

CLEAR
Council on Licensure, Enforcement and Regulation

BYLAWS

As Last Amended August 16, 2023

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ARTICLE I

Name, Mission and Purpose

Section 1. The name of the organization shall be The Council on Licensure, Enforcement and Regulation, hereinafter referred to as CLEAR.

Section 2. Mission. CLEAR is an association of individuals, agencies and organizations that comprise the international community of professional and occupational regulation. CLEAR is a dynamic forum for improving the quality and understanding of regulation in order to enhance public protection.

Section 3. The purpose of CLEAR shall be to:

- (a) bring together individuals, agencies and organizations involved in or affected by professional and occupational regulation;
- (b) encourage and provide for the exchange of information and ideas;
- (c) provide education and training regarding professional and occupational regulation;
- (d) provide a central clearinghouse of information pertinent to professional and occupational regulation; and
- (e) improve practices regarding professional and occupational regulation.

ARTICLE II

Membership

Section 1. Regular membership shall be open to:

- (a) governmental agencies and legislated (publicly mandated) organizations concerned with professional and occupational regulation that shall have goals and objectives consistent with the mission and purpose of CLEAR;
- (b) associations of agencies and organizations referred to in Article II, Section 1(a) whose officers, directors and employees shall hold the membership; and
- (c) individual employees or officials of agencies and organizations referred to in Article II,

Section 1(a) when such individuals shall not represent the agencies.

Section 2. Associate membership shall be open to:

- (a) organizations not eligible for regular membership that shall have an interest in professional and occupational regulation and shall have, in the considered opinion of the Board of Directors, goals and objectives consistent with the mission and purpose of CLEAR. All benefits arising from such membership accrue to the parent organization and not to the individual organizations comprising its membership;
- (b) individuals employed by or affiliated with an organization eligible for membership under Section 2(a); however, such an individual shall not represent that organization;
- (c) vendors who supply goods and services to regulatory agencies/organizations; and
- (d) other individuals who are interested in occupational and professional regulation.

Section 3. Any member whose fees remain unpaid 90 days after the beginning of CLEAR's fiscal year, which is July 1st of each year, is automatically terminated as a member. Any member who does not comply with the provisions of the Bylaws, policies or guidelines of CLEAR may be subject to termination of membership after review by the Board of Directors. Any member whose membership has been terminated shall be eligible for reinstatement to membership under the terms and processes applicable to new member applications.

ARTICLE III

Board of Directors and Officers

Section 1. The CLEAR Board of Directors shall consist of the following eleven (11) persons:

- (a) three officers, who shall consist of the President, President-Elect and Immediate Past President. These officers shall constitute the voting members of the Executive Committee of the Board of Directors. The Executive Director shall serve as a non-voting member of the Executive Committee. No more than one associate member may serve as a member of the Executive Committee at any one time.
- (b) eight other elected members, one of whom shall be an associate member whenever there is no associate member on the Executive Committee. In the event an associate member is a member of the Executive Committee, then one additional associate member may serve as one of the eight other elected members of the board at one time.
- (c) Board members who experience a change in status and who remain members of CLEAR may serve the remainder of their terms.
- (d) Board members who cease to be members of CLEAR cease to be members of the Board.

Section 2. The President shall assume office immediately after the final session of the annual educational conference and shall perform the usual duties of a presiding officer at meetings of CLEAR until the close of the final session of the next annual educational conference, which time shall be referred to as an appointment year:

- (a) At each annual educational conference, the President shall report to the membership the accomplishments of CLEAR during the current appointment year.
- (b) The President shall appoint:
 - 1) Chairs and Vice-Chairs of all committees, subcommittees, special interest groups and working groups; and
 - 2) members to committees, subcommittees and working groups as established by these Bylaws or the Board of Directors or President, as appropriate.
- (c) The duties of the President shall be established by the Board of Directors and shall

include:

- 1) presiding over meetings of the Board of Directors and the Executive Committee;
 - 2) providing strategic leadership to the organization;
 - 3) representing the organization or delegating such representation as necessary;
 - 4) conducting an annual performance review of the Executive Director based on input from the Board of Directors; and
 - 5) maintaining positive relationships with staff and among Board members, the CLEAR membership and external partners.
- (d) Except as provided in Article IV, Section 2(c), the President shall serve for one appointment year and shall not succeed him/herself but shall serve until the successor's term of office begins.
- (e) The duties of the President-Elect shall be established by the Board of Directors and shall include:
- 1) in consultation with the President, leading CLEAR's strategic planning activities; and
 - 2) serving as President during the appointment year following his/her term as President-Elect.
- (f) The duties of the Immediate Past President shall be established by the Board of Directors.

Section 3. The Executive Committee shall:

- (a) act on urgent matters affecting the organization when a quorum of the Board of Directors cannot be assembled in a timely fashion, with any such action being reported to the Board of Directors immediately by mail or electronic transmission; and
- (b) have such authority as is delegated to it by the Board of Directors, except that the Executive Committee shall not be empowered to amend or approve the Bylaws of the organization.

Section 4. The Board of Directors shall govern the affairs of CLEAR, set policy direction, and:

- (a) establish and interpret the governing Bylaws, policies and procedures for the governance, management and operation of CLEAR;
- (b) develop policies and strategies for CLEAR;
- (c) adopt an annual operating budget for CLEAR;
- (d) meet at least twice face-to-face and at least six times during each calendar year, including at the annual educational conference and at the mid-year business meeting;
- (e) direct the use of the CLEAR name, logo or other indicia;
- (f) grant awards in categories as determined by the Board for outstanding achievements in the field of professional and occupational regulation;
- (f) oversee a nominations and elections process for members of the Board of Directors and its President-Elect;
- (h) develop financial policies and directives for staff implementation;
- (i) promote the development and maintenance of effective liaisons with external organizations to enhance CLEAR's role in the regulatory environment;
- (j) hire the Executive Director in both manner and method deemed appropriate; and
- (k) exercise such other powers as are generally consistent with these Bylaws.

Section 5. Special meetings of the Board of Directors may be called by the President or by agreement of a majority of the currently seated members. Notice of a special meeting of the Board of Directors shall be provided to all members of the Board at least seven days in advance of the meeting.

Section 6. At any meeting of the Board of Directors a quorum for the transaction of business shall consist of a majority of the currently seated Board of Directors members. When a quorum is present, a simple majority of the members present shall decide all votes except where otherwise

stated in these Bylaws. No proxies are permitted for Board of Directors meetings.

Section 7. Board of Directors meetings shall be open. The Board of Directors may move to go into closed session by a motion specifying the purpose of the session and a three-fourths roll call vote of the members present. Closed sessions shall be for the purpose of discussing personnel matters, Board member or member removal, pending or current litigation, receiving of legal advice or contracts, or other information that is confidential pursuant to law. Such persons as may be necessary for discussions in the session may be authorized to attend. Any action of the Board arising from closed session discussions shall be voted on in open session.

Section 8. The non-officer members of the Board of Directors and the President-Elect shall be elected by the membership of CLEAR in accordance with voting procedures established by the Board of Directors. The results shall be announced at the annual educational conference.

- (a) A non-officer member of the Board of Directors shall resign that position upon election to the position of President-Elect.-
- (b) In the event that the number of candidates is equal to the number of positions to be filled, the Board of Directors shall dispense with the voting procedure and declare all candidates elected by acclamation.
- (c) In the event that the number of candidates is less than the number of positions to be filled, the Board of Directors may dispense with the voting procedure and declare all candidates elected by acclamation, or extend the election process and seek additional nominations.
- (d) Regular members shall be qualified to cast allocated votes based on the following schedule: individual agency or organization, 2 ballots; each agency responsible for 2-9 regulated professions and/or occupations, 3 ballots; each agency responsible for 10-19 regulated professions and/or occupations, 7 ballots; each agency responsible for 20 or more regulated professions and/or occupations, 11 ballots; each association of agencies and/or organizations, 3 ballots; other government agencies, 2 ballots; and individual members, 1 ballot. Associate members shall be qualified to cast 1 ballot.

Section 9. The term of office of non-officer members of the Board of Directors shall be two appointment years. Non-officer members of the Board of Directors shall serve no more than three full consecutive terms.

Section 10. Except as provided under Article III, Section 1d) or Article III, Section 11, Board of Directors members shall serve until their terms expire and their successors begin their terms of office.

Section 11. The Board of Directors may remove a member of the Board of Directors for cause. A member of the Board of Directors may be removed by a majority vote of those present, but in no event fewer than six affirmative votes. Final conviction of a felony or other offense of moral turpitude that adversely affects the individual's ability to perform the job or may have an adverse effect on the organization if appointment is continued, failure to perform duties of the office, or other causes as may be specified in Board policies are cause for removal of a Board member.

Section 12. The Board of Directors shall establish written policies and/or procedures, which shall include, but not be limited to, the following areas: conflict of interest, removal of Board members, elections, finance, and special awards.

ARTICLE IV Vacancies and Succession

Section 1. Vacancies on the Board of Directors that do not involve members of the Executive Committee shall be filled as follows:

- (a) The vacant Board position will be filled by the eligible candidate who received the next highest number of votes during the last election of Board members. If that person declines, it shall be filled by the eligible candidate who received the next highest number of votes.
- (b) In the event of tie-votes of the eligible candidates, the Board will vote by secret ballot, and the candidate receiving the highest number of Board votes will be approached to fill the vacated Board position as per item (a) above.
- (c) If there were no eligible candidates, the President shall recommend and the Board shall appoint a person to fill the vacant position for the balance of the term of that position.

Section 2. A permanent or temporary vacancy in the office of President shall be filled as follows:

- (a) the President-Elect shall succeed the President and complete the President's term of office in the event the President should resign or otherwise be unable to serve;
- (b) in the case of temporary disability or absence of the President, the President-Elect shall perform and be vested with all the powers and duties of the President;
- (c) in the event the President-Elect becomes the President pursuant to the provisions of Article IV Section 2(a), s/he shall also serve the full term of office to which s/he was initially elected.

Section 3. In the event of a vacancy in the office of President-Elect, a special election to fill the office shall be called by the Board of Directors. Such special election shall be conducted in the manner specified in Article III, Section 8.

Section 4. The Immediate Past President shall serve until such time as a successor Past President assumes that position. In the event of a vacancy in the office of Immediate Past President, the President shall appoint a Past President to assume the duties of the Immediate Past President.

ARTICLE V Executive Director

Section 1. The Executive Director shall be the chief executive officer of CLEAR.

Section 2. The duties of the Executive Director shall be established by the Board of Directors and shall include, but are not limited to:

- (a) working with the President to accomplish goals, policies and programs as established by the Board of Directors;
- (b) preparing an annual operating budget;
- (c) conducting the day-to-day operations, including the management and direct supervision of the staff;
- (d) reporting regularly to the Board of Directors on relevant areas of responsibility, including the organization's financial status and compliance with Executive Limitations Policy;
- (e) acting as a resource to the Board of Directors;
- (f) maintaining official documents of the organization, including bylaws, minutes of Board of Directors meetings and membership records; and
- (g) representing CLEAR as requested by the President.

ARTICLE VI Committees, Special Interest Groups and Working Groups

Section 1. CLEAR shall include various committees and subcommittees, special interest groups and working groups which have such duties and powers as specified in this Article:

- (a) all meetings of such bodies shall be open unless otherwise directed by the Board of Directors for good cause;
- (b) except as set forth in these Bylaws, the chair of each such body may appoint task forces for a period no longer than the appointment year to work on special projects related to the purpose of the body;
- (c) the Board of Directors may charge such bodies with special duties consistent with their functions and may temporarily modify specified functions, as it shall deem necessary; and
- (d) the Board of Directors, or its designee, shall require quarterly updates from each committee, special interest group and working group in the prescribed format.

Section 2. The Annual Educational Conference Program Committee shall be organized into subcommittees as determined by the President. The functions of the committee are to:

- (a) oversee the development and presentation of the program of the annual educational conference;
- (b) perform such other functions relating to the structure, goals and purposes of conferences as may be assigned by the Board of Directors;
- (c) develop and present program-related projects as assigned by the Board of Directors; and
- (d) seek out and consider program suggestions from committees and subcommittees, special interest groups, working groups and other CLEAR constituencies.

Section 3. The Education and Training Standing Committee shall:

- (a) make recommendations to the Board of Directors regarding
 - 1) the structure and objectives of CLEAR education and training programs
 - 2) the development of new training programs and educational offerings
- b) oversee and provide development support for CLEAR education and training programs as needed.

Section 4. The Examination Resources and Advisory Committee shall:

- (a) provide guidance and assistance to the Board of Directors; other CLEAR committees, subcommittees, special interest groups and working groups; and the membership of CLEAR as requested regarding the development and administration of examinations used by regulatory bodies;
- (b) develop and publish examination guidelines and other materials which would meet the needs of CLEAR members; and
- (c) promote the development of examination standards, policies and procedures.

Section 5. The International Relations Committee shall:

- (a) provide guidance and assistance to the Board of Directors; other CLEAR committees, subcommittees, special interest groups and working groups; and the membership of CLEAR as requested regarding international issues;
- (b) identify and recommend opportunities for collaboration with international colleagues; and
- (c) advise the Board of Directors on matters regarding international membership and programs; and
- (d) oversee the development and presentation of the program of CLEAR international events.

Section 6. The Regulatory Agency Administration Committee shall:

- (a) provide guidance and assistance to CLEAR's membership via:
 - 1) the sharing of best practices in regulatory administration;
 - 2) the identification of current challenges and potential solutions across occupational

regulation.

- (b) provide resources and strategies for administrators across the regulatory community.

Section 7. The Diversity, Equity and Inclusion Committee shall:

- (a) promote diversity, equity, and inclusion in the professional and occupational regulatory community by:
 - 1) defining diversity, equity, and inclusion terminology for CLEAR and its membership
 - 2) supporting CLEAR stakeholders as they seek to remove bias and discrimination in the professional and occupational regulatory community
 - 3) providing advice and recommendations to the CLEAR Board of Directors committees, and staff with respect to raising awareness of diversity, equity, and inclusion in the regulatory community
 - 4) assisting in the development of diversity, equity and inclusion topics and related items of discussion for CLEAR's educational programs, including, but not limited to, conferences and professional development offerings
 - 5) assisting in helping CLEAR to build leadership opportunities for stakeholders including opportunities that foster greater diversity, equity, and inclusion.
- (b) recommend to the Board of Directors changes to CLEAR's structures, strategy and policies related to diversity, equity, and inclusion.

Section 8. The Board of Directors may create special interest groups open to all CLEAR members, with only the chair and vice-chair being appointed by the President. Once created, a special interest group shall continue until the Board of Directors decides to terminate it. The functions of special interest groups are to:

- (a) encourage the exchange of ideas among CLEAR members sharing the group's interests; and
- (b) advise the Board of Directors and other CLEAR committees, subcommittees, special interest groups and working groups on issues relating to the group's interests.

Section 9. The President may create working groups focused on specific projects or studies of interest to CLEAR. Each working group shall exist for one appointment year only and may be re-created by the incoming President if desired. The function of working groups is to advise the Board of Directors regarding the specific issues for which they were created.

Section 10. The members of each committee, subcommittee or working group shall serve for one appointment year or until their successors have been designated.

Section 11. Each committee and special interest group shall be provided direction from the Board of Directors on an annual basis. The chairperson of each committee, special interest group and working group, or his or her designee, shall provide a quarterly report in the prescribed format regarding the activities of the body to the Board of Directors.

ARTICLE VII Conferences and Meetings

Section 1. An annual educational conference of CLEAR shall be held at the time and place designated by the Board of Directors.

Section 2. The Board of Directors and CLEAR committees and subcommittees, shall meet at the time of the annual educational conference. Special meetings of CLEAR committees, subcommittees, special interest groups and working groups may be called by the chair of the body or the President.

Section 3. An annual mid-year business meeting of CLEAR committees and subcommittees shall be held at the time and place determined by the Executive Director in consultation with the President-Elect, during which the Board of Directors shall meet.

ARTICLE VIII
Amendments

Section 1. Written notice of the subject matter of any Bylaws revision shall be given to the membership for comment a minimum of thirty days prior to the action taken by the Board of Directors. The Bylaws and any amendments thereto may be adopted, altered, amended, added to or repealed at any meeting of the Board of Directors by a three-fourths vote of currently seated members.

ARTICLE IX
Periodic Review of Bylaws

Section 1. The Board of Directors shall periodically, but at least once every three years, conduct a review of the Bylaws and other operating policies and procedures of CLEAR to ensure that they continue to serve the needs of the organization.

ARTICLE X
Emergency Procedure

Section 1. In a state of emergency, as declared by the Board of Directors, in order to provide for the continued well-being of CLEAR, any or all articles of these Bylaws may be temporarily suspended by a three-fourths majority vote of the currently seated Board of Directors. Such roll call vote may be made through telephone conference call, mail, facsimile, e-mail ballot, videoconference, meeting or any combination of the foregoing methods. At the time of the decision to suspend the Bylaws a date must be set for a review of the status of the emergency situation and reinstatement of the Bylaws. Should the state of emergency not be resolved at that time and suspension of the Bylaws continues, a further review date(s) must be set until the Bylaws are reinstated.

Section 2. Minutes of all actions taken under such emergency procedures must be provided to the Board of Directors by the Executive Director and/or the President within five days after the date of the action by the most effective method of communication and be submitted for approval at the next scheduled Board of Directors meeting.

CERTIFICATION I hereby certify that the foregoing do constitute the duly adopted Bylaws of the Council on Licensure, Enforcement and Regulation as amended by the Board of Directors.

Executive Director, CLEAR