

**CHARTER OF THE  
CERTIFICATION COMMISSION  
OF  
CUSTOM ELECTRONIC DESIGN AND INSTALLATION ASSOCIATION**

*This is the Charter of the Certification Commission (the “Commission”) of Custom Electronic Design and Installation Association (“CEDIA”), as approved by the CEDIA Board of Directors (the “Board”) on May 20, 2019.*

**Purpose, Powers and Authority**

The Commission has been created by the Board to make policy-level decisions and provide direct and independent oversight of the CEDIA certification programs. Among other things, the Commission shall do the following:

- Establish policies and procedures related to the operation of the certification programs. This includes all policies listed on Exhibit A, with the exception of the governing policies that establish the Commission’s authority and structure;
- Develop and maintain certification program requirements, including establishing eligibility and recertification policies;
- Oversee examination development and administration processes;
- Establish and oversee the complaints and disciplinary process, including decisions regarding suspending or revoking certifications;
- Appoint subject-matter experts to examination development committees and working groups; and
- Oversee the following committees, which shall act in an advisory capacity to the Commission:
  - Examination Development Committee;
    - An examination development committee will be established for each of the certifications. Examination development committees will be responsible for writing and reviewing examination items.
    - Additional subject-matter expert working groups will be established to serve as job analysis and cut score study panels.
  - Ethics Review Committee;
  - Appeals Committee; and
  - Additional subcommittees, created as needed.

## **Resources**

The Commission may engage such inside or outside resources as it may deem desirable in connection with the exercise of its powers and authority and the performance of its functions under this Charter.

## **Membership**

*Number; Qualifications.* 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 CEDIA Board of Directors, in consultation the CEDIA 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 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 CEDIA members. The members shall be comprised of the following:

- (i) Certificants. At least fifty percent (50%) of Commission members must be CEDIA certificants, with each of the four (4) certifications represented.
- (ii) Stakeholders. At least two (2) Commission members shall represent CEDIA 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) CEDIA Directors. CEDIA 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 a CEDIA director.

When considering Commission members, preference shall be given to those individuals who have previous experience serving on the CEDIA 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. In addition to the members of the Commission, the Chair of the Commission may invite CEDIA staff, including CEDIA's Senior Director of Technology and Standards, or other individuals affiliated with CEDIA to attend meetings and present on matters relevant to the Commission's work, including without limitation, emerging trends and standards.

*Term.* With respect to the initial members of the Commission, fifty percent (50%) of the members will serve a single one (1) year term and fifty percent (50%) will serve a two (2) year term, such that each year fifty percent (50%) of the members of the Commission are completing a term. Thereafter, each Commission member shall serve for a term of two (2) years. Commission

members may not serve more than two (2) terms, provided that, initial members of the commission who only serve an initial one (1) year term may serve two (2) full two (2) year terms in addition to the initial one (1) year term.

*Limitations.* Officers of the CEDIA Board and CEDIA instructors are not eligible to serve as members of the Commission. Commission members cannot develop or deliver study guides or examination preparation products during his or her term on the Commission and for a three-year (3) period immediately following the completion of such term. Commission members cannot take a CEDIA certification examination during his or her term on the Commission and for a two-year (2) period immediately following the completion of such term.

*Resignation; Removal.* Any member of the Commission may resign from the Commission upon notice to CEDIA given in writing or by electronic transmission. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Resignation from the Board shall also constitute resignation from the Commission. Any member of the Commission may be removed, with or without cause, by the Commission. Absence from twenty-five percent (25%) or more of the Commission's meetings, per year, may be cause for removal.

## **Procedures**

*Meetings.* The Commission shall meet at least three (3) times per year and as often as the Commission shall determine to be necessary. Meetings may be called by the Chair of the Commission or any two (2) members of the Commission. Unless waived, notice of a meeting of the Commission shall be given by the person or persons calling the meeting not less than five (5) days in advance of such meeting, if the notice is given by mail or courier, telegraph or cable, and not less than twenty-four (24) hours in advance of such meeting if the notice is given in person, by telephone, or facsimile or other electronic communication receipt of which is confirmed.

*Quorum; Presence.* A majority of the whole Commission shall constitute a quorum. Members of the Commission may participate in a meeting of the Commission through the use of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

*Waiver of Notice.* Whenever notice is required to be given, a written waiver thereof, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated in the notice, shall be deemed equivalent to notice. Attendance of a member at a meeting of the Commission shall constitute waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Commission need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the Articles of Incorporation, the Bylaws or the Commission.

*Voting.* The vote of a majority of the members present at a meeting at the time of the vote, if a quorum is present, shall be the act of the Commission. No member entitled to vote at a meeting

of the Commission, or to express consent or dissent to corporate action without a meeting, may authorize another person or persons to act for such member by proxy.

*Consent in Lieu of Meeting.* Any action required or permitted to be taken at any meeting of the Commission may be taken without a meeting, without prior notice and without a vote, if all of the members of the Commission consent (which consent shall set forth the action taken) thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of the Commission.

*Officers.* The Officers of the Commission shall consist of a Chair, a Vice-Chair and a Secretary. Meetings of the Commission shall be presided over by the Chair of the Commission, or in such person's absence, by a chair designated by the Chair of the Commission, or in the absence of the foregoing persons, by a chair chosen by the Commission at the meeting.

### **Commission Rules**

The Commission may adopt, amend and repeal rules, policy statements or other provisions for the conduct of its business, with the exception of the governing policies that establish the Commission's authority and structure.

## EXHIBIT A

<b>Governance Policies</b>
Certification Commission Purpose
Certification Commission Governing Authority
Impartiality
Commission Composition
Commission Selection
Commission Meetings
Commission Orientation
Confidentiality
Conflicts of Interest
Committees
Nomination and Election Schedule
Involvement of Top Management
<b>Program Administration Policies</b>
Organizational Structure
Financial Management
Operational Management
Staff Training and Professional Development
Subcontracting and Vendor Management
Certification Program Feedback
Certification Commission Self-Evaluation
Policy and Scheme Review
Security
<b>Program Policies</b>
Certification Eligibility and Scope
CEDIA Employee Eligibility for Certification
Application for Certification
Certification Application Processing
Reconsideration of Adverse Decisions
Certification Scheme Changes
Grandfathering
Code of Conduct
Nondiscrimination
Accommodations for Candidates with Disabilities
Use of Certification Mark
Certificates
Certification Renewal
Renewal Application Processing
Disciplinary & Complaints Policy
<b>Examination Policies</b>
Examination Development & Ongoing Maintenance
Examination Administration
Retesting