

**AMENDED AND RESTATED**  
**BYLAWS OF**  
**CUSTOM ELECTRONIC DESIGN & INSTALLATION ASSOCIATION, INC.**  
**ARTICLE I**

**Membership**

Section 1.1. Members. As provided in the Articles of Incorporation, membership in Custom Electronic Design & Installation Association, Inc. (the “Association”) shall be open to integrators (“Integrators”) and to businesses involved in manufacturing, selling and supplying goods and/or services to such Integrators and their customers. Membership in this Association is not transferrable or assignable.

Section 1.2. Membership Certificates. The Association will not have membership certificates unless otherwise authorized by the Board of Directors. The form of any such certificate, if authorized, shall be prescribed by the Board of Directors.

Section 1.3. Election of Members. Any business entity eligible for membership under these Bylaws may apply for membership by written application on such forms as may be prescribed by the Membership Advisory Council from time-to-time. Applicants for membership must satisfy such conditions for membership as the Membership Advisory Council shall prescribe. The application for membership shall be in a period of review for six (6) months after the application has been received by the Membership Advisory Council. During the six (6) month review period the applicant shall have temporary membership status. If the Membership Advisory Council takes no action as to the application within the six (6) month review period, the membership is automatically approved. If a majority of the members of the Membership Advisory Council determines within the review period that the applicant does not fulfill the requirements established for membership in the Association, it shall reject the application. If the Membership Advisory Council rejects an applicant’s application, the Council shall inform the applicant of the rejection and the reason(s) therefore. Any applicant whose membership has been rejected under this section may appeal the Membership Advisory Council’s decision to the Board of Directors. The Board of Directors’ decision as to such appeal shall be final.

Section 1.4. Duration of Membership; Resignation. Membership in the Association may terminate by voluntary resignation as herein provided, or as otherwise provided in these Bylaws or by law. All rights and privileges of a member in the Association shall cease on the termination of membership. Any member may voluntarily resign at any time upon fair and reasonable notice to the Association. Any such notice shall be presented in writing to the Secretary. Resignation of a member shall be effective when notice is so given, unless the notice is in writing and provides for a later effective date. The resignation of a member does not relieve the member from any obligations the member may have to the Association as a result of obligations incurred or commitments made before such resignation, including any unpaid dues, fees or assessments.

Section 1.5. Expulsion, Suspension, and Termination. A member may be expelled or suspended and a membership may be terminated or suspended only under a procedure that is fair and reasonable and carried out in good faith by the Membership Advisory Council or the Ethics

Committee, as provided by law. Sufficient cause for suspension or termination of voting membership shall include, but not be limited to, failure to be qualified for membership in the Association, violation of these Bylaws, nonpayment of dues, fees or assessments, if any, violation of any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Any member whose membership has been terminated or suspended may appeal the decision to the Board of Directors. The Board of Directors' decision as to such appeal shall be final. Upon termination or revocation of a member's membership in the Association, the former member may not hold itself out as a member of the Association or participate in any member benefits of the Association.

Section 1.6. Dues, Fees, and Assessments. Subject to the Articles of Incorporation, the amount of any membership fees, dues and assessments applicable to membership in the Association or to any class of such membership and the time and manner of payment thereof shall be determined by the Board of Directors.

Section 1.7. Governing Law. Any legal issues arising between and among the members and the Association shall be governed by and construed under the laws of the United States, and specifically, the courts of the State of Indiana.

## **ARTICLE II**

### **Meetings of Members**

Section 2.1. Annual Meeting. The annual meeting of the members of the Association shall be held at such time as may be designated by the Board of Directors. Annual meetings of the members should be held within the earlier of six (6) months after the close of the fiscal year or fifteen (15) months after the Association's last annual meeting. The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with these Bylaws does not affect the validity of any corporate action or work any forfeiture or dissolution of the Association. Annual membership meetings shall be held at the place specified in the notice of the meeting and may be held electronically or in a virtual format. At the annual meeting of members, the Chairperson and the Treasurer, or their designees, shall report on the activities and financial condition, respectively, of the Association.

Section 2.2. Regular Meetings. The Association may hold regular membership meetings at times stated in or fixed by a resolution of the Board of Directors. Regular membership meetings shall be held at the place specified in the notice of the meeting; otherwise, such meeting shall be held at the Association's principal office.

Section 2.3. Special Meetings. Special meetings of the members may be called by the Chairperson, by three-fifths (3/5) of the directors, or by a majority of the voting members. Such petition or petitions must demand a special meeting and describe the purpose for which the meeting is to be held. Special membership meetings shall be held at the place specified in the notice of meeting; otherwise, such meetings shall be held at the Association's principal office.

Section 2.4. Participation. A member may participate in an annual, a regular or a special meeting of the members by or through virtual means or through the use of any means of

communication by which all members participating may communicate with each other during the meeting. A member participating by this means is considered to be present in person at the meeting.

Section 2.5. Notice of Meetings. Written notice stating the place, date and time of any meeting of the members and, if the quorum of members for the meeting is less than one-third (1/3) or in the case of special meetings, or when otherwise required by law, a description of the purpose or purposes for which such meeting is called, shall be delivered or mailed by regular or electronic mail by the Association to each member of record entitled to vote at such meeting, at such address as appears on the records of the Association, at least ten (10) but not more than sixty (60) days before the date of such meeting, on being notified of the place, date and time thereof by the officers or persons calling the meeting. Notwithstanding the foregoing, in the case of a meeting called for the purpose of a merger, consolidation, dissolution or sale, lease or exchange of assets, the notice shall be provided at least twenty (20) days prior to the meeting or action requiring a determination of members. Notice of any meeting may be waived in writing by any member before or after the date and time of the meeting, if the waiver is signed by the member and delivered to the Association for inclusion in the minutes or filing with the Association's records. A member's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives any valid objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

Section 2.6. Voting Rights. Each voting member as defined in the Articles of Incorporation shall be entitled to one vote on each matter voted on by the members.

Section 2.7. Date of Determination of Voting Rights. The Board of Directors may fix a record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote or to take any other action; provided, however, that the record date shall be at least five (5) days and no more than sixty (60) days prior to the meeting or action requiring a determination of members. Notwithstanding the foregoing, in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, the record date shall be at least twenty (20) days prior to the meeting or action requiring a determination of members. In the absence of action by the Board of Directors to fix a record date as herein provided, the record date shall be the date of the meeting or action requiring a determination of members.

Section 2.8. Voting by Proxy. A member entitled to vote at any meeting of members may vote either in person or by proxy. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form personally or by a duly authorized attorney-in-fact of such member. For purposes of this section, an electronic copy of a signed proxy shall be deemed "signed" by the member. An appointment of a proxy is valid for eleven (11) months, unless a longer or shorter period is specified in the appointment form. No proxy shall vote at any meeting of members unless the appointment form designating such proxy shall have been filed with the Secretary or other officer or agent authorized to tabulate votes.

Section 2.9. Quorum; Voting. At any meeting of members, one percent (1%) of the votes entitled to be cast on a matter, represented in person or by proxy, shall constitute a quorum for action on the matter, unless a higher quorum shall be required by law, the Articles of Incorporation or these Bylaws. Notwithstanding the foregoing, unless at least one-third (1/3) of the voting power is present in person or by proxy, the only matters that may be voted on at a meeting of the members are those matters that are described in the meeting notice. After a vote is represented for any purpose at a meeting, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for that adjourned meeting. If a quorum exists, action on a matter other than the election of Elected Directors is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number is required by law, the Articles of Incorporation or these Bylaws. Elected Directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present.

Section 2.10. Voting List. The Association shall keep at all times, at the Association's principal office, a complete and accurate list of all members entitled to vote by the Articles of Incorporation of the Association. After fixing a record date for notice of a meeting, the Association shall prepare a list of the names of the Association's members who are entitled to notice of the members' meeting. The list must show the address and number of votes each member is entitled to vote at the meeting. Subject to the limitations described below, the list of members must be available for inspection by a member for the purpose of communication with other members concerning the meeting, beginning five (5) business days before the date of the meeting for which the list was prepared and continuing through the meeting, at the Association's principal office or at the place identified in the meeting notice where the meeting will be held, and the list must be available for inspection at any time during the meeting or any adjournment thereof. Subject to the limitations described below, a member may also inspect and copy, at any reasonable time and reasonable location specified by the Association, the Association's membership list if the member gives the Association written notice at least five (5) days before the member desires to inspect and copy the same; provided, however, the following conditions must exist:

- (a) the member's demand must be in good faith and for a proper purpose,
- (b) the member must describe with reasonable particularity the purpose of the inspection, and
- (c) the membership list must be directly connected with the purpose.

Notwithstanding the foregoing, the Association in any event may refuse to provide names or identifying information relating to contributors.

Section 2.11. Conduct of Meetings. Meetings of members, including the order of business, shall be conducted in accordance with such rules as the Board of Directors may adopt.

Section 2.12. Action by Written Ballot. Any action that may be taken at an annual, a regular or a special meeting of members may be taken without a meeting if the Association delivers a written ballot (by regular mail, electronic mail or any other electronic means pursuant

to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action) to every member entitled to vote on the matter. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. A solicitation for votes by written ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify the time by which a ballot must be received by the Association to be counted. Voting must remain open for not less than five (5) days from the date the ballot is delivered; provided, however, in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is delivered. Such action shall become effective only if, at least five (5) days prior to the effective date of such action, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof. A written ballot may not be revoked once received by the Association.

Section 2.13. Action by Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if the action is approved by all members entitled to vote. The action must be evidenced by at least one (1) written consent which describes the action taken, is signed by the members entitled to be cast on the action, and is delivered to the Association for inclusion in the minutes or filing with the Association's records. Requests for written consents must be delivered to all members entitled to vote. Action taken by written consent is effective when the last member signs the consent, unless a prior or subsequent effective date is specified in the consent.

Section 2.14. Action By Electronic Means. The members may take any action electronically as contemplated by the Indiana Uniform Electronic Transactions Act ("UETA"), provided the action is initiated by the Board of Directors. For the sake of clarity and avoidance of doubt, subject to the requirements of the UETA, written action by the members can be undertaken via email, or other electronic record communication, if the written document setting forth the action to be taken is circulated to all members via email, or other electronic record communication, and the members entitled to cast a vote indicate their approval by return email or other approved electronic record communication. The Association shall confirm with each member the electronic address or addresses, such as an email address or text message number, for that member to be used for purposes of sending and receiving email, text or other electronic record communications, and for the purpose of notices to and from the Association, and shall maintain such information as part of the Association's current records, which may be maintained electronically. The Association shall provide its electronic address, and the electronic addresses of the other members, to be used for purposes of taking such action. The Board of Directors may provide for any particular requirements, method or means for taking action electronically and for notices to and from the Association and its members, in which case the action to be taken shall be taken in accordance with such requirements, method, or means.

## ARTICLE III

### Board of Directors

Section 3.1. Duties and Qualifications. The Board of Directors shall establish the strategy and vision of the Association and oversee the business and affairs of the Association.

Section 3.2. Qualifications for Elected Directors.

(a) At all times, a majority of the members of the Board of Directors shall consist of Elected Directors.

(b) An Elected Director must be an employee or principal of an Integrator member.

(c) If any two (2) or more Elected Directors become employees or principals of companies that are under common ownership, management or control (“Affiliated Directors”), they must immediately so notify the Chairperson, and all but one (1) such Affiliated Director must resign his/her seat on the Board no later than sixty (60) days thereafter. If more than one (1) Affiliated Directors remain at the end of the sixty (60) days, then the Board of Directors may remove any director to comply with this Section 3.2(c).

Section 3.3. Election and Appointment of Directors. The Board of Directors shall consist of a minimum of ten (10) and a maximum of thirteen (13) directors, including the Global President and CEO as a designated director, with the exact number of directors specified from time to time by resolution of the Board of Directors; provided, however, that the Association may have less than ten (10) directors if there is a vacancy or during the natural transition that occurs in directors at the end of their terms. The directors shall be selected as follows:

(a) Elected Directors; Election, Term, Vacancies, and Removal. At all times, a majority of the directors shall be elected as follows (referred to collectively as the “Elected Directors”):

(i) Election of Elected Directors. The Elected Directors shall be elected by a plurality of the votes cast by the members in person, by written ballot, or by proxy. Despite the expiration of an Elected Director’s term, the director continues to serve until a successor is elected and qualifies, or until there is a decrease in the number of directors.

(ii) Term. Each Elected Director shall assume office at the first meeting of the Board of Directors in a calendar year, which shall be held in the first quarter of the year (“Annual Board Meeting”). Each Elected Director shall hold office for a term of two (2) years and until his/her successor is duly elected and qualified or until his/her death, resignation, incapacity, disqualification or removal. No Elected Director may serve more than three (3) consecutive terms. After an Elected Director’s term on the Board is terminated either through the expiration of the term, resignation or removal, he/she may not serve on the Board of Directors until an absence from the Board of Directors of at least three (3) years. Notwithstanding any other provisions herein, despite the expiration of an Elected Director’s term, an Elected Director who is elected as an officer of the Association under Article IV (or slated for election as an officer at the time of the

election of directors) shall continue to serve as a director throughout the director's tenure as an officer of the Association.

(iii) Vacancies. Notwithstanding Section 3.2(a), any vacancy among the Elected Directors caused by death, resignation, removal, increase in the number of directors or otherwise may be filled by a majority vote of the remaining members of the Board of Directors. The term of office of an Elected Director chosen to fill a vacancy shall expire at the later of the next Annual Board Meeting, or at such time as a successor shall be duly elected and qualified.

(iv) Removal. Any Elected Director may be removed, with cause, as outlined in the Association's Articles of Incorporation.

(b) Appointed Directors; Appointment, Term, Vacancies, and Removal. The remainder of the board shall consist of appointed directors as follows (referred to collectively as the "Appointed Directors"), with the exact number of Appointed Directors specified from time to time by resolution of the Board of Directors:

(i) Appointment of Appointed Directors. The Appointed Directors shall be appointed at the Annual Board Meeting by a plurality of the votes cast by the Elected Directors, returning Appointed Directors, and Global President and CEO as a designated director.

(ii) Term. Each Appointed Director shall assume office at the Annual Board Meeting, shall hold office for a term of two (2) years, and his or her term shall expire at 11:59 p.m. E.S.T. on the day immediately preceding the Annual Board Meeting. No Appointed Director may serve more than three (3) consecutive terms. After an Appointed Director's term on the Board is terminated either through the expiration of the term, resignation or removal, he/she may not serve on the Board of Directors until an absence from the Board of Directors of at least three (3) years. Notwithstanding any other provisions herein, despite the expiration of an Appointed Director's term, a director who is elected an officer of the Association under Article IV (or slated for election as an officer at the time of the election of directors) shall continue to serve as a director throughout the director's tenure as an officer of the Association.

(iii) Vacancies. Any vacancy among the Appointed Directors caused by death, resignation, removal, increase in the number of Appointed Directors or otherwise may be filled by a majority vote of the remaining members of the Board of Directors. The term of office of a director chosen to fill a vacancy shall expire at the later of the next Annual Board Meeting, or at such time as a successor shall be duly appointed and qualified.

(iv) Removal. Any Appointed Director may be removed, with cause, as outlined in the Association's Articles of Incorporation.

(c) Transition Requirements. Effective January 1, 2017, the members of CEDIA EMEA will become members of the Association. In consideration of this global integration transaction, the following provisions shall be in effect through December 31, 2019 (the "Transitional Period"):

(i) Election of Directors; Staggered Terms; Term Limits.

(A) One-third (1/3) of the Elected Directors shall be representatives of members residing in Europe, the Middle East and Africa (the “EMEA Region”). To stagger these terms effective January 1, 2017, two (2) of these Elected Directors shall serve a two (2) year term and one (1) of these Elected Directors shall serve a one (1) year term.

(B) Two-thirds (2/3) of the Elected Directors shall be representatives of members residing in all regions of the world other than the EMEA Region. To stagger these terms effective January 1, 2017, three (3) of these Elected Directors shall serve a two (2) year term and three (3) of these Elected Directors shall serve a one (1) year term.

(C) If the number of Elected Directors is not divisible by three (3), the provisions of (A) and (B) above may result in a situation whereby representatives of the EMEA Region have one more or less director than may otherwise be prescribed. In this situation, the Governance Committee and the board will utilize the appointment of directors to ensure that the spirit of (A) and (B) is reflected across the entire Board of Directors.

(D) To accomplish the allocation of board seats between the EMEA Region and remaining regions required by A and B above, all members will vote for all Elected Directors and the candidates receiving the highest number of votes in the respective regions will be elected to the Board of Directors.

(E) Notwithstanding the provisions of Section 3.3(a)(ii), Elected Directors serving a one (1) year term during this Transitional Period shall be entitled to serve a fourth consecutive term.

(ii) Appointment of Directors. During the Transitional Period, at least one-third (1/3) of the Elected Directors and Appointed Directors shall be representatives of members residing in the EMEA Region. The board shall use the appointment process to ensure that this balance is maintained throughout the Transitional Period.

(iii) Committees, Advisory Councils, Working Groups or Task Forces. During the Transitional Period, the Board of Directors shall use its best efforts to create regional representation on the committees, advisory councils, working groups or task forces that are created pursuant to Section 3.11, with members representing the EMEA Region generally approximating one-third (1/3) of each group, provided that there is a sufficient level of volunteer interest and leadership from members residing in the EMEA Region.

(iv) Sunset Provision. The requirements outlined in this Section 3.3(c) shall sunset on December 31, 2019 and shall no longer apply unless the Board of Directors votes on before December 31, 2019 to continue its application after January 1, 2020.

Section 3.4. Annual Meetings. The Board of Directors shall hold an Annual Board Meeting, for the purpose of appointment of directors and election of officers of the Association

and consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of the Annual Board Meeting.

Section 3.5. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Association's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the presiding officer of the Board of Directors, the Chairperson, or twenty percent (20%) of the directors then in office and upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by regular mail, electronic mail, facsimile transmission or telephone. A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or Association records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 3.6. Participation. A director may participate in an annual, a regular or a special meeting of the Board of Directors by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.

Section 3.7. Board Member Expectations. It is the expectation that every board member will attend each board and committee meeting and meaningfully participate in the governance of the Association. Any director who is absent from more than two meetings of the Board of Directors in any twelve (12) month period may be subject to censure by the Board of Directors and may be subject to removal as provided herein.

Section 3.8. Quorum; Voting. A majority of the directors in office when action is taken shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 3.9. Action by Consent.

(a) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

(b) Subject to satisfying the requirements provided in Section 3.9(a), the Board of Directors may take any action electronically as contemplated by the Indiana Uniform Electronic Transactions Act ("UETA"). For the sake of clarity and avoidance of doubt, subject to the requirements of the UETA, written consent by the Board of Directors can be undertaken via email, or other electronic record communication, if the written board consent setting forth the action to be taken is circulated to all Board members via email, or other electronic record communication, and the directors indicate their approval unanimously by return email or other approved electronic record communication. The Association shall confirm with each director the electronic address or addresses, such as an email address or text message number, for that director to be used for purposes of sending and receiving email, text or other electronic record communications, and for the purpose of notices to and from the Association, and shall maintain such information as part of the Association's current records, which may be maintained electronically. The Association shall provide its electronic address, and the electronic addresses of the other members of the Board of Directors, to be used for purposes of taking such action. The Board of Directors may provide for any particular requirements, method or means for taking action electronically and for notices to and from the Association and its directors, in which case the action to be taken shall be taken in accordance with such requirements, method, or means.

Section 3.10. Board Committees; Term Limits. There shall be the following Board Committees of the Association:

(a) Executive Committee. The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary, and Treasurer of the Association. During intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Association, except where prohibited by law. The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors. Meetings of the Executive Committee may be called by the Chairperson, who shall be Chairperson of the Executive Committee, or by any two other members of the Executive Committee. A unanimous vote of the votes present and taken at any such meeting of the Executive Committee is required for the Committee to take any action.

(b) Governance Committee. The Governance Committee shall prepare and conduct an annual Board self-assessment, plan ongoing Board education, prepare and present new Board Member orientation, nominate potential candidates for Board service, oversee the election and appointment process of Board Members, and review and propose suggested Bylaws changes to the Board. The Governance Committee shall be comprised of the Vice Chairperson, two (2) Board Members, and four (4) additional individuals that shall be elected to the Committee by the Board.

(c) Finance Committee. The Finance Committee shall be comprised of the Treasurer, the Immediate Past Treasurer (if available to serve), the Global President and CEO or his or her designee, and such other members as are appointed by the Board. Notwithstanding the foregoing, the Finance Committee may include up to two (2) individuals who are not members of the Board of Directors or the Association's staff (the "Independent Members") that shall be appointed to the Committee by the Board. The Independent Members shall be nonvoting members of the Committee. The Finance Committee shall prepare a financial budget for each

fiscal year and submit it to the Board of Directors for approval and report the financial status of the Association at least quarterly. In addition, the Finance Committee shall invest and manage the assets of the Association according to the delegation and directions of the Board of Directors.

(d) Except as otherwise provided herein, each member of a Board Committee as described in this Section 3.10 shall serve a two (2) year term, unless the committee is terminated sooner, or unless such member is removed from the committee, resigns, dies, or ceases to qualify as a member thereof. Notwithstanding the foregoing, an officer of the Association who is serving on a committee by virtue of holding such office shall continue to serve on the committee for so long as he or she holds the office requiring his or her service on the committee.

Section 3.11. Other Committees, Commissions, Advisory Councils, Working Groups or Task Forces. The Board of Directors may from time to time create and appoint standing, special or other committees, commissions, advisory councils, working groups or task forces (collectively the “Groups”) to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Association. The Groups, to the extent specified by the Board of Directors, may exercise the powers, functions or authority of the Board of Directors, except where prohibited by law; provided, however, that if a Group is to exercise board powers, functions, or authority, (a) a majority of the persons serving on the Group must be directors, (b) there must be at least two (2) persons in the Group, and (c) the creation of the Group and the appointment of its members shall be by a majority of all directors in office when the action is taken. Groups appointed by the board or otherwise authorized by the bylaws relating to the election, nomination, qualification, or credentials of directors or other committees involved in the process of electing directors may be composed entirely of non-directors.

Section 3.12. Certification Commission. The Certification Commission (the “Commission”) shall make policy-level decisions and provide direct and independent oversight of the Association’s certification programs. The Commission shall be comprised of six (6) to twelve (12) members. The initial members of the Commission shall be designated by the initial Chair of the Commission, who shall be appointed by the Association’s Board of Directors, in consultation with the Global President and Chief Executive Officer. Other than the initial members, the members of the Commission shall be elected by the members of the Commission. The existing nomination process utilized by the Governance Committee shall be used to recruit and screen potential Commission members. Up to two (2) members of the Commission may be non-CEDIA members or former CEDIA members if it is determined that such an individual has a particular knowledge and/or expertise that would be useful or important to furthering the work and mission of the Commission. All other members of the Commission must be Association members. The members shall be comprised of the following:

(i) Certificants. At least fifty percent (50%) of Commission members must be Association certificants, with each of the four (4) certifications represented.

(ii) Stakeholders. At least two (2) Commission members shall represent Association stakeholders, such as manufacturers, buying groups and distributors.

(iii) International Representation. At least thirty percent (30%) of Commission members shall be based in countries outside of the United States.

(iv) Association Directors. Association directors that meet the qualifications to serve on the Commission are eligible to do so; provided, however, that not more than one (1) member of the Commission may also be an Association director.

When considering Commission members, preference shall be given to those individuals who have previous experience serving on the Association Certification Working Group or a similar examination development committee or subject-matter expert committee. However, this experience is not required to serve as a member of the Commission. There shall be no overlap between Commission members and members of the Professional Development Advisory Committee.

## **ARTICLE IV**

### **Board Officers**

Section 4.1. Board Officers and Qualifications Therefor. The board officers of the Association shall consist of a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. The officers shall be chosen by the Board of Directors. No officer may hold more than one office at one time.

Section 4.2. Election of Officers. The Chairperson shall submit a slate of proposed officers to the Board of Directors for its approval at the first board meeting following the annual election of directors. In addition to the slate presented, nominations may be made from the floor. The election of officers shall be made by the majority vote of the Board of Directors.

Section 4.3. Terms of Office. The terms of office shall commence on the date the officers are elected at the Annual Board Meeting. The Chairperson shall hold office for a two (2) year term and until a successor shall be duly elected and qualified, or until resignation, removal or death. Each other officer shall hold office for a one (1) year term or until a successor shall be duly elected and qualified, or until resignation, removal or death.

Section 4.4. Vacancies. Whenever any vacancies shall occur in any of the offices of the Association for any reason, the same may be filled by the Board of Directors, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified.

Section 4.5. Removal. Any officer of the Association may be removed, with or without cause, at any time by the Board of Directors.

Section 4.6. Compensation. The officers of the Association shall receive no compensation for their services in such offices, but may receive reimbursement for the reasonable and necessary expenses of their volunteer service.

## ARTICLE V

### Powers and Duties of Officers

Section 5.1. Chairperson. The Chairperson shall be the principal elective officer of the Association. Subject to the direction and control of the Board of Directors, the Chairperson shall preside at meetings of the Association, and of the Board of Directors. The Chairperson shall also, at the annual meeting of the Association and at such other times as the Chairperson shall deem proper, communicate to the Board of Directors or the Association such matters and make such suggestions as may in the Chairperson's opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as prescribed by the Board of Directors from time to time. Except for the Executive Committee, the Chairperson shall be a non-voting member of all committees.

Section 5.2. Vice Chairperson. The Vice Chairperson shall take office as Chairperson upon the expiration of the Chairperson's term. The Vice Chairperson shall perform such duties and have such powers as prescribed by the Chairperson or the Board of Directors from time to time. Further, in the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. In the event that the Chairperson shall not serve out a term for any reason, the Vice Chairperson shall succeed to the unexpired remainder thereof and continue through his/her own term.

Section 5.3. Secretary. The Secretary shall be responsible for recording the minutes and keeping adequate records of meetings of the members and of the Board of Directors. The minutes shall include the time and place of the meeting, the names of the persons present at the meeting, all official acts of the members and of the Board, and any dissenting argument when requested by a member. The Secretary shall present the written minutes for approval or amendment at the next official meeting. The Secretary shall certify the Bylaws, the resolutions of the members, the Board of Directors and committees, and other documents of the Association as true and correct copies thereof, and shall have such other duties as prescribed by the Chairperson or the Board of Directors from time to time.

Section 5.4. Treasurer. The Treasurer shall remain fully advised as to the financial condition of the Association and shall regularly report to the Board of Directors on the financial conditions of the Association and the adequacy of the accounting records of the Association. The Treasurer shall have such other duties as prescribed by the Chairperson or the Board of Directors from time to time.

Section 5.5. Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Association.

## **ARTICLE VI**

### **Miscellaneous**

**Section 6.1. Global President and Chief Executive Officer (CEO).** The Board of Directors may employ or retain a person to serve as the Global President and CEO of the Association. The Global President and CEO shall report to the Board of Directors and shall take direction from the Chairperson, acting in his/her capacity as the principal elective officer of the Association. The Global President and CEO shall serve as an ex-officio, voting member of the Board of Directors and other committees as directed by the Chairperson. In his/her capacity as chief executive officer of the Association, he/she shall: manage the affairs of the Association; direct and supervise the activities of all other staff members and of any consultants retained by the Association; be responsible for recommending to the Board of Directors or to any committee actions that advance the purposes and objectives of the Association; and, consistent with the directives of the Board of Directors, shall be responsible for management of the business of the Association.

**Section 6.2. Immediate Past Chairperson.** The Immediate Past Chairperson may remain on the Board of Directors and the Executive Committee as an ex-officio, nonvoting member; provided, however, that he/she will not be considered a “director” or “officer” for any other purpose in these Bylaws.

**Section 6.3. Corporate Seal.** The Association may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

**Section 6.4. Execution of Contracts and Other Documents.** The officers shall have the authority to execute contracts and other documents in accordance with a Financial Authority Policy as adopted by the Board of Directors.

**Section 6.5. Fiscal Year.** The fiscal year of the Association shall begin on January 1 of each year and end on the immediately following December 31.

## **ARTICLE VII**

### **Amendments**

Subject to law and the Articles of Incorporation, the Articles of Incorporation and these Bylaws may be altered, amended or repealed if approved by either three-fourths (3/4) of the Board of Directors or two-thirds (2/3) of the voting members. Any amendment approved by the Board of Directors shall require at least 48 hours written notice of the proposal to alter, amend or repeal the Articles of Incorporation or Bylaws at such meeting. Any amendment approved by the voting members shall require at least ten (10) and not more than forty (40) days written notice of the proposal to alter, amend or repeal the Articles of Incorporation or Bylaws at such meeting. The Board of Directors is authorized to submit proposed Articles of Incorporation or

Bylaw changes by regular mail, electronic mail, or facsimile to the Board of Directors or the membership.

**ARTICLE VIII**

**Rules of Procedure and Construction**

The Board of Directors may, at any time, establish rules and procedures governing meetings and actions of the Association, Directors, or any of its committees or Groups, and it shall interpret the Bylaws of the Association. In the absence of such action by the Board of Directors, Roberts Rules of Order shall be accepted as the parliamentary rules therefore, provided that the Chairperson may vary the order of business at his/her discretion, and a majority of the Directors present at any meeting of Members may determine any rules for such meeting.

\_\_\_\_\_  
Secretary's Initials

Date: \_\_\_\_\_