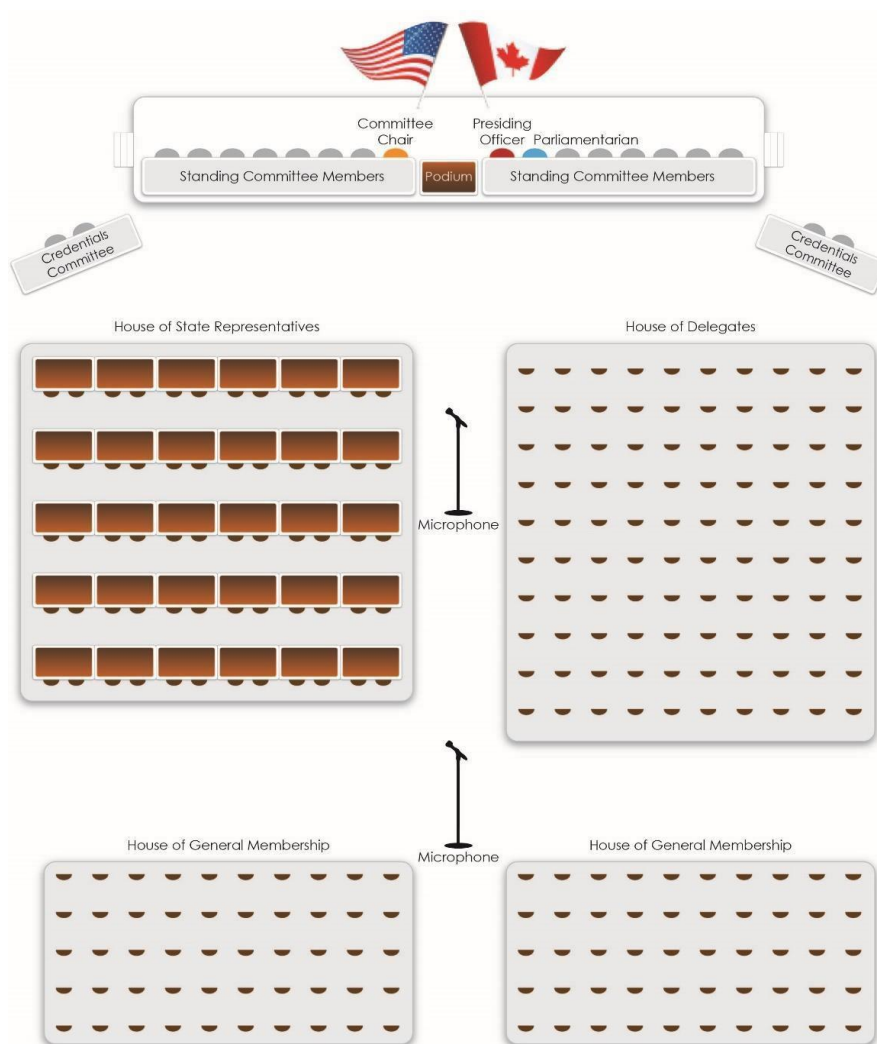
Substantive amendments can be made at the request of any member, and:

- a. a majority of the voting delegates of each House must vote favorably before a proposed amendment can be accepted for debate.
- b. a two-thirds favorable vote of each House on the amendment is required for passage (the requirement for a minimum vote of 27 in all three Houses also applies).

## Section 8 - Seating

### Arrangement

The seating arrangement for voting sessions during in-person meetings is as shown in the diagram.



### Supervision

The members of the Credentials Committee will count votes and control placement and movement of delegates.

## **Section 9A - Voting - Technical Issues**

Only members of the House of Delegates and the House of State Representatives will vote on the technical questions before the Corporation. At the conclusion of debate (if authorized) on a motion, there shall be a call for the vote by voice vote, a show of hands, standing, or electronic count. The requirements for minimum votes in a house are found in Article X, Section 4.

### **A. Motion Accepted If:**

1. the majority of the House of State Representatives casts the required minimum votes in favor of the item

**And**

2. the majority of the House of Delegates casts the minimum required votes in favor of the item or the House of Delegates fails to cast the minimum required votes in opposition to the item.

### **B. Motion Rejected If:**

1. the majority of the House of State Representatives casts the minimum required votes in opposition of the item

**And**

2. the majority of the House of Delegates casts the minimum required votes in opposition of the item or the House of Delegates fails to cast the minimum required votes in favor of the item.

### **C. Issue Returned to Committee for Future Consideration If:**

1. The House of Representatives fails to cast the minimum required votes.
2. The minimum required votes is cast in each house but one house votes yea and the other house votes nay.

**Or**

3. Either the House of Representatives or House of Delegates casts a tie vote of 27 votes or more each in favor and in opposition to the item.

The issue cannot be recalled for another vote at the same Annual Meeting.

Voting on Technical Issues: The 2-House System								
			House of Delegates					
			Majority Vote Yea		Majority Vote Nay		Tie Vote	
			≥ 27 Votes	< 27 Votes	≥ 27 Votes	< 27 Votes	< 54 total Votes	≥ 54 total Votes
House of State Representatives	Majority Vote Yea	≥ 27 Votes	Motion Accepted	Motion Accepted	Returned to Committee	Motion Accepted	Motion Accepted	Returned to Committee
		< 27 Votes	Returned to Committee	Returned to Committee	Returned to Committee	Returned to Committee	Returned to Committee	Returned to Committee
	Majority Vote Nay	≥ 27 Votes	Returned to Committee	Motion Rejected	Motion Rejected	Motion Rejected	Motion Rejected	Returned to Committee
		< 27 Votes	Returned to Committee	Returned to Committee	Returned to Committee	Returned to Committee	Returned to Committee	Returned to Committee
	Tie Vote		Returned to Committee	Returned to Committee	Returned to Committee	Returned to Committee	Returned to Committee	Returned to Committee

## Section 9B - Voting - Business Issues

All members of the Corporation, including Associate Members, will vote on all business issues before the Corporation. At the conclusion of debate (if authorized) on a motion, there shall be a call for the vote by voice vote. In the event that a voice vote is too close to be determined in the opinion of the Chairman, there shall be a show of hands, standing vote, or machine (electronic) vote count. There is no minimum voting requirement for any house for business issues.

### A. Motion Accepted If:

1. a majority of those members present and voting vote Yea.

### B. Motion Rejected If:

1. a majority of those members present and voting vote Nay.

### C. Tie Vote:

1. In the case of a tie vote, the vote of the Chairman shall prevail.

## Section 10 - Procedures

The Corporation officers and committees observe in all of their procedures the principles of due process — the protection of the rights and interests of affected parties; specifically, they: (a) give reasonable advance notice of contemplated committee studies, items to be considered for committee action, and tentative or definite recommendations for Corporation action, for the information of all parties at interest, and (b) provide that all interested parties have an opportunity to be heard by committees and by the Corporation.



## **Article XI - Amendments**

These Bylaws may be amended, added to, or repealed at any Annual Meeting of the membership under normal Corporation procedures. Proposed changes must be published in the recommendations of the Board of Directors in its Interim Report (contained in the Program for the Annual Meeting, NCWM Publication 16) and discussed at the open hearing of the Board of Directors at the Annual Meeting at which said changes will be voted on. Amendments to the Bylaws must be approved by a minimum of a simple majority vote of the general membership in attendance.