

BY-LAWS OF THE
Intervention & Coiled Tubing Association



Adopted April 2004
Amended December 2009
Amended September 2012
Amended March 2015
Amended July 2023

TABLE OF CONTENTS

1. Introduction..... 4

2. ICoTA Office..... 4

3. ICoTA Membership 5

 3.1. Ordinary Membership..... 5

 3.2. Honorary Membership 5

 3.3. Director Membership 5

 3.4. Non-Executive Director Membership 6

4. ICoTA Executive Board of Directors 7

5. Chapter Delegates 7

6. ICoTA Officers 8

 6.1. Eligibility for Office 8

 6.2. Authority of Office 8

 6.3. Co-Chairs..... 8

 6.4. Treasurer 8

 6.5. Executive Directors 9

 6.6. Term of Office..... 9

 6.7. Vacancies 10

 6.8. Resignations 10

 6.9. Removal from Office..... 10

 6.10. Secretary/Administrator 10

7. Meetings of the Board of Directors 13

 7.1. Frequency of Meetings 13

 7.2. Notice and Announcement of Meetings..... 13

 7.3. Location and Time of Meetings 13

 7.4. Quorum of Director Members 13

 7.5. Meeting Conduct..... 14

 7.6. Voting Procedures 14

 7.7. Proxies 15

 7.8. Meeting Minutes..... 15

8. Executive Board of Directors Action Without a Meeting 15

9. ICoTA Committees..... 15

10. ICoTA Chapters 16

 10.1. Chapter Formation 16

 10.2. Chapter Structure 17

 10.3. Chapter Status on the Executive Board of Directors..... 17

 10.4. Chapter Fees 17

11. ICoTA Finances 17

 11.1. Membership Fees..... 17

 11.2. Event Charges..... 17

 11.3. Fiscal Authority..... 18

 11.4. Fiscal Year..... 18

12. Compensation for Services and Expenses 18

13. ICoTA Seal 18

14. Minutes and Records 18

15. Amendment of the By-laws 18

1. INTRODUCTION

The International Coiled Tubing Association (ICoTA) was established in 1994 as a means of supporting, communicating, and promoting rapid technological advances within the coiled tubing industry. The name was changed a few years later to Intervention and Coiled Tubing Association (ICoTA) to include all well intervention technologies in the scope of the association. ICoTA seeks the participation and involvement of manufacturers, suppliers, service providers, and end-users of coiled tubing, slickline, wireline, hydraulic workover, pumping and associated technologies.

The mission of the Intervention and Coiled Tubing Association is to enhance communication, gather technical expertise and promote safety, training, competency and accepted practices within the well intervention related industries.

The business and activities of ICoTA are generally conducted at two levels; the Global level and the Chapter level. The collective skills and perspectives of ICoTA members provide a unique asset and resource for application of industry initiatives and/or cooperation with other industry bodies.

The annual SPE/ICoTA Coiled Tubing & Well Intervention Conference and Exhibition held in the U.S.A. is the flagship event for ICoTA at the Global level. The program committee, composed of volunteers from the ICoTA membership, performs key roles in the organization of the technical program and exhibition. This annual event also includes technical training short courses in association with the program.

Local events and activities, such as Lunch-and-Learn meetings or roundtable events, are organized and conducted at the Chapter level. The ICoTA Board of Directors supports such events through the Secretary/Administrator, notification on the website, backing with funding (if required) and Board member attendance.

The following ICoTA by-laws are intended to provide clear guidance for the members, officers, and contractors involved in running and managing ICoTA.

2. ICOTA OFFICE

The Office for ICoTA shall be maintained at the following location until the Board of Directors approves a change.

Intervention & Coiled Tubing Association
21123 Eva Street #D220 (P.O. Box 1082)
Montgomery, TX 77356

The ICoTA Internet address shall be www.icota.com.

3. ICoTA MEMBERSHIP

ICoTA shall have the following four (4) types of membership.

- Ordinary
- Honorary
- Director
- Non-Executive Director

The Board of Directors shall have sole authority to establish both the qualifications for membership and the membership fee structure. An individual shall be considered a member of ICoTA after receiving notice of acceptance for membership signed by one of the Co-Chairs. Membership is maintained by the payment of annual dues, where applicable, unless the Board chooses to rescind the individual's membership.

3.1. Ordinary Membership

Any individual may apply to the ICoTA Office or an ICoTA Chapter for Ordinary Membership in ICoTA. Ordinary members are responsible for paying their membership fees when due and providing the ICoTA office with their current contact information. Ordinary membership carries a term of one (1) calendar year after the ICoTA office acknowledges receipt of the membership fee.

Ordinary members may attend any ICoTA meeting or function and request that a Director member submit an issue for consideration to the Board of Directors. However, Ordinary members are not eligible to vote on issues before the Board of Directors.

An Ordinary member may resign from ICoTA at any time by submitting a notice of resignation to the ICoTA Office. The resigning member shall forfeit all fees paid and all rights provided by that membership.

3.2. Honorary Membership

The Board of Directors may grant Honorary membership of ICoTA to an individual who has made a significant contribution to the interests of the coiled tubing or well intervention industry or ICoTA. An Honorary membership has no associated fee, and it endures for the life of the individual. A candidate for Honorary membership shall be nominated by a Director member, seconded and approved by a 2/3 majority of the Director members. An Honorary membership may be rescinded by vote of a 2/3 majority of the Director members.

3.3. Director Membership

Any individual may apply to the ICoTA Office for Director membership in ICoTA. A Director member usually represents a company or organization conducting business in the well intervention, coiled tubing, or associated industries, but that is not a requirement.

Applications for Director Membership shall be approved by the Executive Board of Directors by a simple majority vote of the Executive Board of Directors.

The Co-Chairs, at their discretion, may consult with the full Board of Directors prior to a decision being taken on the application for Director Membership.

Director members are responsible for complying with the established code of ethics, paying their Director membership fees when due and providing the ICoTA Office with their current contact information. Director membership carries a term of one (1) calendar year (January 1 – January 1) after the ICoTA office acknowledges receipt of the membership fee.

Director members duties include:

- Electing and approving ICoTA Officers
- Participating in Board of Director meetings and voting procedures
- Submitting recommendations to the Executive Board of Directors Serving on sub-committee meetings
- Granting and revoking membership privileges
- Amending the by-laws of the Association

A Director member shall have one vote on any issue within the responsibility of the ICoTA Board of Directors.

A Director member may transfer the rights and obligations of that Director membership to another individual, representing the same company or organization, at any time with approval from a majority of the Executive Board of Director members.

A Director member may resign from ICoTA at any time by submitting a notice of resignation to the ICoTA Office. The resigning member shall forfeit all fees paid and all rights provided by that membership. A Director member can be removed from ICoTA Board of Directors at any time by a 2/3 majority vote of the Director members. The removed member shall forfeit all fees paid and all rights provided by that membership.

3.4. Non-Executive Director Membership

A Non-Executive Director member is an Ordinary member invited by the Board of Directors to participate in the Board's activities.

- Non-Executive Director Members shall be nominated by a Director member and approved by a majority of the Director Members.
- Non-Executive Director Members shall serve a term of two (2) years.
- Non-Executive Director Members may serve more than one term.
- Non-Executive Director Members shall have all the rights and obligations of a Director member.

- The total number of Non-Executive Director members shall be limited to 15% of the number of Director Members at the time of the nomination for that position.
- Non-Executive Director membership has no associated fee beyond that of an Ordinary member

A Non-Executive Director member can be removed from ICoTA Board of Directors at any time by a 2/3 majority vote of the Director members.

3.4.1. ICoTA Board of Directors

The Board of Directors shall be composed of all Director Members and Non-Executive Director Members of ICoTA.

4. ICoTA EXECUTIVE BOARD OF DIRECTORS

The Executive Board of Directors shall be composed of the ICoTA Officers and Chapter Delegates. The Executive Board of Directors shall manage the business and affairs of ICoTA, subject to any limitation imposed by these by-laws. The Executive Board of Directors is responsible for governing ICoTA. Responsibilities of the Executive Board include, but are not limited to;

- Determining ICoTA policy;
- Approving ICoTA budgets and expenditures;
- Approving applications for Director Membership;
- Approving Chapter formation;
- Establishing or amending qualifications and fee structure for membership;
- Establishing or dissolving sub-committees, as deemed necessary;
- Conducting negotiations with other industry associations, as required, on behalf of the association;
- Providing reports and minutes of its activities to the Board of Directors at Board Meetings.

5. CHAPTER DELEGATES

Each ICoTA Chapter shall elect one delegate to serve on the Executive Board of Directors for a term of two (2) years. The delegate may serve on the Chapter Board of Directors but shall not be the elected Senior or Junior Co-Chair of the Chapter. The Chapter Delegate shall attend the meetings of the Executive Board of Directors and have full voting rights on the Executive Board of Directors. The Chapter's chosen delegate shall reside within the geographic area covered by that Chapter. The Executive Board will continue to operate should an individual Chapter be unable to provide a delegate or should a vacancy arise.

A temporary substitute may serve as Chapter Delegate at an Executive Board of Directors meeting provided written notification from the chapter Sr. Co-Chair is received by the ICoTA International Sr. Co-Chair.

6. ICoTA OFFICERS

The Board of Directors shall elect, appoint, or confirm ICoTA Officers as required by 2/3 majority vote. The Officers of ICoTA shall consist of the following positions;

- Two (2) Co-Chairs
- Treasurer
- Three (3) Executive Directors

6.1. Eligibility for Office

Only Director and Non-Executive Director members shall be eligible for positions as Officers of ICoTA. No individual can simultaneously hold more than one office.

6.2. Authority of Office

Officers shall have such authority and perform such duties in the management of ICoTA as may be provided in these by-laws or as may be determined by the Board of Directors to be consistent with these by-laws.

6.3. Co-Chairs

Annually, the Board of Directors shall nominate and elect a Co-Chair from the ranks of Director Members to serve a term of two (2) years. The Co-Chairs shall serve staggered terms such that the Senior Co-Chair has one (1) year of their term remaining at the time the new (Junior) Co-Chair begins their two-year term. The Co-Chairs, in the order of their seniority, unless otherwise determined by the Board of Directors, shall perform the duties and exercise the powers commensurate with the authority of the Chair. The primary roles of the Co-Chairs include the following;

- Presiding over the meetings of the Board of Directors and Executive Board of Directors;
- Performing duties and exercising powers authorized or granted by the Board of Directors;
- Conducting routine ICoTA business;
- Supervising the activities of the ICoTA Secretary/Administrator;
- Promoting the growth and reputation of ICoTA within the industry;
- Conducting the Annual General Meeting of the membership.

6.3.1. Past Chair Position

The immediate past Sr Chair will also serve as Director of the Executive Board for a period of one year following his/her completion in office. Beyond his/her one-year post completion of office, he/she may elect to stand down. Beyond his/her two-year post completion of office, he/she will be invited to stand down as a Director of the Executive Board. While he/she is no longer an officer of the Board, he/she in addition to his/her roles and responsibilities as committee member has the responsibility for ensuring consistency is maintained, including effective handovers take place and support of the incoming officials is provided. As Director of the Executive Board, he/she remains

bound by the duties that are associated with that appointment. The Past Chair does not need to maintain the current Director Member position and director dues would not be applicable.

6.4. Treasurer

The Board of Directors shall nominate and elect the ICoTA Treasurer to serve for a term of one (1) year. The Treasurer can serve more than one term if re-nominated and approved by the Board of Directors. The Board of Directors may require the Treasurer to give ICoTA a bond of specific type, character, and amount. The primary roles of the ICoTA Treasurer include, but are not limited to, those described in the following subsections. These roles are performed with the assistance of the Secretary/Administrator.

6.4.1. Maintain Financial Records

The Treasurer shall have custody of ICoTA funds and securities and shall maintain full and accurate accounts and records of receipts, disbursements, and other financial transactions.

6.4.2. Make Deposits and Disbursements

The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of ICoTA in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of ICoTA as may be ordered by the Board, or Executive Board, of Directors, taking proper vouchers for such disbursements.

6.4.3. Financial Reports

The Treasurer shall provide the Co-Chairs and the Board of Directors a full accounting of all ICoTA financial transactions whenever requested to do so, or no less than once per quarter (every three months). The Treasurer will ensure that all necessary tax returns are filed in a timely manner with the Internal Revenue Service and the Treasurer will engage a Certified Public Accountant on behalf of ICoTA to prepare such returns.

6.5. Executive Directors

The Board of Directors shall nominate and elect three (3) ICoTA Executive Directors to serve two (2) year terms. The three (3) Executive Directors shall serve staggered terms such that at least one Executive Director has one year of their term remaining upon the election of new Executive Directors. The Executive Directors are to attend the Executive Board of Director meetings serving as representatives to the Board of Directors. Executive Directors may not serve more than two (2) consecutive terms.

6.6. Term of Office

Officers of ICoTA shall hold office until one of the following events:

- A successor is elected or appointed by the Board of Directors;
- They become incapacitated or are unable to perform their duties;
- Their resignation;
- The Board of Directors removes them from office.

6.7. Vacancies

In the event of a vacancy in an office of ICoTA occurring between meetings of the Board of Directors, the remaining Officer(s) shall supervise the nomination and election of a replacement Officer by letter, or email ballot. The Board of Directors shall fill any vacancy occurring in an office of ICoTA within 60 days of the vacancy.

6.8. Resignations

An Officer of ICoTA may resign at any time. Such resignations shall be made in writing to the other Officers of ICoTA and shall take effect at the time specified therein. If no time is specified in the resignation letter, the resignation shall take effect at the time of its receipt by the presiding Officers. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Resignation as an Officer of ICoTA shall have no effect upon the membership status of that individual.

6.9. Removal from Office

The Board of Directors may remove an Officer of ICoTA at any time it judges the best interests of ICoTA would be served by such an action. A motion of proposal for removal, supported by at least four (4) Director Members, shall be directed to a Co-Chair, the Secretary/Administrator, and the Treasurer. A 2/3 majority vote of Director Members is required to unseat an Officer of ICoTA.

Removal from an Office of ICoTA by the Board of Directors shall have no effect upon the membership status of that individual.

6.10. Secretary/Administrator

The Co-Chairs shall interview and recommend candidates to the Board of Directors for the contract position of Secretary/Administrator. The Executive Board of Directors shall be responsible for the following actions regarding the position of Secretary/Administrator;

- Approving the hiring of a candidate;
- Setting the length of term of service;
- Setting the amount, means, and frequency of compensation;
- Determining what benefits, if any, will be provided in addition to monetary compensation.

The Secretary/Administrator of ICoTA shall report to the senior Co-Chair. Duties of the Secretary/Administrator shall include, but not be limited to, those described in the following subsections.

6.10.1. Direct Communications with ICoTA Members

The Secretary/Administrator shall strive to respond by the close of the following business day to any communication from an ICoTA member. As a minimum, the response shall acknowledge receipt of the member's communication and indicate when a complete response will be made.

6.10.2. Maintain ICoTA Membership Rolls

The Secretary/Administrator shall maintain accurate records of ICoTA membership, including both past and current members. Those records shall include the following information for each member, as a minimum;

- Type of membership;
- All known contact information;
- Company affiliation and position within that company;
- The status of their fee payments;
- Their service as an Officer or member of a committee;
- Affiliation with an ICoTA Chapter.

6.10.3. Collect Director Membership Fees

The Secretary/Administrator shall collect Director membership fees and either deposit them in the appropriate ICoTA account or transfer the collected funds to the ICoTA Treasurer. Regardless, the Secretary/Administrator shall report all Director membership fees collected to the ICoTA Treasurer at least once per month.

6.10.4. Maintain ICoTA Website

The Secretary/Administrator shall supervise the web master appointed or hired to maintain and update the ICoTA website. The web site shall be updated as necessary to correspond with the most current ICoTA membership records and ICoTA activities.

6.10.5. Assist ICoTA Chapters

The Secretary/Administrator shall provide the following assistance to ICoTA Chapters, as a minimum;

- Maintain an accurate record of the Chapter membership;
- Assist Chapters with the resolution of any matter where ICoTA resources can be applied for the benefit of the Chapter;
- Post notification of Chapter events on the ICoTA web site;
- Provide administrative support for Chapter events such as Lunch & Learns, Tournaments and social events. Remuneration of expenses for such administrative support must be discussed and agreed with the Board Officers.

6.10.6. Monthly Reports

The Secretary/Administrator shall provide a monthly report to both Co-Chairs and the ICoTA Treasurer containing the following information, as a minimum;

- Total number of Director members;
- Total number of Ordinary members;
- Any changes in membership from the previous month;
- Number of members by ICoTA Chapter;
- Expenses incurred for the previous month and projected expenses for the following month.

6.10.7. Contribute to Board Meetings

The Secretary/Administrator shall contribute to Board meetings in the following manner;

- Provide timely notice to Director members of pending meetings in accordance with procedures determined by the Co-Chairs;
- Call for agenda items no later than 15 business days prior to a meeting;
- Prepare and distribute meeting agenda and provide notice of the agenda to Director members;
- Attend all meetings of the Board of Directors and record the minutes of each meeting;
- Distribute minutes of meetings to Director Members within 15 business days of the date of the meeting.

6.10.8. Contribute to Executive Board Meetings

The Secretary/Administrator shall contribute to Executive Board meetings in the following manner;

- Provide timely notice to Officers of ICoTA of pending meetings in accordance with procedures determined by the Co-Chairs;
- Call for agenda items no later than 15 business days prior to a meeting;
- Prepare and distribute meeting agenda and provide notice of the agenda to Officers of ICoTA;
- Attend all meetings of the Executive Board of Directors and record the minutes of each meeting;
- Distribute minutes of meetings to Officers of ICoTA within 15 business days of the date of the meeting

6.10.9. Maintain ICoTA Records

The Secretary/Administrator shall maintain all records of ICoTA and shall keep permanent records of all business conducted by ICoTA including minutes of Board meetings and membership data.

7. MEETINGS OF THE BOARD OF DIRECTORS

Unless stated otherwise in the ICoTA by-laws, all business requiring approval of the Director members shall occur during meetings of the Board of Directors. The Executive Board of Directors meetings shall coincide with the scheduled Board of Directors meetings unless additional meetings are called by either Co-Chair.

7.1. Frequency of Meetings

The Board of Directors shall meet at least once per quarter (every three months). Normally the Board of Directors will set the date of its next meeting at the conclusion of the current meeting. Either Co-Chair may call for a meeting of the Board of Directors at any time or for a meeting of the Executive Board of Directors at any time.

A request for a special meeting of the Board of Directors, signed by at least four (4) Director Members, shall be presented to either Co-Chair. A request for a special meeting shall state the purpose(s) of the proposed meeting. Business transacted at any special meeting of the Board of Directors shall be limited to the purpose(s) stated in the notice. The Co-Chair receiving a valid request for a special meeting, shall schedule a Board of Directors meeting to occur no later than 30 days after receiving said request.

7.2. Notice and Announcement of Meetings

The Secretary/Administrator shall announce a pending Board of Directors meeting to the ICoTA membership by posting a notice on the ICoTA website. Also, the Secretary/Administrator shall notify the Board of Directors of a pending meeting by direct communication, such as letter, fax, or email. Both announcements and notifications shall include a draft agenda for the pending meeting. All announcements and notifications shall be no less than ten (10) business days before the actual meeting time. The Secretary/Administrator shall announce any pending Executive Board of Directors meetings outside of the quarterly meetings to the Board of Directors

7.3. Location and Time of Meetings

The location and time of a meeting of the Board of Directors, or Executive Board of Directors, shall be at the discretion of the Co-Chair convening the meeting. Director members, or Officers of ICoTA, not able to attend a meeting in person shall be allowed to participate by telephone or videoconference by which all persons participating in the meeting can hear each other. Participation by telephone or videoconference shall constitute presence in person at such a meeting for the purpose of determining a quorum and conducting ICoTA business.

7.4. Quorum of Director Members

One third (1/3) of the combined total of Director Members, Non-Executive Director members and Chapter Delegates shall constitute a quorum for the transaction of

ICoTA business. Any action by a quorum shall stand as the action by the ICoTA Board of Directors.

Two thirds (2/3) of the Executive Board of Director members (Officers and Chapter Delegates) shall constitute a quorum for transaction of ICoTA business. Any action by the quorum shall stand as the action by the ICoTA Executive Board of Directors.

If a quorum is present at any meeting, the vote by a majority of the participants eligible to vote, present in person or represented by proxy, shall decide any question brought before such a meeting, unless the question is one which requires a different majority as described in these by-laws.

7.5. Meeting Conduct

The Senior Co-Chair shall preside at meetings of the Board of Directors and at meetings of the Executive Board of Directors. In the absence of the Senior Co-Chair, the Junior Co-Chair shall preside. If neither Co-Chair is able to participate in a meeting, the Senior Co-Chair shall appoint a presiding officer for that meeting and notify the Director Members, or Officers, of that appointment prior to the scheduled meeting time.

In the absence of the Secretary/Administrator, the presiding officer shall appoint a secretary for the meeting to record minutes.

At meetings of the Board of Directors, or Officers, business shall be transacted in such order as determined by the presiding officer.

7.6. Voting Procedures

Each Director member, Chapter Delegate and each Non-Executive Director member shall be eligible to one (1) vote on each matter submitted by a motion, which has been seconded, within the authority of the Board of Directors. Members eligible to vote may vote either in person or by proxy. The Board of Directors may raise a motion and vote on items that affect the By-Laws, nomination and election of officers, revoking officers or memberships. The Board of Directors may submit, in writing prior to the scheduled meeting, motions for the Executive Board of Directors consideration.

Each Executive Board of Director member shall be eligible to one (1) vote on each motion raised within the Executive Board of Directors meetings. Requirements for motions voted upon by the Executive Board of Directors are dependent upon the general nature of the motion under review. Motions that may affect the constitution By-Laws or revocation of membership/officer status shall be approved by a majority of all the current Director members and Non-Executive Director members. Other motions may be determined by a simple majority of the Executive Board of Director members eligible to vote at a meeting and proxy votes. However, a motion can be

referred to the Executive Board of Directors by a director member for vote if the Co-Chair, designated meeting Chair, or majority of voting members attending a meeting so decide.

7.7. Proxies

A Director member or Non-Executive Director member unable to personally attend a Board of Directors meeting, cast a vote, or otherwise perform their required duties may appoint a proxy for that purpose. The proxy shall be a Director member of ICoTA. The Director member appointing a proxy shall be responsible for notifying either Co-Chair with the identity of the proxy member in advance of the duty to be performed.

There shall be no proxy recognized at Executive Board of Director meetings. If an Officer is unable to attend a meeting of the Executive Board of Directors, they shall nominate a representative to attend the meeting on their behalf given prior written notification to the Sr. Co-Chair

7.8. Meeting Minutes

Minutes of all Board and Executive Board of Directors meetings shall be approved by the attending Director members and made available to the general ICoTA membership on the ICoTA website.

Draft meeting minutes shall be distributed to all Director Members and Non-Executive Director members within fifteen (15) business days of the meeting and adopted as final minutes at the next meeting. The Secretary/Administrator shall archive a final copy of the minutes from each Board, and Executive Board of Directors meeting.

8. EXECUTIVE BOARD OF DIRECTORS ACTION WITHOUT A MEETING

Any action required or permitted at a meeting of the Executive Board of Directors may be taken without a meeting providing a majority of the Executive Board of Director members consent in writing to the proposed action. The Secretary/Administrator shall notify Director Members and Non-Executive Director members of a pending Executive Board of Directors action by direct written communication. All notifications shall precede the required action deadline by no less than ten (10) business days.

9. ICoTA COMMITTEES

The Executive Board of Directors shall have the sole authority to create committees for the purpose of making recommendations to the Executive Board of Directors. The chair of a committee shall be a member of ICoTA appointed, or approved, by the Executive Board of Directors. The other members of the committee shall also be members of ICoTA. A majority of all the members of a committee shall determine its actions and schedule its meetings unless the Executive Board of Directors specifies

otherwise. The Executive Board of Directors may at any time change the responsibilities of a standing committee.

Each committee chair shall assign a secretary to record the business and activities of the committee.

The committee chair and secretary shall define the means by which notice of committee meetings and the distribution of the agenda are to be managed. Resolutions passed by the committee shall require a simple majority of attending committee members and shall be communicated to the Executive Board of Directors for their consideration.

Draft minutes of committee meetings shall be distributed to committee members within ten (10) business days of the meeting and be approved as final minutes at the next committee meeting. The committee secretary shall forward a copy of the final minutes to the ICoTA Secretary/Administrator for archiving and for forwarding to the Executive Board of Directors.

10. ICoTA CHAPTERS

The activities and member interaction at the Chapter level are key mechanisms for realizing the full potential of ICoTA. The local business and technical operating environment will influence the primary interests and activities of a Chapter.

ICoTA Chapters may be established where a sufficient level of member interest exists and after the proposal to create a Chapter has been approved by the Executive Board of Directors. The ICoTA Secretary/Administrator shall assist the organizers of a Chapter with information about the process and provide other support as necessary.

A high degree of autonomy in Chapter business is encouraged. However, ICoTA Chapters shall be organized and managed in a manner consistent with these Bylaws.

It is the responsibility of Chapter management to ensure that the Chapter operation meets the requirements of the applicable local regulations.

A proposed Chapter shall be considered a functional Chapter of ICoTA after full payment of any required fees and upon receipt of notice of acceptance as a Chapter signed by the senior Co-Chair of ICoTA. The Chapter must continue to pay the annual fee for each calendar year, unless otherwise specified by the Executive Board of Directors, to remain a recognized ICoTA Chapter.

10.1. Chapter Formation

Attachment 1 to these By-laws describes the procedure for formation of an ICoTA Chapter.

10.2. Chapter Structure

Where local regulations permit, ICoTA Chapters shall adopt a similar structure of officers to that of the Global ICoTA.

10.3. Chapter Status on the Executive Board of Directors

Each functional Chapter shall have a representative on the ICoTA Executive Board of Directors. That representative shall have the same voting rights and obligations as an officer of the Board of Directors. The chapter should elect a member in good standing to serve a two year term as a representative to the Executive Board of Directors. The elected representative may not be either the Senior or Junior Chapter Co-Chair, but may otherwise serve as an elected officer of the chapter and must reside in the geographical area represented by the Chapter.

10.4. Chapter Fees

Each Chapter shall pay an annual fee to ICoTA equal to that charged for a Director membership. The Chapter may charge its members a Chapter fee or collect funds for the annual ICoTA fee through events or other means. The Chapter can retain any surplus funds which are to be used for the benefit of the Chapter. Each Chapter has the following responsibilities;

- Paying its Chapter fee when due;
- Providing the ICoTA Office with the current contact information for the Chapter Officers;
- Complying with regulations and tax requirements that apply within its area of operation.

11. ICoTA FINANCES

Membership fees provide a significant portion of the funds required for running and managing the business and activities of ICoTA.

11.1. Membership Fees

The Executive Board of Directors shall have sole authority to set the fees for Director membership of ICoTA. The Secretary/Administrator shall post the current fee structure on the ICoTA web page. Ordinary member fees are set and collected by the Chapters.

11.2. Event Charges

The Executive Board of Directors shall have sole authority to set or negotiate the fees or charges for Global ICoTA events and joint events with other organizations.

11.3. Fiscal Authority

The Executive Board of Directors shall have sole authority to spend or disburse funds of the Global ICoTA organization. The authorization for expenditure of ICoTA funds shall be subject to the following limits per item without further approval from the Executive Board of Directors.

- ICoTA Secretary/Administrator = US\$1,000
- Co-Chair = US\$10,000

11.4. Fiscal Year

The fiscal year of ICoTA shall be fixed by resolution of the Executive Board of Directors and is normally fixed to the calendar year as dictated by the Internal Revenue Service.

12. COMPENSATION FOR SERVICES AND EXPENSES

The Executive Board of Directors shall have sole authority to determine which members and/or officers of ICoTA qualify for compensation for services rendered to ICoTA or expenses incurred in the course of providing those services.

13. ICoTA SEAL

The ICoTA seal shall only be used with express permission of the Board of Directors and shall not be altered in any way unless ordered by the Board of Directors. The seal is to be used for promoting the ICoTA brand and must not be used for promotion of individuals or causes unrelated to the mission of ICoTA as stated in these By-Laws.

14. MINUTES AND RECORDS

ICoTA shall keep correct and complete records of accounts, minutes of the proceedings of its members and Board of Directors, and the names and addresses of all Director Members at its registered Office or principal place of business.

15. AMENDMENT OF THE BY-LAWS

These By-Laws may be altered, amended, or repealed and replaced with new By-Laws only by the Board of Directors. The process will require the appointment of a committee to propose recommendations which are then brought before the Board for consideration.