

Board of Certification By-Laws

ARTICLE I

NAME AND AFFILIATION

1.01 Name. The name of this organization shall be The Board of Certification for Certified Organizational Ombudsman Practitioners ("the Board of Certification").

1.02 Affiliation. The Board of Certification shall be a division of the International Ombudsman Association ("IOA"), a non-profit organization incorporated under the laws of the Commonwealth of Virginia and exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II

DEFINITION, PURPOSE AND FUNCTION

2.01 Definition. The Board of Certification, the certifying body for organizational ombudsmen, is authorized to award the Certified Organizational Ombudsman Practitioner[®] ("CO-OP[®]") credential. While the property, affairs and business of the Board of Certification are the responsibility of the IOA Board of Directors, all decisions relating to certification matters, as set forth below in Section 2.04, are within the sole discretion of the Board of Certification and its Board of Directors ("the Board of Directors") and are not subject to approval by IOA or any other organization.

2.02 Purpose. The purpose of the Board of Certification is to promote, examine and maintain standards for the advancement of organizational ombudsmen by identifying to their peers and to the public those organizational ombudsmen who have voluntarily sought and obtained certification. The Board of Certification will establish and administer education, examination, practice, experience and ethics requirements to strengthen the interests of organizational ombudsmen and protect the public.

2.03 Furtherance of Purpose. To further its purpose, the Board of Certification shall be operated to:

(a) establish and maintain credentialing for organizational ombudsmen who demonstrate the required level of knowledge and experience by awarding the CO-OP[®] designation and, upon approval by the IOA Board of Directors, such other specialty designations as shall be authorized by the Board of Certification.

(b) promote visibility for Certified Organizational Ombudsman Practitioners.

(c) promote professional standards as defined in the IOA Code of Ethics and Standards of Practice for Organizational Ombudsmen.

(d) establish investigative and corrective procedures to regulate professional ethics and conduct of Certified Organizational Ombudsman Practitioners[®] for the protection of the integrity of the certification program and the public.

2.04 Function. The Board of Certification, through its Board of Directors and its committees or task forces, shall manage all matters related to certification and recertification of Certified Organizational Ombudsman Practitioners[®]. This includes, but is not limited to, the authority to:

- (a) establish eligibility and application requirements and procedures.
- (b) determine the structure and content of the certifying examinations.
- (c) establish policies regarding the administration and cut scores of the certifying examinations.
- (d) establish, subject to the right of the IOA Board of Directors to approve the Board of Certification's budget, all examination fees, with the goal of developing a self-supporting certification process.
- (e) issue certificates representing fulfillment of established certification requirements.
- (f) establish and administer a program of periodic renewal of certification based on continuing education and/or revalidation by examination.
- (g) develop and implement periodic reevaluation of the validity and reliability of the certification examination process.
- (h) distribute information concerning the certification process.
- (i) implement the Ethics Complaint Procedure for Certified Organizational Ombudsman Practitioners[®].
- (j) explore activities and issues related to certification.

2.05 Non-Discrimination. The Board of Certification shall conduct all business and consider all prospective certificants without regard to race, creed, color, religion, age, citizenship, national origin, disability, sex, gender or sexual orientation.

ARTICLE III **MEMBERSHIP**

The Board of Certification shall have no members.

ARTICLE IV **BOARD OF DIRECTORS**

4.01 Powers and Duties. Subject to the ultimate authority of the IOA Board of Directors over all of the affairs of the Board of Certification except certification matters as defined in Section 2.04, the affairs of the Board of Certification shall be managed by its Board of Directors, which shall determine its policies and procedures, actively pursue its purposes and supervise and control its property. No individual director of the Board of Certification shall have any power or authority to act on behalf of the Board of Certification unless specifically authorized and empowered by the Board of Directors to so act.

4.02 Composition. The Board of Directors shall consist of no fewer than five (5) and no more than seven (7) directors. Two (2) directors shall be appointed by the IOA Board of Directors. The remaining directors shall be appointed by the Board of Directors. Of the two (2) directors appointed by the IOA Board of Directors, at least one (1) shall be a Certified Organizational Ombudsman Practitioner[®], and at least one (1) shall be a director serving on the IOA Board of Directors, who shall serve as liaison between the Board of Directors and the IOA Board of Directors. The directors appointed by the Board of Directors shall include at least two (2) directors who are Certified Organizational Ombudsman Practitioners[®], no more than one (1) of whom is not a member of IOA, and one (1) director who is a public director. .

4.03 Conflict of Interest. All directors must sign the Board of Certification's Conflict of Interest statement upon beginning service as a director and thereafter as required to keep such statement accurate.

4.04 Qualifications. Except as provided herein with respect to the public director, any Certified Organizational Ombudsman Practitioner who meets the qualifications set forth in Section 4.02 and who has consented to serve is eligible to serve as a director. The public director shall not be a Certified Organizational Ombudsman Practitioner, derive any income from the practice of organizational ombudsmanry, or hold current or past employment within the ombudsman field.

4.05 Initial Board of Directors. The initial Board of Directors shall be appointed by the IOA Board of Directors. Until such time as, in the opinion of the Board of Directors, the number of Certified Organizational Ombudsman Practitioners is sufficient to appoint Certified Organizational Ombudsman Practitioners to the positions on the Board of Directors requiring the CO-OP[®] credential, and except with respect to the director to be appointed by the IOA Board of Directors, the initial Board of Directors shall be authorized to appoint persons to the Board of Directors who may not meet the CO-OP[®] credential qualifications set forth in Section 4.04.

4.06 Term of Office. Except as otherwise provided in this Section 4.06, directors shall be appointed to terms of three (3) years, with approximately one-third (1/3) of the positions expiring each year. No director shall be eligible to serve more than two (2) consecutive three-year terms. The length of director terms may be modified until a staggered rotation is achieved. Non-IOA member and IOA liaison directors serve one (1) year terms and may be reappointed for a total of three (3) years. Director terms shall commence at the annual meeting of the Board of Directors.

4.07 Nominating Committee. The immediate Past-President of the Board of Certification (whether or not still serving on the Board of Directors) shall serve as chair of the Nominating Committee and shall appoint one (1) Certified Organizational Ombudsman Practitioner not currently serving on the Board of Directors, and one (1) current director from the Board of Directors, to serve on the Nominating Committee. In the event that the immediate Past-President is unable or unwilling to serve, the President shall appoint a Committee chair.

4.08 Nomination Process. The Nominating Committee will solicit from the Certified Organizational Ombudsman Practitioners of record nominations for the positions on the Board of Directors, other than the public director position, to be appointed by the Board of Directors. The Nominating Committee shall also identify prospective candidates for the public director position. The Nominating Committee, after confirming that its prospective candidates are qualified to serve and will serve if appointed, shall compile and submit to the Board of Directors at least thirty (30) days prior to the annual meeting, a slate

of at least one qualified candidate for each directorship to be filled by appointment by the Board of Directors. All questions regarding the nomination process shall be addressed to the Secretary who, if she/he deems it necessary, will seek guidance from the Board of Directors in order to respond to such questions.

4.09 Director Appointment Process. At its final meeting of each board year, the Board of Directors shall, after confirming that its prospective appointees are qualified to serve and willing to serve if appointed, appoint directors for the directorships, if any, to be filled for the coming year by appointment by the Board of Directors. The IOA Board of Directors shall consult with the Board of Directors in determining the IOA Board of Directors' appointments to the Board of Directors for the coming year.

4.10 Meetings.

(a) Regular. Regular meetings of the Board of Directors, including the annual meeting of directors held as soon as practicable following the annual appointment of directors, shall be held each year at such times, days and places as shall be determined by the Board of Directors.

(b) Special. Special meetings of the Board of Directors may be called by the President, or if she/he is absent, unable or refuses to act, by a majority of the Board. No business other than the stated reason for calling this meeting shall be conducted at this meeting.

(c) Telephone. Directors may participate in any regular or special meeting through the use of conference telephone or similar communications equipment, so long as all directors participating can communicate with each other simultaneously; a director who participates by such means shall be deemed present at such meeting.

(d) Notice of Meetings. Notice of time, date and place of any regular meeting shall be announced at the previous meeting or communicated no less than thirty (30) days prior to such meeting. Notice of the time, date and place of any special meeting shall be communicated no less than three (3) days prior to such meeting. Notice may be given by telephone, facsimile, e-mail or regular mail.

(e) Quorum. A majority of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice until a quorum is obtained.

(f) Manner of Acting. Every decision made by a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise specified in these Bylaws. The Board of Directors may also act without a meeting by unanimous written consent.

4.11 Compensation/Expense Reimbursement. Directors serving on the Board shall receive no compensation for their services. A director shall be reimbursed for actual, reasonable expenses incurred in connection with the performance of Board duties, including expenses incurred to attend regular or special meetings of the Board of Directors, but such expenses are subject to Board of Directors approval prior to reimbursement.

4.12 Resignation. Any director may resign from his or her directorship at any time by giving written

notice to the President or, in the case of the resignation of the President, to the Board of Directors. Such resignation shall take effect at the time specified, or if no time is specified, at the time of receipt of such notice; acceptance of a resignation is not necessary for such resignation to be effective.

4.13 Removal. Any director may be removed from his or her directorship for cause by a two-thirds (2/3) vote of the Board of Directors at any meeting of the Board of Directors, provided that the notice of such meeting advises the directors that such removal will be considered. Cause for removal may include, but not be limited to:

(a) two (2) consecutive absences from meetings of the Board of Directors.

(b) inability to fulfill her/his duties or obligations as directed.

(c) no longer qualified to serve because a conflict of interest exists.

(d) IOA Code of Ethics and Standards of Practice violation(s) or other acts of professional misconduct, as defined in the Ethics Complaint Procedure for Certified Organizational Ombudsman Practitioners.

(e) acts found to be detrimental to the interest of the Board of Certification, the profession and/or the public.

4.14 Vacancies. Any vacancy occurring on the Board of Directors shall be filled with a person, qualified to serve in the vacant directorship, appointed by the President and approved by the Board of Directors or, in the event of a vacancy in a directorship appointed by the IOA Board of Directors, by such IOA Board of Directors; any person so appointed shall serve the unexpired portion of the term of his/her predecessor.

ARTICLE V

OFFICERS

5.01 Names. The officers of the Board of Certification shall consist of a President, a Secretary, and a Treasurer.

5.02 Duties of the President. The President shall:

(a) serve as chief executive officer of the Board of Certification and chairperson of the Board of Directors.

(b) preside at and prepare the agenda for all meetings of the Board of Directors.

(c) appoint or remove, with the approval of the Board of Directors, the chairpersons of standing and special committees and task forces.

(d) perform such other duties as prescribed by these Bylaws and the Board of Directors from time to time.

5.03 Duties of the Secretary. The Secretary shall:

- (a) give or cause to be given notice of all meetings of the Board of Directors in accordance with these Bylaws.
- (b) preside at meetings of the Board of Directors in the absence of the President.
- (c) record or cause to be recorded the proceedings and maintain minutes of all meetings of the Board of Directors.
- (d) certify and keep a copy of these Bylaws as amended or otherwise altered to date.
- (e) supervise the nomination process.
- (f) perform such other duties as are usual for such office or as the President or Board of Directors may request and/or delegate from time to time.

5.04 Duties of the Treasurer. The Treasurer shall:

- (a) monitor and report on the financial health of the organization at meetings of the Board of Directors.
- (b) consult with IOA regarding the review or audit of the Board of Certification's financial statements, as determined by IOA.
- (c) maintain or cause to be maintained the financial books and records of the Board of Certification.
- (d) serve as chair of the Finance/Audit Committee.
- (e) perform such other duties as are usual for such office or as the President or Board of Directors may request and/or delegate from time to time.

5.05 Election. The Board of Directors shall elect from among its number the officers of the Board of Certification. This election shall take place at the annual meeting of the Board of Directors following the annual appointment of new directors. The manner of this election shall be prescribed by the Board of Directors.

5.06 Qualifications. Any director, except for the current President of IOA, is qualified to be an officer of the Board of Certification.

5.07 Term of Office. Each officer shall be elected to a term of one (1) year. No person shall be eligible to serve in the same office for more than three (3) consecutive terms.

5.08 Resignation. Any officer of the Board of Certification may resign from his or her office at any time by giving written notice to the President or, in the case of the resignation of the President, to the Board of Directors. Such resignation shall take effect at the time specified, or if no time is specified, at the time of receipt of such notice; acceptance of a resignation is not necessary for such resignation to be effective.

5.09 Removal. Any officer of the Board of Certification may be removed from office with or without cause by a two-thirds (2/3) vote of the Board of Directors at any meeting of the Board of Directors, provided that the notice of such meeting advises the directors that such removal will be considered.

5.10 Vacancies. Any vacancy occurring in the office of Secretary or Treasurer shall be filled by the election of a qualified person by the Board of Directors from among its members; in the case of a vacancy in the office of President, the Secretary will assume such office. Any person elected to fill a vacancy shall serve the unexpired portion of the term of his/her predecessor.

ARTICLE VI **MANAGEMENT STAFF**

6.01 Authority to Engage. Following consultation with and approval by the IOA Board of Directors, the Board of Directors has the authority to engage professional staff to provide management services for the Board of Certification.

6.02 Duties. Professional staff engaged by the Board of Certification, which may include an Executive Director or other chief staff executive, shall be responsible for the management of the administrative, business and financial affairs of the Board of Certification, and for ensuring that all policies set forth by the Board of Directors are executed in accordance with the directives of the Board of Directors, the Board of Certification's budget approved by the IOA Board of Directors, and the terms of staff's engagement. The chief staff executive shall provide guidance to the Board of Directors in the management of the Board of Certification. Additional duties of the chief staff executive shall be as set by the Board of Directors or as provided for in these Bylaws.

6.03 Non-Member of the Board of Directors. The chief staff executive shall not be a member of the Board of Directors and has no voting privileges, but shall attend and participate in all meetings of the Board, except meetings or portions thereof held in executive session.

ARTICLE VII **INDEMNIFICATION**

The Board of Directors shall consult with the Board of Directors of IOA to insure that, to the greatest extent possible, the Board of Certification and all current and former officers, directors, committee members, other volunteers and agents are within the scope of the indemnification provisions of the IOA Bylaws and are covered by the insurance applicable to IOA volunteers and agents.

ARTICLE VIII **FINANCES**

8.01 Fiscal year. The fiscal year of the Board of Certification shall commence on the first day of January and end on the last day of December in each year.

8.02 Budget. A budget for each fiscal year shall be prepared by or under the direction of the Finance/Audit Committee. Once approved by the IOA Board of Directors, the budget shall, prior to or as soon as possible following the beginning of each fiscal year, be presented to the Board of Directors for adoption.

ARTICLE IX **COMMITTEES**

9.01 Creation. The Board of Directors may create any committee or task force deemed necessary or convenient to serve the purposes of the Board of Certification. The President, with the approval of the Board of Directors, shall appoint and/or remove all committee and task force chairpersons.

9.02 Members. Committee and task force members shall be selected by the chairperson, who shall also determine when said committee or task force shall meet. Committee members need not be Certified Organizational Ombudsman Practitioners.

9.03 Authority. Committees and task forces shall have no independent authority to act on behalf of the Board of Certification, but shall report all activities, findings and recommendations to the Board of Directors for approval or necessary action.

9.04 Standing Committees. The standing committees of the Board of Certification are the following:

(a) Nominating Committee: Responsible for the nomination process described in Section 4.08.

(b) Professional Practices Committee: Investigates complaints of professional misconduct pursuant to the Ethics Complaint Procedure for Certified Organizational Ombudsman Practitioners. The Committee, which shall be composed of at least three and no more than five members, shall include no more than one member of the Board of Directors; any such director shall serve on the Committee in a non-voting capacity.

(c) Finance/Audit Committee: Plans the budget for the forthcoming fiscal year and oversees the financial affairs of the Board of Certification. The Treasurer shall serve as Chair, and the Committee shall have at least three members.

(d) Eligibility Committee: Evaluates applications from candidates for the CO-OP[®] credential and for recertification and determines if requirements have been met. The Committee shall have five members.

(e) Appeals Committee: Adjudicates appeals from those who have been determined ineligible for certification or recertification for any reason, including not having passed the written certification examination. The Committee shall have three members, none of whom may serve simultaneously on the Professional Practices Committee.

9.05 Manner of Acting. Unless otherwise provided by the Board of Directors, a majority of the committee or task force members shall constitute a quorum and the act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee or task force. Each committee or task force may adopt rules for its own governance not inconsistent with these Bylaws or with the Policies & Procedures adopted by the Board of Directors.

ARTICLE X
ETHICS COMPLAINT PROCEDURE

The Board of Directors has the sole authority to impose sanctions upon a Certified Organizational Ombudsman Practitioner pursuant to the Ethics Complaint Procedures for Certified Organizational Ombudsman Practitioners, as those procedures may be amended from time to time by the Board of Directors.

ARTICLE XI
PARLIAMENTARY AUTHORITY

11.01 Rules. All meetings of the Board of Directors shall be conducted in accordance with the most current edition of Robert's Rules of Order, but only to the extent to which they are applicable and not inconsistent with the Bylaws and any special rule the Board of Directors may adopt.

ARTICLE XII
AMENDMENTS TO BYLAWS

12.01 Amendments. These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the Board of Directors at any meeting of the Board of Directors, provided that written notice of the proposed amendment or repeal is given together with the notice of such meeting, and provided further that notice of the proposed amendment or repeal is simultaneously given to the Board of Directors of IOA.

12.02 Effective Date. An amendment or repeal so made shall be not be effective unless and until it has been approved by the Board of Directors and the Board of Directors of IOA.