

BYLAWS
OF
INTERNATIONAL FITNESS PROFESSIONALS ASSOCIATION
CERTIFICATION COMMISSION

ARTICLE I

Name, Registered Office and Registered Agent

Section 1. Name. The name of the division is International Fitness Professionals Association Certification Commission (IFPA-CC).

Section 2. Principal Office and Additional Offices. The address of the initial principal office of this division is: 14509 University Point Place, Tampa, FL, 33613. The division may also have an office or offices other than the principal office at such place or places, within or without the State of Florida, as the Board shall from time to time determine, as the business of the corporation may require.

ARTICLE II

Fiscal Year

Section 1. Fiscal Year. The fiscal year of this division will be determined by the IFPA, Inc. upon filing the tax return of the corporation.

ARTICLE III

IFPA-CC Meetings

Section 1. Place of Meetings. Meetings of the IFPA-CC shall be held at any place (within or without the State of Florida) that the IFPA-CC may, from time to time, select.

Section 2. Annual Meeting. An annual meeting of the IFPA-CC shall be held at the IFPA, Inc. annual association meeting and conference. All IFPA Associates

will be invited to attend as observers only. Comments from IFPA Associates will be restricted due to time constraints. IFPA-CC may elect to allow comments by majority vote of IFPA-CC, limit the time for each Associate's comment, and restrict the number of Associates who may comment. The IFPA-CC will allow an active, continuous system for comments from the IFPA Associates that will be managed by the IFPA-CC or a designated representative (for example: Executive Director). If, for any reason, the Annual Meeting is not held or has not been called in any 12-month period, the time designated for it, any member of the IFPA-CC may call an Annual Meeting.

Section 3. Special Meetings. Special meetings of the IFPA-CC may be called by the Chairman; by the Executive Director; by a majority of the IFPA-CC; or by the Associates of the IFPA of 10% or more of the members of the IFPA. The cost of any special meeting called by any of the above over the objections of the majority of the members of the IFPA-CC shall be borne by the individual(s) calling such meeting. This is to control frivolous complaints that can be routinely handled through other IFPA procedures.

Section 4. Notice of Meetings. Notice of the place, date, and hour of holding each annual and special meeting of the IFPA-CC and the purpose or purposes thereof shall be given personally or by mail in a postage prepaid envelope, not less than ten (10) nor more than sixty (60) days before the date of such meeting, and if mailed, it shall be directed to such member at his address as it appears on the record of members, unless he shall have filed with the Chairman of the IFPA-CC a written request that notices to him be mailed to some other address, in which case it shall be directed to him at such other address. Any such notice shall indicate that it is being issued at the direction of the

IFPA-CC Chairman, or whomever shall have called the meeting. Notice of any meeting of IFPA-CC shall not be required to be given to any member who shall attend such meeting in person or by proxy and shall not, prior to the commencement of such meeting, protest the lack of notice thereof, or who shall deliver a signed waiver of notice, in person or by proxy at least one (1) day prior to the date of such meeting. Unless the IFPA-CC fails to fix a new record date for an adjourned meeting, notice of such adjourned meeting need not be given, if the time and place to which the meeting shall be adjourned were announced at the meeting at which the adjournment is taken.

Section 5. Waiver of Notice. A member, either before or after an IFPA-CC meeting, may waive notice of the meeting, which waiver of notice must be in writing, and his waiver shall be deemed the equivalent of giving notice. Attendance at an IFPA-CC meeting, either in person or by proxy of a person entitled to notice shall constitute a waiver of notice of the meeting unless he attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

Section 6. Quorum. At all meetings of the IFPA-CC, all members of the IFPA-CC are entitled to vote, shall be present in person or by proxy to constitute a quorum for the transaction of business, except as otherwise provided by statute. In the absence of a quorum, the members of the IFPA-CC present in person or by proxy or phone and entitled to vote may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Organization. At each meeting of the IFPA-CC, the Chairman, if any, or in his absence, the Vice Chairman, shall act as chairman of the meeting. The Secretary, or in his absence or inability to act, the person whom the chairman of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep minutes thereof.

Section 8. Order of Business. The order of business at all meetings of the IFPA-CC shall be determined by the chairman of the meeting.

Section 9. Voting.

1. Except as otherwise provided by statute or the By-Laws of the IFPA-CC, each member of the IFPA-CC has voting power, shall be entitled, at each meeting of the IFPA-CC, to one vote.
2. Except as otherwise provided by statute or IFPA-CC By-Laws, any IFPA-CC action to be taken by vote of the IFPA-CC shall be authorized by a majority of the votes cast at a meeting of the IFPA-CC by the members of the IFPA-CC present in person or represented by proxy or phone and entitled to vote on such action. Unless required by statute or determined by the chairman of the meeting to be advisable, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the member voting, or by his proxy, if there be such proxy.

Section 10. Adjournments. Any meeting of IFPA-CC may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken shall not be necessary. If, however, after the adjournment the IFPA-CC fixes a new record date for the adjourned

meeting, a notice of the adjourned meeting shall be given in compliance with Section 4 hereof to each member of the new record date. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 11. Informal Action by IFPA-CC. Any action that may be taken at an IFPA-CC meeting may be taken without a meeting if a consent in writing, setting forth the action, shall be signed by the majority of members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those members who have not consented in writing to such action taken.

Article IV

The IFPA-CC

Section 1. General Powers. All aspects of the IFPA-CC Certification Process are managed by the IFPA-CC. The IFPA-CC may delegate administrative and logistical day-to-day operations to the Executive Director.

Section 2. Number and Description of IFPA-CC Members. The number of members on the IFPA Certification Commission shall be ten (10). Nine (9) of the ten (10) members shall be elected by votes of the association membership to specified “SEATS” as described below and will be required to have the specified expertise required for each specified SEAT.

Seat 1: Expert in Exercise Physiology/Science

Outstanding knowledge, expertise, and practical hands-on understanding of all aspects of exercise physiology and science and related areas of knowledge, including (but not limited to): exercise prescription and

management, periodization, program design, exercise science principles (F.I.T.T., GPO, S.A.I.D., etc.), maximizing the fitness/health development of all the components of fitness (strength, speed, power, anaerobic & aerobic endurance, agility, balance coordination, flexibility, and body composition), anatomy, kinesiology, biomechanics, safety, and biochemistry.

Seat 2: Expert in Sports Medicine/Biomechanics/Exercise Safety

Outstanding Knowledge, expertise, & practical hands-on understanding of exercise physiology & science and related areas of knowledge, including (but not limited to): Biomechanics & safety procedures, emergency procedures, CPR, first aid, extensive knowledge & understanding of fitness machines, free weights & various other equipment, all forms of fitness, sports conditioning, and post-secondary rehabilitation training and safety guidelines.

Seat 3: Expert in Program Design

Outstanding knowledge, expertise, & practical hands-on understanding of all aspects of exercise physiology & science and related areas of knowledge, including (but not limited to): Resistance Training Programming, in-depth knowledge & understanding of High Intensity vs. High Volume Training for all ten components of fitness, Plyometric & Speed Training Program Design, & Post-Secondary rehabilitation Program Design.

Seat 4: Expert in Fitness Testing & Evaluation

Outstanding knowledge, expertise and practical hands-on understanding of all aspects of exercise physiology and science and related areas of knowledge, including (but not limited to): All forms and variations of fitness testing and evaluation – Body Composition testing, Body Weight Measuring, Blood Pressure testing, Body Circumference Measuring, RHR testing, Flexibility and Postural Assessment, Cardiovascular testing for sub-maximal testing, testing for all ten components of fitness for severely deconditioned/special populations to elite level athletes/highly conditioned populations, HHQ, PAR-Q, various health tests, questionnaires and lifestyle profiles, ACSM coronary risk factors, ACOG guidelines, and sports medicine considerations.

Seat 5: Expert in Nutrition

Outstanding knowledge, expertise, and practical hands-on understanding of all aspects of exercise physiology and science and related areas of knowledge, including (but not limited to): Understanding of both nutrition and sports nutrition, supplementation, healthy vs. fad diets, nutrition for special populations, deconditioned, obese, overweight, health, fitness, and highly conditioned.

Seat 6: Expert in Health Club Business

Outstanding knowledge, expertise and practical hands-on understanding of all aspects of exercise physiology and science and related areas of knowledge, including (but not limited to): Business/communication knowledge and skills, extensive customer service expertise, people, motivation, and teaching skills, time-management skills, organizational, marketing and sales skills, and an in-depth understanding of both ethical and legal issues affecting the fitness industry.

Seat 7: Expert in Special Populations

Outstanding knowledge, expertise and practical hands-on understanding of all aspects of exercise physiology and science and related areas of knowledge, including (but not limited to): Special populations, including children, seniors, arteriosclerosis, pregnancy, post-natal, arthritis, COPD, diabetes (I & II), osteoporosis, cardiac patients, management of cholesterol, high blood pressure, obesity, eating disorders, rehabilitation, injury prevention/rehabilitation/management, and stress management.

Seat 8: IFPA Member at Large/Expert in Personal Training

Seat 9: IFPA Member at Large/Expert in Personal Training

“Seats 8 & 9” are IFPA Certified Personal Trainers (with current certifications). Seats 8 & 9 have expertise as personal trainers and will use their expertise to represent the best interest of all IFPA Certified Personal Trainers, the personal training industry, and the public.

Seat 10: Public Member

Not to be a member of the IFPA or the personal training industry. The Public Member represents the general public and therefore the potential clientele of the personal training industry. While the other nine seats are tasked with working for the continuous improvement of the industry, the Public Member will act to represent the population we serve and ensure that all actions the IFPA Certification Commission takes are in the best interest of the public. The Public Member will be appointed by the IFPA-CC Chairman.

Section 3. Election and Term of Office. The number of members of the IFPA-CC may not be less than three (3) nor more than twelve (12). The IFPA-CC shall fix the number of members from time to time. Any increase in the number of members shall be effective at the time of the next succeeding annual meeting of the IFPA-CC unless there shall be vacancies in the IFPA-CC, in which case such decrease may become

effective at any time prior to the next succeeding annual meeting to the extent of the number of such vacancies. Members of the IFPA-CC need not be members of the IFPA Association. Elections for members of the IFPA-CC shall be held every six (6) years according to the terms mandated in Section 3 of the Bylaws; the persons receiving a majority of the votes cast at such election shall be elected. Each member shall hold office until the next election and until his successor shall have been duly elected and qualify, or until his death, or until he shall have resigned, or have been removed, as hereinafter provided in these Bylaws.

Section 4. Place of Meetings. Meetings of the IFPA-CC shall be held at the principal office of the corporation or at the location designed for the IFPA Annual Association Meeting and Conference, or at such other place, within or without the State of Florida, as the IFPA-CC may from time to time determine or as shall be specified in the notice of any such meeting.

Section 5. Annual Meeting. The IFPA-CC shall meet each year immediately after the annual meeting of the IFPA Associates at the place that meeting has been held to consider all IFPA Certification Process business.

Section 6. Regular Meeting. Regular meetings of the IFPA-CC shall be held at such time and place as the IFPA-CC may fix. If any day fixed for a regular meeting shall be a legal holiday then the meeting which would otherwise be held on the day shall be held at the same hour on the next succeeding business day. Notice of regular meetings of the IFPA-CC need to be given except as otherwise required by statute or these Bylaws.

Section 7. Special Meetings. Special meetings of the IFPA-CC may be called by a majority of the members of the IFPA-CC or by the Chairman or Executive Director or as specified in Article III, Section 3.

Section 8. Notice of Meetings. Notice of each meeting of the IFPA-CC (and of each regular meeting for which notice shall be required) shall be given by the Secretary as hereinafter provided in this Section 8, in which notice shall be stated the time and place (within or without the State of Florida) of the meeting. Except as otherwise required by these Bylaws, such notice need not state the purposes of such meeting. Notice of each such meeting shall be mailed, at least five (5) business days before the day on which such meeting is to be held, or shall be sent addressed to him at such place by telegraph, cable or wireless, or be delivered to him personally or by telephone, at least forty-eight (48) hours before the time at which such meeting is to be held. Notice of any such meeting need not be given to any member who shall, either before or after the meeting, submit a signed waiver of notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of notice to him.

Section 9. Waiver of Notice. A member may waive in writing notice of a special meeting or annual meeting of the IFPA-CC either before or after the meeting, and his waiver shall be deemed the equivalent of giving notice. Attendance of an IFPA-CC at any meeting shall constitute waiver of notice of that meeting, unless he attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 10. Quorum and Manner of Acting. A majority of the entire IFPA-CC shall be present in person at any meeting of the IFPA-CC in order to constitute a

quorum for the transaction of business at such meeting, and, except as otherwise expressly required by Statute or the IFPA-CC Bylaws, the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the IFPA-CC. Members of the IFPA-CC shall be deemed present at any meeting if a conference by telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used. In the absence of a quorum at any meeting of the IFPA-CC, a majority of the members present thereat may adjourn such meeting to another time and place. Notice of the time and place of any such adjourned meeting shall be given to the members who were not present at the time of the adjournment and, unless such time and place were announced at the meeting at which the adjournment was taken, to the other members. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. The members shall act only as IFPA-CC and the individual members shall have no power as such.

Section 11. Organization. At each meeting of the IFPA-CC, the Chairman of the IFPA-CC, if any, or, in his absence, the Vice-Chairman or another member chosen by a majority of the members present, shall act as chairman of the meeting and preside thereat. The Secretary (or in his absence, any person appointed by the chairman at such meeting who shall serve as an Assistant Secretary) shall act as secretary of the meeting and keep the minutes thereof.

Section 12. Adjournment. A meeting of the IFPA-CC may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary.

At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 13. Resignations. Any member of the IFPA-CC may resign at any time by giving written notice of their resignation to the IFPA-CC or the Chairman of the IFPA-CC. Any such resignation shall take effect at the time specified therein, or if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 14. Vacancies. Any vacancy in the IFPA-CC, whether arising from death, resignations, removal (with or without cause), an increase in the number of members or any other cause, may be filled by the vote of a majority of the members then in office, though less than a quorum, or by the IFPA Associate Membership at the next annual meeting thereof or at a special meeting thereof and each member so elected shall hold office for the unexpired term of his predecessor.

Section 15. Removal of Member of the IFPA-CC. Any member may be removed, with or without cause, at any time, by the Association Members at a special meeting thereof. Any member may be removed, with or without cause, by the IFPA-CC or special meeting thereof.

Section 16. Compensation. See Article V, Section 3.

Section 17. Informal Action. If all the members severally or collectively consent in writing to any action taken, or to be taken by the IFPA-CC, the action shall be as valid as though it had been authorized at a meeting of the IFPA-CC.

Section 18. Primary Objective of the IFPA-CC. Will remain the protection of the general public.

Section 19. Purpose of the IFPA-CC.

1. Conduct Personal Fitness Trainer (PFT) Certification process, systems and activities in a manner that upholds standards for the safe, effective and competent practice in the Personal Trainer profession.
2. Establish, develop, and promulgate standards and procedures for the construction, implementation, and administration of PFT Certification Programs.
3. Ensure that the structure, policies, and procedures of the IFPA-CC protect the IFPA-CC against undue influence and provide for continuous and complete autonomy in all decision-making concerning purpose, governance, resources, and all other aspects of the IFPA-CC.
4. Ensure the continuous, timely, valid, and reliable development and administration of all IFPA-PFT Certification Exams and processes.
5. Ensure the validity and reliability of the scoring of all IFPA-PFT Examinations.
6. Ensure that the IFPA-PFT Exams and processes meet the purpose and criteria of the IFPA-PFT Certification.
7. To develop and continue various systems that support, enhance, and promote the validity, reliability, and respectability of the IFPA-PFT Certification credential to the PFT Profession, members of the profession, potential members, the fitness industry, and the general public.
8. Ensure that the IFPA-CC maintains the necessary expertise from members of the IFPA-CC that meet expert criteria.
9. Ensure that the IFPA-CC will always have at least one consumer member (at least one member of the general public).
10. To develop and continue various systems that support, enhance, and promote the validity, reliability, and respectability of the IFPA-PFT Certification Credential to institutions, regulatory bodies, US Government Agencies, and the Agencies of Foreign Governments.
11. Ensure the IFPA-CC has sufficient financial resources to conduct safe, effective, and thorough certification and recertification processes and activities.
12. Ensure safe, effective and thorough recertification requirements for credential holders.
13. When necessary: update, modify, examine, and reestablish recertification requirements for credential holders dependent of the needs of the general public.
14. Ensure sufficient resources are available for safe, effective, and thorough certification and re-certification processes by ensuring adequate staffing, consultants, etc.
15. Bestow public recognition to those associates who successfully complete all requirements of the IFPA-CC-PFT Certification Examination process and/or re-certification process and earn or maintain the IFPA-PFT Certification Credential.
16. Ensure that each and every member of the IFPA-CC adheres to the highest professional and ethical standards.

17. Ensure that each and every certified member of the IFPA maintains the highest professional and ethical standards.
18. When necessary, revise and publish policies and procedures for current and prospective associates and candidates, always ensuring safety and effectiveness for the general public.
19. Establish, implement, and revise standards for the “Scope of Practice”; including, but not limited to: standards for: safety, effectiveness, professionalism, competence, ethics, development/review/revisions of credentialing and disciplinary actions, and reprisals against anyone who violates the IFPA-CC Standard.
20. Develop, revise, and implement all policies, procedures, standards, and documentation explaining and managing the same, including, but not limited to:
 - 20.1. Eligibility requirements
 - 20.2. Application policies
 - 20.3. Candidate application
 - 20.4. Purpose of the IFPA-CC
 - 20.5. Mission statement of the IFPA-CC
 - 20.6. Introduction to the IFPA-CC
 - 20.7. Procedures for examination administration
 - 20.8. IFPA proctor training manual
 - 20.9. Development of job analysis surveys (JAS)
 - 20.10. Publication of JAS
 - 20.11. Outlines of performance domains
 - 20.12. Publication of knowledge, skills and abilities (KSAs)
 - 20.13. Ensuring valid and reliable linkage between JSA/KSAs and test instrument
 - 20.14. Duties of certificants
 - 20.15. Ethical guidelines
 - 20.16. “Scope of Practice”
 - 20.17. Standards and procedures
 - 20.18. Candidate Handbook
 - 20.19. Policies and procedures manual
 - 20.20. Discipline policy
 - 20.21. Non-Discrimination policy
 - 20.22. Policies and procedures for the appeals process
 - 20.23. Confidentiality policies and procedures
 - 20.24. Guidelines by which candidate may question eligibility
 - 20.25. Policies for certification status
 - 20.26. Development of assessment instruments
 - 20.27. Policy and procedures manual for test administration
 - 20.27.1. Test security procedures
 - 20.27.2. Proctor procedures and training manual
 - 20.27.3. Test scoring procedures
 - 20.27.4. Recordkeeping and security procedures
21. Maintain and revise policies, procedures, and requirements for safe and effective Continuing Education Units (CEUs) to maintain the competencies of our credentialed associates to ensure the safety of the general public.

22. Ensure that the confidentiality policies established by the IFPA Certification Commission will ensure that all IFPA Candidates and certificants' status and examination results are protected and explain under which circumstances the information can be disclosed.
23. Ensure the establishment, implementation, compliance when necessary, and revision of disciplinary policies, procedures and concerns, always focused on preventing harm to the public.
24. Ensure the establishment, implementation, and compliance, and when necessary, revision, that follow the standards for educational and psychological testing as set by industry and/or regulatory leaders, on the use of assessment instruments. This is an essential step in certification decision making that ensures the validity and reliability of the certification process. Test development and procedures for the certification process will be published.
25. Ensure that the development, implementation, and compliance of eligibility requirements and validation procedures are established and published.
26. Ensure that ONLY those candidates that have met all the eligibility requirements and have successfully completed the testing and evaluation assessment instrument can receive the IFPA-CPFT Credential.
27. Ensure that no 'GRANDFATHERING' is allowed.
28. Ensure that paper test results are kept for 4 years and electronic results are kept indefinitely.
29. Ensure that a current list of certificants and verification of the certificants' active credentials can be verified, while maintaining IFPA-CC confidentiality policy.
30. Ensure that the IFPA-CC job analysis survey (JAS) is published in print or electronic copy (on the IFPA website).
31. Ensure that all JAS projects to develop IFPA assessment instrument(s) meet psychometric guidelines.
32. Ensure that the IFPA-CC maintains an ongoing process to ensure connection between the JAS and the assessment instrument(s). Set policies to determine an adequate time frame to revise and update the JAS periodically.
33. Ensure that the JAS and assessment instrument will correspond to the sampling content for test items as designated by the IFPA-CC.
34. Ensure that the IFPA-CC follows a reliable and valid procedural process for developing assessment instruments.
35. Ensure that the IFPA-CC has set the cut score to be consistent with the purpose of developing and establishing standards of competence for the Personal Trainer Profession.
36. Any other activities that may be approved by the IFPA-CC

Article V

Authority of the IFPA-CC

Section 1. Authority and Responsibility. The IFPA-CC is required to uphold the IFPA, Incorporated (IFPA, Inc.) long-term commitment to the safe and effective fitness needs of the public. The IFPA, Inc. Bylaws, required by Florida law, has mandated IFPA-CC to develop, establish, implement, and insure compliance with the establishment of policies, procedures, guidelines, rules, standards, and documentation for all aspects of the IFPA certification process. The IFPA-CC has the authority to recruit, interview, and hire an Executive Director to ensure implementation and compliance with all IFPA-CC decisions. The IFPA-CC may decide to delegate any and all of its authority and responsibility for the day-to-day implementation and compliance of its decisions to the Executive Director (Ex. Dir.). Nothing in this section is meant to relieve the IFPA-CC of its obligation for oversight of the IFPA certification process. The Ex. Dir. is required to follow all policies, procedures, and directives of the IFPA-CC. Deviations of the IFPA-CC directives must be communicated by the Ex. Dir. to the IFPA-CC as soon as is practical.

Section 2. Separation of Powers

Section 2.1 The IFPA-CC Ex. Dir. derives his powers from the IFPA-CC. The Ex. Dir.'s primary responsibility is to insure execution, implementation, and compliance with all IFPA-CC Directives.

Section 2.2 The IFPA-CC has the sole authority and responsibility to:

2.2-1 Establish, implement, and ensure compliance with all aspects of the IFPA- PFT certification process, including the amendment of IFPA-CC Bylaws (by 2/3 majority vote).

2.2-2 Determine IFPA-PFT certification exam eligibility for candidates desiring the IFPA-CPFT credential.

2.2-3 Establish sub-committees to perform various functions essential to establish, implement, and comply with all aspects of the IFPA-CPFT certification process, to include (but are not limited to):

2.2-3.1 Job Analysis Survey (JAS) Committee

2.2-3.2 Knowledge, Skills, and Abilities (KSAs) Committee

2.2-3.3 Item Writing Committee

2.2-3.4 Cut-Score Committee

2.2-3.5 Eligibility Requirements Committee

2.2-3.6 Disciplinary Committee

2.2-3.7 Appeals Committee

2.2-3.8 Elections Committee

2.2-3.9 Recertification Requirements Committee

2.2-3.10 Forms Development Committee

2.2-3.11 Publications Development Committee

2.2-3.12 Security Development Committee

2.2-3.13 Quality Control Committee

2.2-3.14 Confidentiality Policy Committee

2.2-3.15 Policies and Procedures Committee

2.2-3.16 Bylaws Committee

2.2-3.17 Exam Development Committee

2.2-3.18 Other Committees as deemed necessary by IFPA-CC

2.2-4 Approve by majority vote, all publications and printed documents and materials pertaining to the IFPA-CC PFT certification process and re-certification process. This includes (but is not limited to):

2.2-4.1 Publications of JAS

2.2-4.2 Publications of KSAs

2.2-4.3 Publications of Test Development Procedures

2.2-4.4 Publications of Item Writing Manual

2.2-4.5 Publications of Cut-Score Procedures

2.2-4.6 Publications of Eligibility Requirements

2.2-4.7 Publications of Disciplinary Policy and Procedures

2.2-4.8 Publications of Appeals Policy and Procedures

2.2-4.9 Publications of Election Policy and Procedures

2.2-4.10 Publication of Recertification Policy and Procedures

2.2-4.11 Publications of Forms, Publications, and Manuals

2.2-4.12 Publications of Security Policies and Procedures

2.2-4.13 Publications of Quality Control Policies and Procedures

2.2-4.14 Publications of Confidentiality Policy

2.2-4.15 Publications of Policies and Procedures Manual

2.2-4.16 Publications of Candidate Handbook

2.2-4.17 Publications of Bylaws of the IFPA-CC

2.2-5 Though the IFPA-CC has the authority to delegate investigative and other powers of the appeals process, the IFPA-CC's primary responsibility is to the general public and ensuring that the IFPA-PFT certification process continues to ensure the safety, effectiveness, and efficacy of all aspects of the certification process. The IFPA-CC will be involved in all aspects of all appeals related to "Scopes of Practice", Professional standards, and disciplinary concerns of any and all certificants.

2.2-6 The IFPA-CC is restricted by Florida Law and the Bylaws of the IFPA-CC and has no power, authority, or responsibility to do any of the following:

2.2-6.1 Determine any pricing policies of the IFPA.

2.2-6.2 Approve or recommend any actions or proposals that are required under Florida law to be approved by the shareholders of the IFPA, Inc.

2.2-6.3 Designate or make any nominations to the Board if Directors of IFPA, Inc. or any other division or affiliate of the IFPA, Inc.

2.2-6.4 Fill any vacancies on the IFPA, Inc.

2.2-6.5 Make any decisions concerning the sale, acquisition, or reacquisition of shares of stock of the IFPA, Inc.

2.2-6.7 Make any decisions concerning any other certification exam, eligibility process, recertification process, or certification process for any other credential of the IFPA, Inc.

2.2-6.8 Make any decisions concerning any aspect of the sales, advertising, or marketing strategies of the IFPA, Inc.

Section 3. Compensation. The IFPA-CC members serve as volunteers and shall not receive compensation for their services. The IFPA-CC may elect by resolution of the IFPA-CC to be reimbursed for their travel expenses for attending any meetings, conferences, and other official functions of the IFPA-CC.

Article VI

Governance of the IFPA-CC

Section 1. Relationship of the IFPA-CC to the IFPA, Inc.: The IFPA-CC will delegate day to day operations to the IFPA, Inc. Certification Division. The IFPA, Inc. has conducted safe and effective certification activities for over 12 years and has successfully certified over 70,000 certificants (as of 6/2006). The IFPA, Inc. has all the resources required to continue operations. The IFPA, Inc. Certification Division is supervised by the Ex. Dir. who is recruited, interviewed, hired, and responsible to the IFPA-CC to ensure all of the policies, procedures, and standards and systems of the IFPA-CC are implemented. The Ex. Dir. is responsible for the IFPA, Inc. Certification Division's compliance with the IFPA-CC directive. This reporting structure ensures that all the directives of the IFPA-CC concerning all aspects of the IFPA-CC-PFT

certification process, standards, policies, procedures, and guidelines are not subject to undue influence by the IFPA, Inc.

Section 1.1 The IFPA, Inc. Certification Division Business Manager, Testing Manager, Information Technology Manager, Candidate Services Manager, and all their respective department heads, including recertification and CEU providership, all report to the Ex. Dir.

Section 1.2 The IFPA, Inc. is mandated by Florida Law and is required in the IFPA, Inc. Bylaws to implement and comply with all the directives of the IFPA-CC concerning the IFPA-CC PFT certification process. The IFPA, Inc. will administer all standards, policies, procedures, and guidelines as directed by the IFPA-CC. The Executive Director will be responsible to the IFPA-CC for the supervision of the IFPA, Inc. Certification Division on a day-to-day basis and compliance with IFPA-CC directives.

Section 1.3 The Ex. Dir. is required to attend all meetings and functions of the IFPA-CC. The Ex. Dir. is required to clearly understand, implement, and comply with all IFPA-CC Directives.

Section 1.4 The IFPA-CC is prohibited from any and all interaction with the education division of the IFPA, the IFPA Tennis and Fitness Academy. During their tenure as a member of the IFPA-CC, no member of the IFPA-CC can be employed by the IFPA Tennis and Fitness Academy or any other education division of the IFPA. If current members of the IFPA-CC accept employment with the IFPA Tennis and Fitness Academy during their tenure, they will be required to resign from the IFPA-CC. This is a requirement to maintain separation between the Certification Division and the IFPA

Education Division and to ensure no undue influence between the certification process and education.

Section 2. Chair of the IFPA-CC. All members of the IFPA-CC are qualified to be elected chair of the IFPA-CC.

Section 2.1 The IFPA-CC will conduct elections to the chair of the IFPA-CC. Nominations will be volunteered from the members of the IFPA-CC. When there are a minimum of two (2) nominations and no other nominations are offered, the IFPA-CC will vote, by written ballot, for the Chair of the IFPA-CC.

Sections 2.2 The IFPA-CC Chair will preside over all meetings of the IFPA-CC, will set the agenda for IFPA-CC meetings, will ensure accurate record keeping and note-taking, schedule all future meetings to include, date, time, and location of meeting, ensure that any and all directives of the IFPA-CC are both implemented and complied with by the Ex. Dir., ensure that the IFPA, Inc. is notified of any and all directives of the IFPA-CC, and perform any and all duties as directed by the IFPA-CC.

Section 2.3 The Chair of the IFPA-CC is responsible for ensuring that the Robert's Rules of Order are followed during all IFPA-CC meetings and instructing members of the IFPA-CC on proper meeting conduct.

Section 2.4 The Chair of the IFPA-CC is responsible for flexibility of members for meeting attendance and will allow and make available conference call or related technology type attendance whenever possible.

Section 2.5 The Chair of the IFPA-CC is responsible for ensuring that the specific IFPA-CC "Seat" is available for discussion and decision-making on any topic that falls under that "Seat's" area of expertise. The Chair shall use discretion on when to postpone

discussion when a “Seat” is missing from a meeting and the topic of discussion pertains to that “Seat’s” area of expertise.

Section 2.6 The Chair of the IFPA-CC shall be responsible for ensuring that all meetings, functions, publications, and directives of the IFPA-CC are conducted in the most transparent manner. Certificants of the IFPA should be invited to attend all IFPA-CC functions and meetings, though they may be limited to observation only.

Section 2.7 The Chair of the IFPA-CC shall be responsible for dissemination to the general public all information concerning IFPA-CC standards, policies, procedures, guidelines, and directives, directly as with public relations and media contact, or by delegating this task to the Ex. Dir. or other appropriate individual(s).

Article VII

IFPA-CC Eligibility Criteria

Section 1.: IFPA-CC Public Member eligibility criteria.

Any member of the general public who is not, or has ever been, an IFPA certificant and is at least 18 years of age is eligible to be appointed Public Member by the chair of the IFPA-CC.

Note: The first Public Member of the IFPA-CC was elected to this position; in the future, the Chair of the IFPA-CC will have the flexibility to appoint the Public Member. This position is designated “Seat 10”.

Section 2. IFPA-CC Member-at-Large eligibility criteria.

Any current IFPA Certified Personal Fitness Trainer (IFPA-CPFT) in good standing is eligible to be nominated and run for election for “Seats 8 or 9”: IFPA Members-at-Large. There will be two (2) “Seats” for IFPA Members-at-Large.

Section 3. IFPA-CC Member: Seat 1: Expert in Physiology/Science eligibility criteria.

PhD, MD, DO, DCM, ND, or Master's degree in Physiology/Science related areas, at least 18 years of age, and does not have to be an IFPA-CPFT

Section 4. IFPA-CC Member: Seat 2: Expert in Sports Medicine/ Biomechanics/Exercise Safety eligibility criteria.

PhD, MD, DO, DCM, ND, or Master's degree in Sports Medicine/Biomechanics/Exercise Safety, or related areas, at least 18 years of age, and does not have to be an IFPA-CPFT.

Section 5. IFPA-CC Member: Seat 3: Expert in Program Design eligibility criteria.

PhD, MD, DO, DCM, ND, or Master's degree with expertise in exercise science and exercise program design or related areas, at least 18 years of age, and does not have to be an IFPA-CPFT.

Section 6. IFPA-CC Member: Seat 4: Expert in Fitness Testing and Evaluation eligibility criteria.

PhD, MD, DO, DCM, ND, or Master's degree with expertise in fitness testing and evaluation or related areas, at least 18 years of age, and does not have to be an IFPA-CPFT.

Section 7. IFPA-CC Member: Seat 5: Expert in Nutrition eligibility criteria.

PhD, MD, DO, DCM, ND, or Master's degree with expertise in nutrition, RD preferred, at least 18 years of age, and does not have to be an IFPA-CPFT.

**Section 8. IFPA-CC Member: Seat 6: Expert in Health Club Business
eligibility criteria.**

Must have extensive background and experience in the health club business, at least 18 years of age, and does not have to be an IFPA-CPFT.

**Section 9. IFPA-CC Member: Seat 7: Expert in Special Populations
eligibility criteria.**

PhD, MD, DO, DCM, ND, or Master's degree with expertise in the fitness needs of special populations groups, at least 18 years of age, and does not have to be an IFPA-CPFT.

Section 10. General Eligibility Criteria.

Section 10.1: No member of the IFPA, Inc. Board of Directors may serve on the IFPA-CC.

Section 10.2: No member of the IFPA-CC may be an employee of the IFPA Tennis and Fitness Academy or any other education division of IFPA, Inc.

Section 10.3: No member of the IFPA-CC shall be under the supervision of any other member of the IFPA-CC.

Section 10.4: All members of the IFPA-CC are required to abide by IFPA and IFPA-CC Ethical Standards.

Article VIII

IFPA-CC Nomination, Election Process, Term Limits and Vacancies

Section 1. Nomination Process. Six months prior to the termination date or scheduled vacancy of any “Seat” on the IFPA-CC, the IFPA-CC will nominate an Election Committee. The Election Committee will broadcast by email to all active certificants of the IFPA asking for nominations of the “Seat” to be vacated. Nominees will be contacted by the IFPA-CC Election Committee to determine their eligibility and willingness to serve. Once the IFPA-CC Election Committee has determined both eligibility and willingness to serve, the candidate’s name, and resume or C.V. will be posted on the IFPA website with information on how and when current IFPA Certificants can vote for their candidates.

Section 2. Election Process. The IFPA-CC Election Committee will design an electronic ballot, designed to be sent via email to all current IFPA-CPFT certificants. The

IFPA-CC Election Committee will oversee the development and security of the balloting process. The ballots will be sent electronically via email, votes returned via email, and votes tabulated under the IFPA-CC Election Committee or their delegated representative (for example: The Ex. Dir.). This process ensures that only IFPA-CC CPFT Certificants in good standing elect members of the IFPA-CC. Those nominees receiving the highest number of votes for their designated Seat will be elected to that designated Seat. In the unlikely event there is a tie between two candidates for a designated Seat, the winner will be determined by a Coin Toss.

The elected IFPA-CC will then take nominations for the Chair of the IFPA-CC and hold a vote among the members of the IFPA-CC for the Chair position. The Chair of the IFPA-CC will then appoint the Public Member, Seat 10.

Section 3. Term limits. No member of the IFPA-CC may serve more than two (2) consecutive terms. The term of office varies for each Seat as follows:

Section 3.1: Public Member's term of office is 2 years

Section 3.2: Members-at-Large term of office is 3 years

Section 3.3: Expert Member's term of office is 4 years.

Section 4. Vacancies. A vacancy in any SEAT, whether arising from death, resignation or any other cause, may be filled for the unexpired portion of the term of office, which shall be vacant, in the manner prescribed in these Bylaws, for regular election or appointment to such office.

Section 5. Resignation. Any member of the IFPA-CC may resign at any time by giving written notice of resignation to the IFPA-CC, IFPA-CC chair or IFPA-CC Executive Director. Any such resignation shall take effect at the time specified therein or,

if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. Any member of the IFPA-CC may be removed either with or without cause, at any time, by the majority vote of the IFPA-CC.

Section 7. Re-Election to fill vacated SEATS for the IFPA-CC. The IFPA-CC will follow the procedures previously determined in Article VIII, sections 1 & 2 of these Bylaws to fill vacated SEATS.

Section 8. Conflicts of Interest and Confidentiality. Every nominee for the IFPA-CC must sign a non-disclosure agreement stating that they must never disclose any information of a confidential nature that they become privy to as a result of their tenure on the IFPA-CC. Each nominee is also required to disclose immediately, any relationship, or potential relationship, that could result in a conflict of interest for the member of the IFPA-CC.

Section 9. Indemnification. The IFPA-CC and IFPA, Inc. shall indemnify all members of the IFPA-CC, their heirs, executors, and administrators to the fullest extent permitted by appropriate Florida Laws.

Article IX

Meetings

Section 1. Annual meetings of the IFPA-CC shall be held at a time and place designated by the IFPA-CC. When possible, the IFPA-CC will hold the annual meeting in conjunction with the annual IFPA Conference. The IFPA Certificants attend the IFPA Conference. Co-locating the IFPA-CC with the IFPA Conference affords the IFPA-CC to

conduct IFPA business. The IFPA-CC can decide by majority vote if, when, and how much time they would like to allot to comments, questions, or suggestions from IFPA Certificants. This is optional, since these Bylaws provide for IFPA Certificants to put items on the IFPA-CC agenda, as designated in Section 2 of this Article IX of these Bylaws.

Section 2: IFPA-CC Agenda. Any IFPA-CC member and/or IFPA Certificant who is current and in good standing with the IFPA may submit any item for the IFPA-CC agenda. Items for IFPA-CC meeting agenda are to be submitted to the Executive Director no later than 30 days before the scheduled meeting date.

Section 3. Notice of IFPA-CC Annual Meetings. Notice of the annual meeting will be given to IFPA-CC members by verbal (phone or personal) contact and or written (mail, email, etc) means. Annual meetings will be posted on the IFPA website a minimum of 60 days prior to the scheduled meeting date, place, time, and draft agenda. Current IFPA Certificants in good standing will be asked to send their agenda items to the Executive Director a minimum of 30 days prior to the scheduled meeting date at: IFPA, 14509 University Point Place, Tampa, FL, 33613. The responsibility for giving notice to all IFPA-CC members and IFPA Certificants rests with the Chair of the IFPA-CC. The Chair may delegate the distribution of notice to another for example, the Executive Director, but the Chair is responsible for ensuring that notice of meetings is received by all IFPA-CC members, sent to all IFPA Certifiants who are current and in good standing, and posted on the IFPA website a minimum of 60 days in advance of the scheduled meeting. Currently, annual meetings are scheduled to coincide with the annual

IFPA Conference, routinely scheduled for the 3rd Saturday in September. This is subject to change at the discretion of the IFPA-CC.

Section 4. Other meetings. If the Chair of the IFPA-CC or the Executive Director determines that a matter of urgency requires a meeting of the IFPA-CC, a meeting may be held in person by conference call or other viable technologies as are available. These meetings can be held with minimal notice (24 to 48 hrs) at the discretion of the chair of the IFPA-CC. The Chair or Executive Director, if delegated by the Chair, should make every effort to get all members of the IFPA-CC involved in the meeting. The agenda for the meeting should be transmitted by FAX or email as soon as possible with the notice of the meeting.

Section 5. Waiver of Notice of Meeting. Any member of the IFPA-CC may waive notice of any meeting. The member of the IFPA-CC must send a signed waiver of notice of the meeting to the Chair of the IFPA-CC when required by the Chair and/or the provision in these Bylaws. The attendance of the member of the IFPA-CC, who previously sent a signed waiver of notice, shall be deemed to have WAIVED notice of specified meeting, unless the member of the IFPA-CC is attending the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The member of the IFPA-CC does not have to put their protest in writing unless deemed necessary by the Chair of the IFPA-CC or required by law or by these Bylaws.

Section 6. Quorum. In order to meet the criteria for a Quorum, all meetings will require a minimum of five (5) members of the IFPA-CC to be present, in person or by conference call or similar technology. One of the five members must be the Chair of the

IFPA-CC and two of them must be elected members to SEATS 8 or 9, Members-at-Large, to ensure representation of the IFPA certificants. In certain cases in which the Chair cannot attend, the Chair may designate a substitute Chair.

Section 7. Rules of Order. During all meetings, the “Robert’s: “Rules of Order” shall be adhered to at all times, by all members of the IFPA-CC.

Section 8. Telephone, Conference Call, or similar technology meetings. Meetings of the IFPA-CC may be conducted in whole, or in part by members using conference call technologies as long as all members attending the meeting can hear each other. Providing the official Quorum eligibility criteria is met, this would be designated an official meeting of the IFPA-CC. The Chair of the IFPA-CC will be responsible for written record keeping of all actions taken and shall be fixed with the minutes and/or other written records of the IFPA-CC.

Article X

Management, Supervision and Staff

Section 1. IFPA, Inc. Is a Florida Corporation incorporated in 1994 by Dr. James T. Bell, PhD. Dr. Bell is the owner, Chief Executive Officer and President of the IFPA. Dr. Bell also serves as the Chairman of the Board of Directors of the IFPA, Inc. By Florida Law, Dr. Bell is required to be answerable to numerous State, Federal, and Local Statutes pertaining to corporate law, employment law, and tax law. According to State, Federal, and Local Law, Dr. Bell is ultimately responsible for all direct day-to-day management, operational and administrative activities of IFPA, Inc., including prompt payment of Federal, State and Local employment, property and other taxes, the execution of all contracts, all aspects of employment law, including Anti-Discrimination Laws,

employment of staff and outside consultants, and various other requirements of corporate law.

Section 2. Limits of IFPA, Inc. Authority and Responsibility. Dr. James T. Bell, PhD as mandated by the IFPA, Inc Corporate Bylaws shall have no authority or responsibility over the IFPA Certification Commission Certified Personal Fitness Trainer (CPFT) Certification Process. All authority and responsibility for the IFPA-CC-CPFT Certification Process is through the IFPA-CC and the Executive Director.

Section 3. Authority of the IFPA-CC. The IFPA-CC has all authority over and responsibility for all aspects of the IFPA-CC-CPFT Certification Process and publication of all documents pertaining to the IFPA-CC Certification Process. The IFPA-CC has the authority to recruit, interview, and hire an Executive Director of the IFPA to ensure all directives of the IFPA-CC are implemented and meet continued compliance. The IFPA-CC has the authority to hire outside consultants as required, such as psychometrician and legal counsel, and will manage CPFT office operation, development of various certification processes, policies, and information, and recertification processes, policies, and information. The IFPA-CC is also responsible to the Executive Director for implementation and continued compliance with all IFPA-CC directives.

Section 4. Authority of the Executive Director. The Executive Director has the authority and responsibility for direct oversight of IFPA, Inc. Certification Division day-to-day management, and operational and administrative activities of IFPA-CC-CPFT Certification Division operations. The Executive Director will ensure compliance with all IFPA-CC directives, policies, procedures, standards, and guidelines.

Section 5. Veto Power. IFPA, Inc., as mandated in the IFPA, Inc., corporate Bylaws, shall not have veto authority over any decision made by the IFPA-CC related to any and all IFPA-CC standards, guidelines, and policy to obtain (or recertify) the IFPA-CPFT Credential. This same restriction the on IFPA, Inc. includes Dr. James T. Bell and any and all employees of the IFPA, Inc. This step is mandated by the authority of the State of Florida, IFPA, Inc., Corporate Bylaws to prevent any undue influence over the IFPA-CC-CPFT Certification Process.

Article XI

Finance

Section 1. The IFPA, Inc., has operated successful Certification activities since 1994 and has certified over 70,000 IFPA-CPFT Certificants (as of 6/2006). The IFPA, Inc., is highly profitable and upon recommendation of the IFPA-CC and/or Executive Director, shall adopt an annual operating budget covering all activities of the IFPA-CC Certification Process.

Section 2. Authority and Responsibility. Nothing in these Bylaws relinquishes IFPA, Inc., or Dr. James T. Bell from full responsibility under Florida Corporate Law for any and all financial transactions of the IFPA.

Section 3. Audit. The accounts of the IFPA shall be audited as approved by the IFPA Board of Directors.

Section 4. Tax Returns. The IFPA, Inc., is solely responsible for all federal, state, and local income tax, employee tax, property tax, and all other taxation as required by law.

Article XII

Sub-Committees

Section 1. Purpose of Appeals Committee. The Appeals Committee is a Sub-Committee of the IFPA-CC and is governed by the authority of the IFPA-CC. The Appeals Committee is formed by the IFPA-CC whenever the need arises. The Appeals Committee's purpose is to review any and all appeals by IFPA Candidates and Certificants.

The IFPA will call for volunteers when forming the Appeals Committee, and nominate and elect three qualified and eligible members to the Appeals Committee.

The Appeals Committee will have the authority and responsibility to review and investigate the Appeals Application and all relevant material evidence. Once all applicable evidence is reviewed, the three Appeals Committee Members will decide in favor of the appellant or deny the appeal. The majority vote is the deciding factor and all decisions made by the Appeals Committee are final.

Section 2. Purpose of Ethics Committee. The Ethics Committee is a Sub-Committee of the IFPA-CC and is governed by the authority of the IFPA-CC. The Ethics Committee is formed by the IFPA-CC whenever the need arises. The Ethics Committee's purpose is to review any and all ethics violations by IFPA Certificants.

The IFPA-CC will call for volunteers when forming the Ethics Committee, and nominate and elect three qualified and eligible members to the Ethics Committee.

The Ethics Committee will have the authority and responsibility to review and investigate the ethics violation and all relevant material evidence. Once all applicable

evidence is reviewed, the three Ethics Committee Members will decide in favor of the Certificant or not. The majority vote is the deciding factor and all decisions made by the Ethics Committee are final.

Section 3. Purpose of Other Sub-Committees. From time to time the IFPA-CC, Chair of the IFPA-CC, or Executive Director, may deem it necessary to form various sub-committees (reference Article V, Section 2.2 – 3.2 – 3.17). These sub-committees of the IFPA-CC are formed to investigate, develop, research, prepare, produce, draft, implement, and/or comply with various aspects of the IFPA-CC CPFT Certification and/or Re-Certification Process.

Section 4. Nominating Sub-Committee Members. The chair of the IFPA-CC will ask for nominations to the specified Sub-Committee from the members of the IFPA-CC, and IFPA Association Members are eligible for membership on the sub-committee, providing they meet the following criteria:

Section 4.1. Sub-Committee members must be at least 18 years of age.

Section 4.2. Sub-Committee members must be IFPA-CPFT Certified, current, and in good standing.

Section 4.3. Exception. Members of the Disciplinary Committee do not necessarily need to meet the criteria of Article XII, Section 2.2. of being IFPA-CPFT Certified, since the Disciplinary Committee will only meet to potentially discipline an IFPA-CPFT who has been accused of violating IFPA Standards, policies, procedures, guidelines, and ethics against a member of the general public. Any member of the general public that, in

the opinion of the IFPA-CC is qualified to pass judgment on a potential violator, is qualified to be a member of the Disciplinary Committee.

Section 4. Elections of Sub-Committee Members. After nominations have closed for sub-committee members, the Chair of the IFPA-CC will call for votes for each nominee. The election will be performed by written ballots and tabulated by the Chair or a member of the IFPA-CC delegated by the Chair. In the event of a tie, the Chair will make the final decision.

Section 6. Oversight of Sub-Committee. The Chair of the IFPA-CC has oversight over all sub-committees. The Chair of the IFPA-CC, may elect to delegate oversight of a sub-committee when necessary; for example, to the Executive Director.

Section 7. Dissolution of Sub-Committees. The IFPA-CC may dissolve, modify, restructure, or consolidate any committee, if at any time they see fit to do so.

Section 8. Compensation of Sub-Committee. All members of all IFPA-CC Sub-Committees serve as volunteers and, as such, receive no compensation for their services. The IFPA-CC, may elect from time to time to reimburse sub-committee members for travel expenses as they see fit to do so.

Article XIII

Amendments

The By-Laws may be amended or repealed, or new By-Laws may be adopted, at any annual or special meeting of the IFPA-CC, by vote of the IFPA-CC; provided, however, that the notice of such meeting shall have been given as provided in these By-Laws, which notice shall mention that amendment or repeal of these By-Laws, or the adoption of new By-Laws, is one of the purposes of such meeting. These By-Laws may

also be amended or repealed, or new By-Laws may be adopted by the IFPA-CC at any meeting thereof; provided, however, that notice of such meeting shall have been given as provided in these By-Laws, which notice shall mention that amendment or repeal of the By-Laws, or the adoption of new By-Laws, is one of the purposes of such meeting and provided further that By-Laws adopted by the IFPA-CC may be amended or repealed by the IFPA-CC as provided in these By-Laws.

Any member of the IFPA-CC may propose to amend or repeal any aspect of these By-Laws amendments or repeal of any part of these By-Laws. Amendments or repeals can only be adopted after approval by a two-thirds affirmative vote of all ten (10) members of the IFPA-CC at a scheduled meeting, either the annual meeting or a scheduled special meeting as defined by these By-Laws.

The chair of the IFPA-CC is responsible for ensuring that a written notice of all proposed changes to these By-Laws be sent to all members of the IFPA-CC a minimum of 30 days prior to the scheduled meeting at which members of the IFPA-CC will be required to vote on any proposed changes. All members of the IFPA-CC must be present to vote on proposed changes to these By-Laws.