# FEDERATION OF ASSOCIATIONS OF REGULATORY BOARDS
# BYLAWS

## ARTICLE I. NAME.

The name of this organization is the Federation of Associations of Regulatory Boards (FARB).

## ARTICLE II. PURPOSE.

The purpose of the FARB is to provide a forum for the exchange of information among its member associations and the regulatory community, engage in programs that support its members and promote effective regulation of the professions, and engage in other activities to enhance the public protection mission of the regulatory boards.

## ARTICLE III – OFFICES.

The principle offices of FARB shall be in a location determined by the Executive Board.

## ARTICLE IV MEMBERSHIP.

**Section 1. Classifications, Admissions and Dues.**

a. **Governing Members** of this corporation shall be associations of regulatory boards and other not-for-profit organizations determined by the Executive Board who administer services and programs consistent with FARB's tax status and public protection mission. Governing Member benefits extend to all Governing Member association staff, and association elected and appointed volunteer leaders. Governing Members shall be collectively referred to as the Governing Council with each Governing Member entitled to representation of one Delegate to such Governing Council.

b. **Supporting Members** of this corporation shall be businesses and entities or individuals that support the work of the professional regulatory community e.g. industry partners, trade associations, law firms, testing companies. Supporting Members benefits extend to all supporting member staff and will include periodic engagement opportunities. The supporting member community may elect one representative to serve as an ex-officio FARB Board Member, and chair a Supporting Member Advisory Council.

c. **Regulatory Board Members** of this corporation shall be governmental regulatory boards involved in the regulation of a licensed profession or occupation. Regulatory Board member benefits extend to all regulatory board member staff, current serving board members, and representative board attorney(s).

**Section 2. Admission.**

Organizations and persons seeking membership in FARB must, under duly adopted policies, apply for and be determined by the Executive Board to meet the qualifications for the respective membership category.

**Section 3- Annual Dues.**
Membership dues for Governing Members shall be established by the Governing Council. Membership dues for all other categories of membership shall be established by the Executive Board.

## ARTICLE V. DEFINITIONS.

**Section 1. Governing Member.**
"Governing Member" shall mean an organization as defined in Article IV Section 1(a) and duly granted admission into FARB under procedures set forth in Article IV Section 2.

**Section 2. Executive Board.**
"Executive Board" shall mean the collective individuals duly elected as officers and directors at large pursuant to Article IX.

**Section 3. Member at Large.**
"Member at Large" shall be a member of the Executive Board that is elected by confidential ballot at the Annual Meeting of the Governing Council by a majority vote of the quorum, either from nominations submitted by the Nominating Committee, or by nominations from the floor as pursuant to Article IX.

**Section 4. Governing Council.**
"Governing Council" shall mean the collective Governing Members as authorized under Article VII.

**Section 4. Delegate.**
"Delegate" shall mean an individual affiliated with and designated by the Governing Member as its representative.

**Section 6. Alternate Delegate.**
"Alternate Delegate" shall mean an individual affiliated with and designated by the Governing Member as its alternate representative.

**Section 7. Supporting Members**
"Supporting Members" shall mean members as defined in Article IV Section1(b) and duly granted admission into FARB under procedures set forth in Article IV Section 2.

**Section 8. Regulatory Board Members**
"Regulatory Board Members" shall mean a governmental regulatory board as defined in Article IV Section 1(c) and duly granted admission into FARB under procedures set forth in Article IV Section 2.

## ARTICLE VI. RIGHTS AND BENEFITS OF MEMBERSHIP.

**Section 1. Rights and Privileges.**
All Members current on their membership dues shall be entitled to the benefits of membership within each respective membership category. In addition to benefits of membership, a

Governing Member that is current on its payment of membership dues shall be entitled to be represented by one voting Delegate at all Governing Council meetings.

**Section 2. Removal of Membership as a Governing Member.**
Under policies duly adopted by the Executive Board, a Governing Member may be removed from membership for issues related to maintaining the mission, tax status, and reputation of FARB. Membership as a Governing Member may be terminated when so ordered by a two-thirds vote of the quorum at the Annual Meeting of the Governing Council after providing notice and an opportunity to be heard before the Governing Council.

**Section 3. Reinstatement of Membership of a Removed Governing Member.**
Under policies duly adopted by the Executive Board, reinstatement of a removed Governing Member may be granted upon reapplication, substantiated compliance with any previous removal order, qualification under eligibility criteria and an affirmative vote of a majority of the Governing Council.

**Section 4. Removal of Membership of Affiliate Members, Individual Members, and Regulatory Board Members.**
Under policies duly adopted by the Executive Board, an Affiliate Member, Individual Member, or Regulatory Board Member may be removed from membership for issues related to maintaining the mission, tax status, and reputation of FARB. Membership as an Affiliate Member, Individual Member, or Regulatory Board Member may be terminated when so ordered by a two-thirds vote of the quorum of the Executive Board after providing notice and an opportunity to be heard before the Executive Board.

**Section 5. Reinstatement of Membership of a Removed Affiliate Member, Individual Member, or Regulatory Board Member.**
Under policies duly adopted by the Executive Board, reinstatement of a removed Affiliate Member, Individual Member, or Regulatory Board Member may be granted upon reapplication, substantiated compliance with any previous removal order, qualification under eligibility criteria and an affirmative vote of a majority of the Executive Board.

## ARTICLE VII. GOVERNING COUNCIL

**Section 1. Delegates.**
Governing Members shall be collectively referred to as the Governing Council with each Governing Member entitled to representation of one Delegate, as defined, to such Governing Council. The Delegate shall be approved by the Secretary of FARB at any time upon receipt of the appropriate credential from the Governing Member and serve until replaced by action of such Governing Member.

**Section 2. Alternate Delegates.**
Governing Members shall have the right to appoint an Alternate Delegate, as defined, who shall, in the absence of the Delegate, be seated by the Secretary of FARB as the Delegate.

**Section 3. Governing Council Authority.**
Governing Members shall have the authority to send representatives to all FARB meetings. The Governing Council shall have the authority to provide strategic direction for FARB through the resolution process under policies adopted by the Executive Board. All such resolutions shall be in furtherance of the FARB mission and not in conflict with the articles of incorporation, bylaws, or spirit of the purpose of FARB. The Governing Council shall have the authority to nominate and elect the Executive Board members. The Governing Council shall have the authority to approve the dues paid by Governing Members.

## ARTICLE VIII. FARB MEETINGS.

**Section 1. Annual Meeting of the Governing Council.**
The Annual Meeting of the Governing Council shall be held at a time and place to be approved by the Executive Board.

**Section 2. Special Meeting.**
Special Meetings of the Governing Council may be called by the President at any time with the approval of a majority of the Executive Board. A Special Meeting must be called by the President if and when the Secretary receives written request thereof from at least one-third of the Governing Members of FARB. The bylaws pertaining to procedures and conduct of business of the annual meeting shall apply to special meetings.

**Section 3. Notice and Agenda.**
Notice of and a proposed agenda for all FARB meetings identified in Article VIII of these Bylaws shall be provided to all Delegates, Alternate Delegates, and Governing Members at least 60 days prior to the meeting date.

**Section 4. Quorum and Voting.**

a. In order to conduct business at any meeting of the Governing Council, at least a majority of Governing Members must be in attendance, each represented by a designated voting Delegate. The total number of Delegates in attendance shall constitute a quorum. The quorum identified at the start of each day of the meeting whereby business is to be conducted shall remain in effect for the remainder of the day.
b. Unless otherwise provided under law or in these Bylaws, all motions must receive the affirmative vote of a majority of the quorum.
c. In the absence of representation of a majority of the Governing Members at any meeting, those Delegates in attendance shall have the authority by motion and majority vote to adopt the time to which to adjourn.

**Section 5. Participation.**
A Governing Member is entitled to be represented by a single vote on each issue put to a vote before the Governing Council. Governing Members shall vest the right to vote in their Delegates and Alternate Delegates. Voting by proxy is prohibited. Delegates, Alternate Delegates, elected representatives and staff of Governing Members shall have the privilege of the floor at Governing Council meetings. Only Delegates are eligible to make and second motions.

**Section 6. Parliamentary Procedures.**
To the extent not in conflict with applicable law, bylaws, policies, and past practice, the Annual Meeting of the Governing Council shall operate in accordance with the latest edition of Robert's Rules of Order.

**Section 7. Records.**
FARB shall keep accurate and complete minutes of relevant meetings and shall make these minutes reasonably available to requesting Governing Members.

## ARTICLE IX. EXECUTIVE BOARD AND OFFICERS.

**Section 1. Composition and Duties.**
There shall be eight members of the Executive Board comprised of four (4) Officers, which shall be identified as President, Vice President, Secretary/Treasurer and Immediate Past President and four (4) Directors at Large. The duties of the Officers shall be those customarily associated with that of a President, Vice President, Secretary/Treasurer and Immediate Past President.

**Section 2. Eligibility for Nomination, Election, and Service.**
At the time of nomination, election, and throughout the term, candidates for service on the Executive Board shall be a Delegate of a Governing Member. This Article IX Section 2 does not preclude a Governing Member from designating a new Delegate for the next Annual Meeting of the Governing Council for purposes of eligibility to run for the Executive Board so long as the current Delegate's term is expiring at such annual meeting of the Governing Council.

**Section 3. Elections.**
Executive Board Members shall be elected by confidential ballot at the Annual Meeting of the Governing Council by a majority vote of the quorum, either from nominations submitted by the Nominating Committee, or by nominations from the floor. Each Executive Board Member shall assume office at the close of the Annual Meeting at which the member is elected and shall serve as specified in these Bylaws or until a successor is elected.

**Section 4. Executive Board Authority.**
The Executive Board shall oversee the affairs of FARB, including the establishment of an annual budget, interpretation of these Bylaws, and the transaction of all business for and on behalf of FARB as authorized under these Bylaws. The Executive Board shall carry out the resolutions, actions, or policies as authorized by the Governing Council, subject to applicable law and the provisions of the Articles of Incorporation and Bylaws. The Executive Board shall hire an Executive Director and/or management company to serve as the administrative officer of FARB. The Executive Board shall conduct periodic performance reviews of the Executive Director and/or management company as applicable.

**Section 5. Executive Board Terms.**
The terms of the Executive Board Members shall be for two (2) years with staggered elections as follows:

a. The Officers and one Executive Board Member will be elected in odd numbered years.
b. Three (3) Executive Board Members will be elected in even numbered years.
c. No Executive Board Member or Officer shall serve more than three (3) consecutive full terms.
d. The Immediate Past President's term is to be served concurrently with the President's term.

**Section 6. Compensation.**
Executive Board Members shall not receive compensation for services rendered, but may be reimbursed for reasonable expenses incurred while carrying out their responsibilities.

**Section 7. Vacancies.**
a. Any vacancy that occurs in the Executive Board, with the exception of the office of President, shall be filled by appointment of the President, after receiving input and approval from the Executive Board. Such appointment shall be until the next Annual Meeting of the Governing Council at which time the unexpired term shall be filled by special election. Any person elected to fill an unexpired term may be eligible for election to the same position for two consecutive terms after completion of the unexpired term.
b. In the event of a vacancy in the Office of President, the Vice President shall assume the Office of President and an appointment of the Office of Vice President shall be made pursuant to subsection (a) above.

**Section 8. Removal.**
An Executive Board Member may be removed from office prior to the end of that member's term when, in the judgment of the Executive Board or Governing Council, the best interest of FARB would be served. Removal shall require an affirmative vote of two-thirds of the Executive Board, or two-thirds of the total number of eligible voting Governing Members, and shall be determined as if all executive Board Members or all eligible voting Delegates were present.

## ARTICLE X. EXECUTIVE BOARD MEETINGS.

**Section 1. Regular Meetings of the Executive Board.**
The Executive Board shall hold meetings from time to time as deemed necessary to carry out its responsibilities to the Governing Members. At a minimum, the Executive Board shall meet in person in conjunction with the Annual Meeting of the Governing Council. Additional Executive Board meetings may be held virtually as deemed necessary.

**Section 2. Special Meetings of the Executive Board.**
Special meetings of the Executive Board may be convened by the President, and shall be convened by the President within 30 days of the President having received a written request for such meeting from any three Executive Board Members. Special meetings may be held virtually as deemed necessary.

**Section 3. Notice and Agenda.**
Notice of and a tentative agenda for any regular meeting of the Executive Board shall be given to Executive Board Members at least 30 days prior to the meeting. Notice of special meetings shall be given as soon as practicable. Notice may be given in a form to ensure receipt by such Executive Board Member. Any Executive Board Member may waive notice of such meeting formally or through attendance of any meeting, except when the member attends a meeting for the direct purpose of objecting to the transaction of business.

**Section 4. Quorum.**
In order to conduct business at any meeting of the Executive Board, at least a majority of the Executive Board Members must be in attendance. In the absence of a majority, those Executive Board Members present shall have the authority to adjourn the meeting by majority vote.

**Section 5. Voting.**
Executive Board Members shall be the only individuals entitled to propose, debate, vote, and otherwise participate in the decisions and motions at Executive Board meetings. The act of a majority of Executive Board Members present at a meeting at which a quorum is present shall be the act of the Executive Board, unless an act of greater number is required by law or by these Bylaws.

**Section 6. Executive Session.**
The Executive Board may meet in executive session only for discussion and resolution of personnel matters, legal matters, and matters related to a FARB membership.

**Section 7. Records.**
The Staff shall keep accurate and complete minutes of all meetings, and shall make these minutes available to the Executive Board and requesting Governing Members.

## ARTICLE XI. COMMITTEES.

**Section 1. Nominating Committee.**
There shall be a Nominating Committee consisting of three (3) members elected by and reports directly to the Governing Council. The Nominating Committee will develop and recommend strategies and policy to identify, recruit, and develop volunteer leadership to advance the organization's strategic goals. The Nominating Committee will define qualification criteria and develop position descriptions to include responsibilities and expectations of each leadership role. The Nominating Committee will recruit and develop a slate of qualified candidates to fill elected leadership positions for the Executive Board. Nominating Committee members shall be Delegates of the Governing Council. Nominating Committee Members shall serve a term of one year from date of appointment and shall be eligible for up to three (3) consecutive one-year terms. Vacancies shall be filled by appointment of the President with approval by the Executive Board.

**Section 2. Finance Committee.**
There shall be a Finance Committee consisting of at least three (3) members, one of which shall be the Secretary/Treasurer who shall act as the Chairperson. The President shall appoint other

persons to the Finance Committee with approval of the Executive Board as members of the Committee, after receiving input and approval from the Executive Board. The Finance Committee shall advise the Executive Board on issues related to the integrity of fiscal management and responsiveness to the FARB mission. The Finance Committee shall recommend financial policies which provide guidelines for fiscal management, and shall review and revise financial forecast assumptions. The Finance Committee shall be charged with consulting with the Secretary/Treasurer on matters related to the annual budget.

**Section 3. Bylaws Committee**
There shall be a Bylaws Committee consisting of three (3) or more members whose responsibility will be to draft bylaws and to suggest additions or modifications thereto to by request of the Executive Board.

**Section 4. Ad Hoc Committees.**
The President, in consultation with and approval by the Executive Board, shall have the authority to establish and populate committees necessary to fulfill the mission of FARB and support the members.

## ARTICLE XII. FINANCES.

**Section 1. Fiscal Year.**
The fiscal year of FARB shall be such time period as determined by the Executive Board.

**Section 2. Books and Reports.**
FARB shall keep accurate and complete books and records of accounting, available for inspection by any Governing Member at the principal office of the FARB for any proper purposes at any reasonable time. The Secretary/Treasurer shall report on the financial condition of FARB at the Annual Meeting of the Governing Members.

**Section 3. Audit.**
When deemed necessary, the Executive Board may request an audit from a licensed independent public accountant or licensed independent public accountants to express an opinion of the financial statements of FARB.

**Section 4. Contracts**.
The Executive Board may authorize any officer or officers, or Executive Director to enter into any contract or execute and deliver any instrument in the name of or on behalf of the FARB.

**Section 5. Checks, Drafts, or Orders.**
All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness in the name of FARB shall be signed by such officer or officers, agent or agents of FARB and in such manner as shall from time to time be authorized by the Executive Board.

**Section 6. Deposits.**
All funds of FARB shall be deposited from time to time to the credit of FARB in such bank, trust company, or other depository as the Executive Board may select.

**Section 7. Limitations of Expenditures.**
FARB is limited to expending its funds for only those purposes consistent with the Articles of Incorporation, Bylaws, mission statement or as deemed appropriate by the Executive Board.

**Section 8. Insurance.**
At the discretion of the Executive Board, the FARB shall carry appropriate insurance.

**Section 9. Revenue.**
The Executive Board shall submit to the Governing Council for approval all proposals for revenue which would affect any monetary obligation of the Governing Members.

## ARTICLE XIII. INDEMNIFICATION AND QUALIFICATION.

**Section 1. Indemnification.**
Subject to the limitations of this Article, FARB shall indemnify any person who was or is a party of or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of FARB) by reason of the fact that such person is or was a committee member, including the Executive Board, or Officer of FARB, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding only if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of FARB and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, condition or upon a plea of Nolo Contendere or its equivalent shall not, in and of itself, create a presumption that such person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of FARB and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

**Section 2. Qualification.**
Any indemnification under this Article shall be made by FARB only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article. Such determination shall be made by the Executive Board consisting of members who are not parties to such action, suit or proceeding or, if such quorum is not attainable, a quorum of disinterested members.

## ARTICLE XIV. AMENDMENTS.

**Section 1. Amendment Proposals.**
These Bylaws may be amended at any Annual or Special Meeting of the Governing Council. Any Governing Member, any committee established in these Bylaws, or the Executive Board may propose Bylaws amendments. Proposed amendments to the Bylaws shall be in writing and received at the FARB office not less than 90 days prior to the Annual Meeting of the Governing Council. Such amendments shall be timely forwarded to the Bylaws Committee after receipt in the FARB office. FARB staff shall forward proposed amendments to Delegates, Alternates, and

all Governing Members not less than 30 days prior to the date of the Annual Meeting of the Governing Council.

**Section 2. Adoption.**
Proposed amendments received in accordance with this Article shall be presented at the Annual or Special Meeting of the Governing Council and must receive an affirmative vote of two-thirds of the quorum in order to pass.

*The foregoing are the Bylaws of the Federation of Associations of Regulatory Boards, as amended in Scottsdale, AZ, 2005; Chicago, IL, 2007; Northbrook, IL, 2011; July Board of Directors Meeting, Chicago, IL, 2012; January Board of Directors Meeting, San Diego, CA, 2013; July Board of Directors Meeting, Chicago, IL, 2014; January Board of Directors Meeting, Tucson, AZ, 2015; January Board of Directors Meeting, Clearwater Beach, FL, 2016; January Board of Directors Meeting, San Antonio, TX, 2017; Board of Directors Meeting via telephonic conference call April, 10, 2017; the Annual Meeting of the Governing Council, Chicago, IL, July 26, 2018; the Annual Meeting of the Governing Council, Washington D.C., July 22, 2022; and the Annual Meeting of the Governing Council held virtually, March 14, 2024.*