

Bylaws of the
GLOBAL SUSTAINABLE TOURISM COUNCIL
Adopted by the Board 24 September 2010
Amended by the Board 3 November 2011
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Third Amendment by the Board 25 June 2019
Fourth Amendment by the Board 17 March 2020
Fifth Amendment 28 May 2020
Sixth Amendment 12 September 2025
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ARTICLE I. NAME

Section 1. Name

The name of the corporation is Global Sustainable Tourism Council (“GSTC” or the “Corporation”).

Section 2. Nonprofit Corporation

GSTC is a nonprofit corporation organized and operated under the laws of the United States as a 501(c)3 status organization and under the laws of the District of Columbia, USA.

Section 3. Offices

The Corporation may establish offices as the Board of Directors may designate.

ARTICLE II. PURPOSE

Section 1. Purpose

GSTC is organized, and shall be operated, exclusively for educational, scientific and charitable purposes as may qualify it for tax exempt status under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Service Law). More specifically, the mission of GSTC is to promote sustainability in tourism by (i) fostering the increased knowledge and understanding of sustainable tourism practices, (ii) promoting the adoption of universal sustainable tourism principles and (iii) building demand for sustainable travel.

Section 2. Corporate Activities - GSTC shall meet the Corporation’s objectives to include but are not limited to:

- 2.1 Harnessing the potential of tourism as a driver of conservation of biodiversity and the natural environment generally, preservation of destinations and socio-economic benefits for affected communities and all stakeholders, and safeguarding the integrity, diversity, and vitality of cultural expressions within tourism destinations
- 2.2 Recognizing and promoting the importance of protecting Earth’s resources, particularly with regard to the tourism industry;
- 2.3 Fostering public and private tourism sector awareness about the importance of sustainable tourism;
- 2.4 Developing knowledge-sharing, communications and educational programs and tools and disseminating existing tools that can help the tourism industry work towards improved sustainability performance;

- 2.5 Helping businesses identify and implement self-assessment, verification and certification services that can assist in the initiation and advancement of sustainability efforts;
- 2.6 Developing standards for relevant sectors of the tourism industry, including leading public consultation on those Standards and indicators, in accordance with internationally accepted best practices and guidelines, including in particular the codes of good practice of the ISEAL Alliance;
- 2.7 Managing, updating and promoting the GSTC Standards;
- 2.8 Developing the procedural requirements that certification programs must meet in order to be accredited or to participate in other formal GSTC assurance schemes, including initial assessment and continuous auditing to ensure compliance, transparency, dispute settlement procedures and other characteristics;
- 2.9 Providing Assurance services to certification or other sustainability verification programs that meet or exceed both the Standards and required procedures;
- 2.10 Fostering business-to-business solutions that will facilitate wider market access for sustainable tourism products, with a focus on those that have been certified under a GSTC-accredited program;
- 2.11 Communicating and promoting to the industry and consumers sustainable businesses, with a focus on those that have been accredited under a GSTC-accredited program; and
- 2.12 Conducting any and all lawful activities which may be useful in accomplishing the foregoing purposes.

ARTICLE III. MEMBERSHIP

Section 1. Definition of Members

Members of the Corporation shall be stakeholders in tourism, including (but not limited to): public authorities and intergovernmental organizations; multi-lateral organizations that include tourism; the private sector, including tourism-related businesses; service providers and associations; certification schemes; non-governmental organizations (“NGOs”); universities and other educational institutions; media and communications groups; and consumer associations. Individual membership is open to individuals with relevant knowledge of and influence for sustainable tourism; but the individual membership category cannot substitute for an organizational membership.

Section 2. Special categories relating to Certification and Accreditation

Organizations that conduct certifications and those that develop sustainable tourism standards or other forms of assurance, such as awards, scoring indexes, etc. have a relationship with GSTC distinct from other categories of members. The distinction derives from the inherent conflict of interests arising from GSTC's leadership role in setting guidelines for assurance (including accreditation and the Recognition of standards), certification and standards setting. The Board shall issue guidelines to the Secretariat for defining such categories of organizations and managing the evolution of GSTC's relationship with them.

Section 3. Membership Requirements - All members must:

- 3.1 Commit publicly to the mission and objectives of GSTC;
 - 3.1.1 Promote the use and application of the GSTC Standards at all reasonable opportunities within their organization and to suppliers and other tourism stakeholders;
- 3.2 Execute activities in such a way that do not compromise the reputation of the GSTC or has a negative impact on GSTC;

- 3.3 Aim to use the GSTC Standards in procurement and supply chain practices;
- 3.4 Not have any public conflict with GSTC that has not gone through an appropriate bilateral resolution process;
- 3.5 Pay their dues on a timely basis;
- 3.6 Follow the guidelines for display and use of the membership logo of GSTC
- 3.7 The Board reserves the right to withdraw membership of any party that clearly opposes or violates any principle or essential (core) activity or willingly damages the reputation of GSTC.

Section 4. Members Rights, Benefits, and Engagement

4.1 Rights and Benefits of Membership

Members of the Corporation shall have the following rights based on membership in good standing and current on payment of annual dues:

4.1.1 Rights of Members

- 4.1.1.1 The right to have reasonable access to senior officials of GSTC;
- 4.1.1.2 The right to nominate, self-nominate, or second a person for election to the Board of Directors of GSTC;
- 4.1.1.3 The right to vote during annual elections for the elected seats of the Board of Directors;
- 4.1.1.4 Access to the members-only section of the website;
- 4.1.1.5 Access to certain GSTC events, education, and training tools at reduced cost

4.2 Benefits of Membership - GSTC aims to provide its members with access to a broad set of services and opportunities that will help strengthen their services and practices towards offering more sustainable products and services. Additionally, GSTC aims to provide member benefits from market access opportunities via GSTC programs.

4.3 Engagement - In addition to the Rights of Members as indicated herein, the Secretariat and Board shall endeavor to engage the membership as much as possible in the programs and activities of the organization. This may include but is not limited to the following: Members-only newsletters; members-only webinars and other online forums; program discounts when feasible; opportunities for expert members to participate in and in some cases be compensated for various projects and advisory services offered by GSTC.

Section 5. Membership Applications - Applications for membership shall be submitted to the Secretariat. Applications shall require agreement to a commitment to strive to adhere to the GSTC Standards in the organization's activities and to promote the dissemination and use of the Standards. In the case of any doubt by the Secretariat regarding the validity of the organization as members, the Secretariat shall bring the matter to the Executive Committee of the Board for review. Grounds for concern may include but are not limited to questions of the legal registration of the applicant, or sincerity of the organization's commitment to sustainability and to GSTC's mission.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Powers

The business and affairs of GSTC shall be managed by the Board of Directors (the "Board").

Section 2. Composition

The composition of the Board of Directors shall include 21 voting members and 1 non-voting member per below:

- 2.1 Twelve (12) “at large” seats that will be selected through an open nomination and election by Members. Balance will be sought between category, geographical representation, and gender.
- 2.2 Up to eight (8) additional seats “appointed” by the Board to outstanding individuals and organizations that will further the mission and vision of GSTC, through their contributions and access to prominent networks or visibility. In assigning these seats, balance will be sought between category, geographical representation and gender.
- 2.3 One (1) seat is designated for the Chair of the Board of Directors, to be approved by the full Board per recommendation from the Executive Committee
- 2.4 One (1) non-voting member: the CEO
- 2.5 The number of Directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of two-thirds of the entire Board. In the case of such a change, the counts expressed in this section need not be revised until the next formal revision process of the entire set of bylaws.

Section 3. Functions

The Board is responsible for governance oversight of the Corporation’s mandate, program of work, and operations (including staffing, budget and administrative affairs). Responsibilities of the Board include, but are not limited to:

- 3.1 Approving and revising the mandate of GSTC;
- 3.2 Approving and revising the branding of GSTC;
- 3.3 Creating and approving changes to the strategic plans and yearly action plans;
- 3.4 Approving the annual budget and establishing operational policies and procedures to ensure that the adopted budget is followed;
- 3.5 Revising the Bylaws, in compliance with Article XV of these bylaws.
- 3.6 Maintaining good corporate governance, including a continuing review of the financial and legal affairs, internal controls and audit affairs of GSTC;
- 3.7 Oversight of the GSTC Chief Executive Officer including the authority to hire and to remove;
- 3.8 Deciding on issues and approving policies that would change or affect the mandate of the GSTC;
- 3.9 Serving as spokespersons for GSTC at events and to the media;
- 3.10 Addressing appeals for the GSTC Assurance Program by forming a temporary Appeals Committee of three to five Board Members of which a minimum of three are elected Members to perform the role as provided in Article IX Section 2 Line 2.4
- 3.11 Demonstrating public support for GSTC as a tool to mainstream sustainability practices in the tourism sector;
- 3.12 Disseminating the GSTC Standards and tools developed for relevant networks and stakeholders to encourage wider participation and adoption;
- 3.13 Maintaining the credibility of the Board of Directors;
- 3.14 Give final approval to new and revised GSTC Standards;
- 3.15 Be prepared to represent GSTC in public forums as needed and to advocate on behalf of GSTC

Section 4. Eligibility and Conditions

4.1 Eligibility

- 4.1.1 All board members must represent members or be members of GSTC in good standing and compliant with the requirements for membership may be elected to the Board.
- 4.1.2 Individual GSTC members not affiliated with an organization member are not eligible to serve on the board.

4.1.3 Board members must be endorsed by their member organizations yet will serve as individuals and not as their organization's representatives.

4.1.4 If a Director leaves a GSTC member organization during their elected or appointed term, the Executive Committee shall determine at its discretion whether or not the Director shall complete the current term, or approve the replacement by another person of the same organization, or keep the seat vacant until the next election.

4.1.5 Certification Body staff are not eligible to serve on the Board due to inherent conflict of interest since GSTC provides accreditation of Certification Bodies.

4.2 Conditions. Members must ensure that their organization regularly engages in GSTC programs. For those members with that opportunity to do so, they should strive to fund at least one revenue-generating GSTC program within each two-year (24-month) continuous period. "Revenue-generating GSTC programs" include training, destination assessments, and contracting policies that reward or require suppliers to be certified by GSTC-accredited Certification Bodies.

Section 5. Election and Term of Office

5.1 Nomination of Candidates. All Directors shall be over eighteen years of age, nominated and seconded by individuals or by persons who represent organizations that are members of the Corporation. All such nominated persons shall stand for election to the Board.

5.2 Elections. The Election process shall be managed by the Secretariat with oversight from the Election Committee. The elections shall determine winners among valid candidates that receive the highest number of votes according to one vote per organizational member. The votes cast by organizational members shall count as double of votes cast by individual members. The Secretariat shall keep confidentiality on which votes are cast by voters.

5.3 Term. The Directors will serve on the Board for three years on a staggered basis, with four of the twelve seats open for election each year. Directors may be re-elected to multiple terms without term limits.

5.4 Vacancies. To maintain the orderly staggering of the 12 elected seats into equal 4-person elections per year, when vacancies of elected seats occur through resignation or removal, the Board may appoint a temporary replacement for that seat until the end of the term of the person being replaced.

Section 6. Appointed Board Members

6.1 Appointments. All Directors shall be over eighteen years of age, nominated and seconded by any elected Director. The Director shall be nominated by one or more Board Members and approved by a simple majority vote of the Board.

6.2 Terms of the appointed Directors shall be for one, two, or three years, at the discretion of the Board. Directors may be re-appointed indefinitely, without term limits. This selection will not preclude appointed Directors to run in the election process for future terms.

Section 7. Leave of Absence

A Director may, at the direction of the Board of Directors, take a leave of absence of up to one year, said leave not to be charged against the member's term of office.

Section 8. Resignation

Any Director may resign from office at any time by delivering a resignation in writing to the Chair. A resignation takes effect when received or at a specified date.

Section 9. Removal

The Board, by vote of a simple majority of the entire Board, may remove any Director with cause at any regular meeting or special meeting of the Board called for that purpose; provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office. A Director shall cease to hold office and be removed if said Director fails to attend in person or by other communication three meetings of the Board in one year, such cessation to occur at the conclusion of the third meeting missed. If a Board member acts against the interest of GSTC, he or she may be removed, if no improvements are noted after receiving a written warning from the Chair of the Board. Destitution requires a majority vote by the Board.

Section 10. Newly Created Directorships and Vacancies

Newly created Directorships and vacancies among the Directors for any reason may be filled by a simple majority vote of the Directors then in office,

Section 11. Regular Meetings

Regular meetings of the Board will be held quarterly. If quorum (pursuant to Section 13 of this Article and the other terms of these bylaws) is not present at such time, the meeting shall proceed, but policy decisions must be ratified in the days following the meeting in order to reach simple-majority or two-thirds majority per the terms of types of decisions as directed herein.

Section 12. Special Meetings

Special meetings of the Board may be called by the Chair or any two Directors. Similarly, the Board may be called upon by the Chair to comment and/or vote on timely and critical matters prior to the next regular meeting.

Section 13. Quorum and Action

Unless otherwise required by law, one-third of the Board's total membership shall constitute a quorum for the transaction of the business at any meeting of the Board. When a quorum is present at a meeting, all actions shall be approved by consensus of those present in person or communicated by other means, unless otherwise required by these bylaws or by law. Any action that may be taken at a meeting of the Board may be taken without holding a meeting if a consent, in writing, setting forth the action taken, is signed by all of the Directors.

Consensus is defined in accordance with ISEAL Code of Good Practice for Setting Social and Environmental Standards & ISO/IEC Guide 2.1996 which states: "Consensus constitutes general agreement, characterized by the absence of sustained opposition to substantial issues by and an important part of the concerned interests and by a process seeking to take into account the views of interested parties, particularly those directly affected, and to reconcile any conflicting arguments." Consensus need not imply unanimity. In case a vote is required, it should be by simple majority (50% +1) of Directors present unless otherwise specified in other articles or sections of these bylaws.

Section 14. Action by Written Consent

Should action be required between Board meetings, or to follow up Board decisions, they may be taken by the Board without a meeting by written consent. Action by written consent requires a 7 working day period of notice and will require response by two-thirds of the Directors. Action by written consent shall be resolved by simple majority unless otherwise stated by the bylaws. Such written consent shall be filled with the minutes of the proceedings of the Board.

Section 15. Record Keeping

The Secretariat shall keep records of the proceedings of the Directors, the original copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or duplicate Board register, giving the names of the Board of Directors, and showing their respective addresses. The Corporation shall also keep appropriate, complete and accurate books or records of account that shall be reviewed on an annual basis.

Section 16. Compensation

The Directors shall perform their duties on the Board without compensation. Directors may perform duties for GSTC for compensation from GSTC that are not related to their board duties, whether on a project basis or on an ongoing basis based on the following Standards: Directors do not receive preferential treatment; qualification requirements must be in writing and must be adhered to, a former selection process must be in place in writing and adhered to, and the positions must be listed on the Director's current Conflict of Interest statement.

Section 17. Expenses

Board members are not reimbursed for travel or other expenses related to their role except under exceptional circumstances.

ARTICLE V. OFFICERS, EMPLOYEES, AGENTS**Section 1. Officers**

Officers of the Corporation shall be the Chair, Vice-Chair, Secretary, Treasurer, the Chief Executive Officer, and such other officers with such titles as the Board may authorize or appoint. The Board shall elect all Officers of the Corporation from amongst the Directors, with the exception of the Chief Executive Officer. The same person may not serve as the Corporation's Chief Executive Officer and Secretary.

Section 2. Authorities and Duties

Officers shall have such duties and powers as normally are associated with their titles, except as the Board may otherwise specify, and meet the requirements established under Article IV.

The officers of the Corporation who occupy staff positions shall have the authority and shall exercise the powers and perform the duties specified by the Chief Executive Officer, the Board of Directors, or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

Section 3. Election and Term of Office

Except as provided for the Chair, the officers of the Corporation shall be elected, for a term commencing on election, by the Corporation's Directors at the annual meeting of the Board of Directors. Officers shall be selected from the slate of officer nominees presented to the Board. Each officer shall hold office for a term of two (2) years or until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal.

Section 4. Additional Officers

The Board may appoint additional officers as it shall deem necessary, who shall hold office for such term and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 5. Vacancies

A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by action of the board of directors.

Section 6. Resignation and Removal

Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the Chair, Vice-Chair, or the Secretary. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Except as hereinafter provided for the Chair, any officer or agent may be removed, with or without cause, by a majority vote of the directors present and voting at a meeting called for such purpose or at a regular meeting of the board, or by a committee appointed by the board for such purpose whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights. The Chair may be removed for cause by a two-thirds vote of the entire board of directors at a meeting called for such purpose or at a regular meeting of the board. Any notice of a meeting at which action is to be taken to remove an officer shall include notice of such action.

Section 7. Employees, Consultants, and Other Agents

The Board of Directors may appoint agents, consultants, accountants and attorneys who shall have such authority and perform such duties as may be prescribed by the board. The Board may remove or terminate any agent, consultant, accountant, or attorney at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 8. Chair

The Board of Directors shall select a Chair of the corporation. The term of office is 3 years. When present, the Chair shall preside over all regular and special meetings of the Board of Directors, and shall perform all other duties incident to the office required by the bylaws or from time to time assigned to him or her by the Board of Directors. Subject to the supervision and control of the Board of Directors, the powers and duties of the Chair shall be those usually pertaining to the office of Chair and whatever other powers or duties as are prescribed by these bylaws or by the board of directors. The Chair shall publicly represent the Corporation.

Section 9. Vice-Chair(s)

Selected by the board of directors from among those who are, or are to be, Directors of the Corporation, the Vice-Chair of the Board shall assist the Chair, as requested, in the performance of his or her duties and shall have such other functions as these bylaws may provide or as the Board of Directors or Chair may assign from time to time. In addition to the foregoing, the Vice-Chair shall possess the powers and perform the duties incumbent upon the Chair during his or her absence or disability. The Board may at its discretion elect more than one Vice-Chair.

Section 10. Secretary

The Board of Directors shall select a Secretary who shall provide oversight of the Secretariat in providing administrative support to the Board's formal activities. This shall include but not necessarily be limited to developing minutes of the Board proceedings, notifications of meetings,

and serve as custodian of Board and Corporate records, and any other duties as assigned by the Board.

Section 11. Vice-Secretary

If one shall be selected, the Vice Secretary, in the absence of the Secretary, shall have the authority and duties vested in the Secretary. He or she shall perform such duties as may be assigned to him or her by the Secretary, the Board of Directors or the Chair. The Vice Secretary position shall be optional and elected at the Board's discretion.

Section 12. Treasurer

The Board of Directors shall select a Treasurer who shall represent the Board's interest to provide fiduciary responsibility for the Corporation by providing oversight of the Secretariat in legal, proper, and effective management of the financial affairs of the Corporation, including timely legal filings and regular reports to the full Board.

Section 13. Vice-Treasurer

The Board shall have the discretion to select a Vice Treasurer. He or she shall perform such duties as may be assigned to him or her by the Treasurer, the Board of Directors or the Chair. The Vice Treasurer position shall be optional and elected at the Board's discretion.

Section 14. Chief Executive Officer (CEO)

The Chief Executive Officer shall be appointed by and may be removed by the Board. The Chief Executive Officer shall be an ex-officio member of the Board but without voting privileges. The duties and responsibilities of the CEO are stipulated in Article VII.

ARTICLE VI. COMMITTEES

Section 1. Committees of the Board

The Board of Directors may designate one or more standing or special committees to direct the business of the Corporation. The Board of Directors may also designate one or more committees of the Corporation. Each such committee may exercise the authority granted to it by the Board's enabling resolution. The Committees serve the Board which may overrule decisions made by the Committees.

Section 2. Executive Committee

The Board will elect an Executive Committee to exercise some or all the Board's powers between Board meetings (except powers specifically reserved to the Board by law or by these bylaws). The Executive Committee will be composed of the Officers of the Corporation and regulated by Article 5 of these bylaws. In the absence of a limiting Board resolution, between Board meetings the Executive Committee shall exercise all the Board's authority permitted by law, except that the Executive Committee shall not have the authority to:

1. Adopt, amend or repeal the bylaws or Articles of Incorporation of the Corporation;
2. Purchase, lease or sell real estate or borrow money on behalf of the Corporation;
3. Remove an Officer or Director;
4. Fill a vacancy on the Board;
5. Appoint or remove the Chief Executive Officer;
6. Approve the annual budget of the Corporation;
7. Make amendments to the annual budget exceeding \$100,000. If amendments are made they need to be communicated to the Board immediately. In such cases where a decision is required that will affect the income of the Corporation the Executive Committee may be

authorized to proceed but will need to communicate to the Board within five days of the change; or

8. Enter into a partnership agreement or other joint venture with another organization on behalf of the Corporation.

A quorum for the purpose of holding and acting at any meeting of the Executive Committee shall be a simple majority of the members thereof. Decisions of the Executive Committee shall be promptly reported to the Board, and the Board retains the right to nullify any decision of the Executive Committee.

Section 3. Technical Advisory Committee (TAC)

3.1 Purpose and role Provide recommendations to the GSTC Board of Directors, Secretariat, and Accreditation Division on matters relating to the policies and operations of GSTC accreditation, Recognized Standards program, Standards development and external communications approach to these various technical activities.

3.1.2 Provide recommendations to the GSTC Board of Directors and Secretariat:

3.1.2.1 recommendations on Certification Body and Accreditation Body best practices and potential process and procedure enhancements

3.1.2.2 recommendations on relevant market and commercial issues

3.2 Composition and terms of participation

Members are appointed by the Executive Committee of the GSTC Board of Directors. Members may be removed by the Board or ExCo during the planned term for consistent non-attendance or for failing to actively participate. Appointments and removals shall be made with input from the TAC Chair.

3.4 Operations and Governance shall be determined by a TOR / Terms of Reference that has been ratified by the board

Section 4. Election Committee

Shall be appointed by the Chief Executive Officer or the Officers of the Board. The Election Committee will be composed of five members. Four of the members shall be from the Membership constituency and the fifth member will be GSTC's Chief Executive Officer, who will support the activities of the Election Committee.

The Election Committee shall have the authority to:

1. Oversee the nomination process;
2. Oversee the voting process by the Members for the selection of the Board of Directors; and
3. Declare election results to the Board.

Section 5. Other Committees

The Board may create standing or temporary committees to perform defined tasks. These committees shall have only the powers specifically delegated to them by the Board.

ARTICLE VII. CHIEF EXECUTIVE OFFICER AND SECRETARIAT

Section 1. Chief Executive Officer Responsibilities.

The Secretariat is headed by the Board-appointed Chief Executive Officer (CEO). The CEO, under direct supervision of the Board of Directors, will be responsible for performing the day-to-day work of GSTC. Reporting to the Board of Directors, this position will lead the strategic direction setting and planning, communications, management of staff, and the operations and administrative affairs of GSTC. The CEO is granted broad powers but can be directed by the Board at all times and in all decisions, strategies, and operations. The Chief Executive Officer will be responsible for:

1. Submitting to the Board, for their approval, strategic plans for GSTC, and regularly updating them, with Board approval, in light of evolving circumstances external and internal to the organization.
2. Managing the finances, accounting and administration of GSTC. The CEO will submit each year to the Board, for approval, audited accounts of the Corporation together with a report on the activities of the organization over the previous year.
3. Ensuring that the legal requirements for GSTC business operation are met in all countries where the GSTC is operating; and
4. Submitting each year to the Board, for approval, an annual budget and workplan based on estimates of income and expenditure and, keeping the Board informed of unforeseen expenses and significant variations from projected income.

Section 2. Staff.

The CEO shall appoint the staff of the Secretariat in accordance with the changing needs of the organization. The staff shall be recruited and selected competitively on as wide a geographical basis as possible and there shall be no discrimination on gender, ethnic, age or religious grounds.

Section 3. Performance.

In the performance of their duties, the CEO and the staff shall refrain from any activities incompatible with their position as staff members, including but not limited to receiving instructions from and exhibiting special favor to any external organizations or any situations of conflict of interest. All staff are subject to codes of conduct stated in a Human Resources Manual and are required to adhere to their annual statement in a Conflict of Interest statement document.

ARTICLE VIII. WORKING GROUPS

Working groups may be constituted to provide advice and support to the Corporation, its Board and Secretariat, to achieve the Corporation's purpose. The working groups will focus on issues that are relevant to GSTC members and augment GSTC's operations and Strategic Plan. Their work is unfunded and any recommendations a working group makes for program development require funding mechanisms.

Working group members shall be active members of the GSTC unless specifically authorized by the Executive Committee. All working group members must sign and return a confidentiality agreement to the GSTC Secretariat. The working groups will be opened to and composed of GSTC members and are designed to provide them an opportunity to be involved in areas of their special interest. There are no defined terms; working group members may remain in place at the discretion of each working group Chair and the CEO.

The Chair of the working group shall be assigned by the Secretariat. The working groups will establish the frequency of their meetings and other procedural matters.

ARTICLE IX. ASSURANCE PROGRAM

Section 1. Program description

GSTC operates an Assurance Program based on the GSTC Standards according to operational manuals as approved by the Board of Directors. The program includes accreditation services for certification bodies and a “GSTC Recognized” mark on standards.

Section 2. Governance and Process

2.1 The Assurance Program is guided by Board mandate and is operated by the GSTC Accreditation Division for accreditation and the assurance team for Recognized Standards.

2.1.1 The Accreditation Division is independently managed in its assessment processes to manage GSTC-Recognized and GSTC-accredited status.

2.1.2 Program manuals and Terms of Reference for assurance program committees are written by the Accreditation Division through a process that includes public consultation.

2.2 The Accreditation Decision-Making Committee (ADMC) reviews assessment reports made by the GSTC Accreditation Division for granting, pausing, or withdrawing accreditation status of certification bodies on behalf of the GSTC.

2.2.1 In the case that the GSTC Accreditation Division disagrees with the ADMC decision, the ADMC shall review the comments from the Accreditation Division for a one-time reconsideration of their position.

2.3 Appeals by applicants on decisions made by the ADMC (distinct from any internal disagreements covered in 2.2.1) are processed by the Accreditation Division and submitted to the ADMC for an appeal review. The ADMC then makes a decision to uphold or alter their earlier decision.

2.4 If the ADMC rejects the appeal, the applicant has the option to make a final appeal. In this case, the Board of Directors’ Appeals Committee will review the appeal to ensure that the original appeal followed the established procedures. If the Committee finds that proper procedures were followed, the appeal will be rejected. However, if they determine that any procedures were not properly applied during the original appeal, the ADMC will reopen the appeal.

Section 3. Accreditation Decision-Making Committee (ADMC)

3.1 Role. Make accreditation decisions per 2.2 to 2.4 above.

3.2 Composition and Terms of Service: Specified in the TOR / Terms of Reference for the ADMC as determined by the Accreditation Division; with the Board maintaining the right to over-ride or amend the TOR at any time

3.3 Conflict of Interest

3.3.1 A conflict of interest is defined as voicing or publishing an opinion, voting, or making a decision affecting organizations or activities in which an ADMC member has a continuing, recent past, or forthcoming interest.

3.3.2 The ADMC members shall be required to submit a declaration of Conflict of Interest to the Secretariat Accreditation Division, and shall notify the Secretariat of any future amendments to the original declaration.

3.3.3 The Accreditation Division shall consider the Conflict of Interest statements of the ADMC members for each assignment, recusing members as appropriate. The ADMC members themselves should endeavor to disclose any relationship past or present with the applicant, no matter how minor, to at least make that declaration for their colleagues to see and to assist the Secretariat in making appropriate assignments.

3.3.4 The ADMC members may not be direct employees of an accreditation body, certification program, or conformity assessment body that seeks Accreditation or Recognition from the GSTC. However, the members may offer advice or consultancy to such entities, if they recuse themselves from any decisions related to that entity for at least 24 months since their last activity. In the event of a real or perceived conflict of interest, a member of the ADMC shall recuse him or herself from decisions related to the potential conflict of interest. The Accreditation Division may choose to recuse an individual for a particular application based on conflict of interest.

3.3.5 The ADMC members shall not serve as GSTC Board members;

Section 4. Recognized Standards Decision-Making Committee (RDMC)

4.1 All matters relating to the composition, roles, and operations of the RDMC shall be the same as indicated herein for the ADMC in Section 3

ARTICLE X. FINANCE AND AUDITING

Section 1. Contracts, Financial Transactions, and Documents.

The Secretariat is authorized to select the banks or depositories it deems proper for the funds of GSTC and shall determine who shall be authorized on GSTC's behalf to conduct financial transactions on behalf of the organization. The Board may require full reports on all these matters at any time for the CEO, including with limited notice, and has the authority to redirect approaches on any or all elements of financial management, including banking operations.

Section 2. Investments.

The funds of GSTC may be retained in whole or in part in cash or may be invested and reinvested from time to time in such property, real, personal, or otherwise, including stocks, bonds, or other securities, as the Board may deem desirable.

Section 3. Fiscal Year.

The fiscal year for all business transactions of GSTC shall be January 1 through December 31.

Section 4. Audits.

There shall be an annual financial review or audit of GSTC by an independent certified public accountant.

Section 5. Annual Report.

The Board shall require a report of the activities of the Corporation to be prepared annually and sent to such persons as the Board shall determine.

ARTICLE XI. LIABILITY AND INDEMNIFICATION

Section 1. Liability.

To the fullest extent permitted by law, no Officer or Director shall be personally liable to the Corporation or any third party for monetary damages for breach of fiduciary duty. Nothing herein, however, shall limit the liability of any Officer or Director to the Corporation for gross negligence or misconduct, which shall be defined as any (a) act or omission in bad faith, or which constitutes a knowing violation of law, or (b) any transaction from which the Officer or Director derived a fraudulent or otherwise improper personal or business benefit.

Section 2. Indemnification.

The Corporation shall indemnify and/or insure, to the maximum extent allowed by law, each former and current Officer and Director for expenses and costs (including reasonable attorney's fees) actually and necessarily incurred in connection with any claim asserted by reason of said person or said persons being or having been an Officer, Director, or corporate employee, except in relation to matters involving such person's actual gross negligence or misconduct as defined in the section on liability.

Section 3. Insurance.

GSTC shall maintain insurance to indemnify GSTC for any obligation that it incurs as a result of its indemnification of Directors, officers, and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE XII. DISSOLUTION

The dissolution of GSTC may only be resolved based on a recommendation of the Board approved by a two-thirds ($\frac{2}{3}$) majority of organizational members.

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after payments of necessary expenses and satisfaction of all liabilities thereof, be distributed to another organization(s) as determined by a majority vote of the Board that is exempt under Section 501(c)(3) of the Internal Revenue Code or to the Federal government, or state or local government for a public purpose, or to a similarly organized non-profit organization outside the United States.

ARTICLE XIII. CONFLICT OF INTEREST

A Conflict of Interest policy has been developed, approved by the Board on the basis of a two-thirds majority vote, and published in the "Conflict of Interest Procedural Manual". The policy shall be enforced by the Board, Secretariat, Assessors, Trainers, and members of assurance program committees, the purpose of which is to protect GSTC's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of GSTC or might result in a possible excess benefit transaction.

ARTICLE XIV. NON-DISCRIMINATION

In all of its dealings, neither GSTC nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual orientation, or mental or physical handicap.

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