



Physical Therapy Compact Commission

***Bylaws***

Effective as of October 28, 2018

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## **Article I. Name**

The name of this organization is the Physical Therapy Compact Commission, hereinafter referred to as the Commission.

## **Article II. Commission Purpose**

Pursuant to the terms of the Physical Therapy Licensure Compact (the "Compact"), the Commission is established to fulfill the objectives of the Compact through a means of joint cooperative action among the Member States. The purpose of the Compact is to facilitate the interstate practice of physical therapy with the goal of improving public access to physical therapy services in a manner that preserves the regulatory authority of each Member State to protect the public health and safety through the current system of state licensure.

## **Article III. Functions**

In pursuit of the fundamental objectives set forth in the Compact, the Commission shall, as necessary or required, exercise all of the powers and fulfill all of the duties delegated to it by the Member States. The Commission's activities shall include, but are not limited to, the following:

- A. Promulgation of binding rules and operating policies and procedures;
- B. Equitable distribution of the costs, benefits, and obligations of the Compact among the Member States;
- C. Enforcement of Commission Rules, Bylaws, and Operating Policies and Procedures;
- D. Provision of dispute resolution;
- E. Coordination of training and education as it relates to the Compact; and
- F. Collection and dissemination of information concerning the activities of the Compact, as provided by the Compact, or as determined by the Commission to be warranted by, and consistent with, the objectives and provisions of the Compact.

## **Article IV. Bylaws**

As required by the Compact, these Bylaws shall govern the management and operations of the Commission. As adopted and subsequently amended, these Bylaws shall remain at all times subject to, and limited by, the terms of the Compact.

## **Article V. Membership**

### ***Section 1. Member State Representation.***

- A. The Commission Membership shall be comprised as provided by the Compact. Each Member State shall have and be limited to one (1) voting representative, selected by the

physical therapy licensing board (“Member Board”) in the Member State, who shall be the Delegate of the Member State.

- B. Each Member State shall forward the name of its Delegate to the Commission staff within ten (10) business days of selecting a Delegate. Member States should consider whether any real or potential Conflict of Interest exists when selecting their Delegate.
- C. The Member Board of the Member State shall provide notice to the Commission staff within ten (10) business days whenever a vacancy occurs.
- D. Commission staff shall promptly advise the Member Board of the Member State of the need to appoint a new Delegate whenever a vacancy occurs.

***Section 2. Non-Voting, Ex Officio Representation.***

- A. In addition to the Delegates identified in Section 1.A. of this Article, the Commission Membership shall also be comprised of representatives appointed by the two organizations identified in Section 7.D.1.b. & c. of the Compact. These individuals shall be appointed by their respective organizations and serve as non-voting, ex officio members.
- B. The two organizations identified in Section 7.D.1.b. & c. of the Compact shall forward the name of their appointed representative to the Commission staff within ten (10) business days of the appointment. The two organizations identified in Section 7.D.1.b. & c. should consider whether any real or potential Conflict of Interest exists when selecting their appointed representative.
- C. The two organizations identified in Section 7.D.1.b. & c. of the Compact shall provide reasonable notice to the Commission staff whenever a vacancy occurs.
- D. Commission staff shall promptly advise the appropriate staff of the two organizations identified in Section 7.D.1.b. & c. of the need to appoint a new representative whenever a vacancy occurs.

***Section 3. Withdrawal of Membership in the Compact.***

A Member State may withdraw from the Commission by enacting legislation repealing the Compact language. As provided in the Compact, the withdrawal will not take effect until six (6) months after the enactment of the legislation repealing the Compact language.

***Section 4. Suspension and Termination of Membership in the Compact.***

- A. The grounds for default include, but are not limited to, failure of a member state to perform such obligations or responsibilities imposed upon it by the Compact, or the rules and bylaws of the Commission promulgated under the Compact.
- B. If the Commission or the Executive Board determines that a Member State has defaulted in the performance of its obligations or responsibilities under the Compact or the adopted Rules, a representative of the Commission shall:
  - 1. Provide written notice to the defaulting state and other party states of the nature of the default, the proposed means of curing the default, and any action to be taken by the Commission; and

2. Provide remedial training and specific technical assistance regarding the default to the Delegate of the Member State, including potential ways to cure the default.
3. If the default is not cured, the Member State's membership in the Commission shall be suspended upon a two-thirds (2/3rds) vote of the Commission. The motion to suspend membership must include the nature of the default and proposed means of timely curing the default.
4. Following a vote to suspend membership, a representative of the Commission shall send notice of the Commission's decision to the suspended Member State's Delegate, Governor and majority and minority leaders of the legislature, in addition to the board administrator and Delegate of all Member States, within ten (10) business days.
5. If the Commission determines upon majority vote that the default is not timely cured, a Notice of Intent to Terminate shall be sent to the board administrator and Delegate of all Member States and by certified mail to the Delegate, Governor and majority and minority leaders of the legislature of the defaulting state. The Notice shall indicate that if the default is not cured as directed by the Commission within the timeframe specified in the Notice, the Commission will proceed to vote to Terminate membership in the Compact.

## **Article VI. Compact Commission, Officers, and Executive Board**

### ***Section 1. Officers.***

The Officers of the Commission shall be the Chair, Vice Chair, and Secretary/Treasurer. The officers shall be duly appointed Delegates from Member States.

### ***Section 2. Executive Board.***

The Executive Board will consist of the Officers of the Commission, four At Large Members, one ex officio non-voting member selected by and representing the organization listed in Section 7.D.1.b. of the Compact, as identified in Rules, and one ex officio non-voting member selected by and representing the organization listed in Section 7.D.1.c. of the Compact, as identified in Rules. The At Large Members shall be duly appointed Delegates from Member States.

A majority of the voting members of the Executive Board will constitute a quorum.

The Executive Board has the power to act on behalf of the Commission according to the terms of the Compact.

### ***Section 3. Duties of the Officers and At Large Members of the Executive Board.***

#### **A. Chair**

1. Preside at all meetings of the Commission.
2. Preside at all meetings of the Executive Board.
3. Serve as non-voting, ex officio member of all committees.

4. Schedule Executive Board meetings as required.
5. Work with Executive Board members, complete specific strategies in support of the Commission's mission, vision, and goals.
6. Assume such other duties as the Executive Board may delegate.

**B. Vice Chair**

1. Succeed to the office of Chair for the remainder of the term in case of a vacancy in that office.
2. Assume the duties of the Chair in his or her absence or incapacitation.
3. Work with Executive Board members, complete specific strategies in support of the Commission's mission, vision, and goals.
4. Assume such other duties as the Executive Board may delegate.

**C. Secretary/Treasurer**

1. Work with Compact staff to ensure that attendance, votes, and the proceedings of the Executive Board and Compact Commission meetings are recorded and maintained in the permanent records of the Commission.
2. Conduct roll call of Delegates at any meeting of the Compact Commission and Executive Board meetings the official records and to establish the presence of a quorum.
3. Ensure that Compact staff takes and distributes the minutes in a timely manner.
4. Ensure that copies of the minutes of Executive Board meetings are approved as appropriate.
5. Make an annual fiscal report to the Commission.
6. Work with Compact staff to prepare a recommended budget and present it to the Executive Board for approval to submit to the Compact Commission for adoption.
7. Inform Executive Board members of the Commission's financial status at Executive Board meetings.
8. Ensure that an annual, independent audit is conducted and the auditor's recommendations are addressed.
9. Monitor the Commission's financial status, financial policies, and programs.
10. Help the Chair ensure that adequate resources are available to fund Commission programs.
11. Work with Executive Board members to complete specific strategies in support of the Commission's mission, vision, and goals.
12. Assume such other duties as the Executive Board may delegate.

**D. At Large Member**

1. Work with Executive Board members to complete specific strategies in support of the Commission's mission, vision, and goals.
2. Assume such other duties as the Executive Board may delegate.

***Section 4. Election and Succession of the Executive Board.***

- A. Members of the Executive Board will be elected for a term of two (2) years or until their successors are elected and assume office.

- B. Members of the Executive Board cannot serve more than two consecutive full terms in the same office.
- C. Elections for the Chair, Secretary/Treasurer, and 2 At Large Member positions shall occur at the annual meeting in odd-numbered years.
- D. Elections for the Vice Chair and 2 At Large Member positions shall occur at the annual meeting in even-numbered years. The individuals elected to these positions at the first annual meeting in November 2017 shall serve until the annual meeting in November 2018.
- E. Members of the Executive Board will assume office at the close of the annual meeting at which the individuals are elected.
- F. Members of the Executive Board so elected shall serve without compensation or remuneration, except as provided by the Compact.

### ***Section 5. Vacancies in Office.***

#### **A. Chair**

The Vice Chair will fill a vacancy occurring in the office of Chair for the remainder of the unexpired term.

#### **B. Vice Chair or Secretary/Treasurer**

A vacancy occurring in the position of Vice Chair or Secretary/Treasurer between meetings of the Commission may be filled by appointment by the Executive Board. The appointee will serve for the remainder of the unexpired term.

#### **C. At Large Members**

A vacancy occurring in the position of At Large Member between meetings of the Commission may be filled by appointment by the Executive Board. The appointee will serve for the remainder of the unexpired term.

#### **D. Vacancy Due to Election**

If a vacancy occurs on the Executive Board as a result of an election, a second election shall be required. All candidates who were slated for any position on the Executive Board and were not elected in the first election will be slated in the second election unless they have indicated otherwise.

### ***Section 6. Removal from Office.***

#### **A. Member of the Executive Board**

1. The Executive Board may, by a vote of two-thirds (2/3rds) of the membership of the Executive Board, decide that a member of the Executive Board: has a Conflict of Interest; has become incapacitated and unable to fulfill his/her duties; or has engaged in conduct constituting Cause. In that event, the Executive Board member will be removed or, in the case of Conflict of Interest, resolve the Conflict of Interest to the satisfaction of the Executive Board. The affected Executive Board member will not vote on, and may be excluded from the discussion of, the issues. The decision of the Executive Board is final.
2. A member of the Executive Board may be removed from office for Cause by a two-thirds (2/3rds) vote of the Delegates voting at any meeting of the Commission. Cause is defined as conduct that is or could be detrimental to the good name of the



- organization, potentially or actually disturbs its wellbeing or potentially or actually hampers its work.
3. The removal of a member of the Executive Board in accordance with this section of the Bylaws does not impact that individual's status as the Delegate from the Member State or as the non-voting, ex officio member appointed by one of the organizations identified in Section 7.D.1.b. & c. of the Compact.

#### **B. Member State Delegate**

The Delegate from a Member State may be removed or suspended from office as provided by the law in that Member State.

### ***Section 7. Conduct of Business of the Executive Board.***

#### **A. Public Notice of Meetings**

1. The Executive Board shall meet at least once each calendar year at a time and place to be determined by the Executive Board.
2. Additional meetings may be scheduled at the discretion of the Chair, and must be called upon the request of a majority of the Executive Board.
3. Notice of meetings shall be made at least thirty (30) days before the scheduled meeting date. The meeting notice shall be published on the Commission's website and sent to the board administrator of the Member Board in all Member States.
4. The meeting agenda, including meeting start time and telecommunications information, shall be published on the Commission's website and sent to the board administrator of the Member Board in all Member States no later than seven (7) days before the meeting date. Additional agenda items requiring Executive Board action may not be added to the final agenda, except by an affirmative vote of a majority of the Executive Board.
5. If a special meeting is called, the notice shall be made at least twenty-four (24) hours before the scheduled meeting. The notice shall include the topic(s) that will be discussed at the special meeting. No additional agenda items may be added to the agenda. The notice of a special meeting shall be published on the Commission's website and sent to the board administrator of the Member Board in all Member States.

#### **B. Closed Session**

1. Except as provided for in the Compact, all meetings of the Executive Board are open to the public.
2. The Compact authorizes 10 reasons the Executive Board may convene in a closed, non-public meeting. The Commission's legal counsel or designee will certify which of the 10 reasons for which the meeting, or portions of the meeting, is being closed.
3. The Executive Board may meet in closed session only after a majority of the Executive Board votes to convene in a closed, non-public meeting. The vote to convene in a closed session must be done by a roll call vote that reveals the vote of each member of the Executive Board.

4. Consultants, staff, resource individuals, or guests necessary to address the issues may be allowed to attend the closed session at the discretion of the Chair or by a majority vote of the Executive Board.

**C. Duties of the Executive Board**

1. Recommending the following to the full Commission:
  - a. Changes to the Rules or Bylaws.
  - b. Changes to the Compact language.
  - c. Fees/dues paid by Member States.
  - d. Fee charged by the Commission to a licensee purchasing a Compact Privilege.
2. Ensuring administrative services are provided appropriately, including managing any contracts for administrative services.
3. Preparing and recommending to the full Commission an annual budget.
4. Maintaining the financial records on behalf of the Commission.
5. Establishing additional committees, if necessary.
6. Monitoring Member State compliance with the terms of the Compact, including these Bylaws and Rules adopted by the Commission.
7. Delegating appropriate functions and tasks to the Compact Commission Administrator.
8. Any other duties provided for in these Bylaws and Rules adopted by the Commission.

***Section 8. Compact Commission.***

The Physical Therapy Compact Commission is a joint public agency created and established by the Member States.

A majority of the Commission will constitute a quorum.

***Section 9. Duties of the Compact Commission Delegates.***

- A. Represent their Member State in all meetings of the Commission.
- B. Attend the annual meeting of the Commission, and any other meetings of the Commission.
- C. Participate in the business and affairs of the Commission.
- D. Vote on the promulgation of Rules and creation of Bylaws.

***Section 10. Conduct of Business of the Compact Commission.***

**A. Public Notice of Meetings**

1. The Commission shall meet at least once each calendar year at a time and place to be determined by the Commission.
2. Additional meetings may be scheduled at the discretion of the Chair, and must be called upon the request of a majority of the Commission.
3. Notice of meetings shall be made at least thirty (30) days before the scheduled meeting date. The meeting notice shall be published on the Commission's website and sent to the board administrator of the Member Board in all Member States.

4. The meeting agenda, including meeting start time and telecommunications information, shall be published on the Commission's website and sent to the board administrator of the Member Board in all Member States no later than seven (7) days before the meeting date. Additional agenda items requiring Commission action may not be added to the final agenda, except by an affirmative vote of a majority of the Commission.
5. If a special meeting is called, the notice shall be made at least twenty-four (24) hours before the scheduled meeting. The notice shall include the topic(s) that will be discussed at the special meeting. No additional agenda items may be added to the agenda. The notice of a special meeting shall be published on the Commission's website and sent to the board administrator of the Member Board in all Member States.

**B. Notice of Proposed Rulemaking**

1. Notice of Proposed Rulemaking shall be made at least thirty (30) days before a meeting at which the Commission reviews and plans to adopt, amend, or rescind a rule.
2. The meeting notice shall be published on the Commission's website and sent to the Member Board in all Member States for publishing on the board's website.
3. The meeting notice shall include information about the meeting time and location, the text of the proposed changes, and the mechanism and timeframe in which interested parties may indicate intention to attend the public meeting and/or submit written comments on the proposed changes.
4. The Commission may proceed with the proposed changes without a public hearing if no written notice of intent to attend by interested parties is timely received.
5. The Commission must hold a public hearing if it is requested in the manner outlined in Section 9.G. of the Compact.

**C. Closed Session**

1. Except as provided for in the Compact, all meetings of the Commission are open to the public.
2. The Compact authorizes ten (10) reasons the Commission, the Executive Board, or other committees of the Commission may convene in a closed, non-public meeting. The Commission's legal counsel or designee will certify which of the 10 reasons for which the meeting is being closed.
3. The Commission may meet in closed session only after a majority of the Commission votes to convene in a closed, non-public meeting. The vote to convene in a closed session must be done by a roll call vote that reveals the vote of each member of the Commission.
4. Consultants, staff, resource individuals, or guests necessary to address the issues may be allowed to attend at the discretion of the Chair or by a majority vote of the Commission.

**D. Election Results**

1. When reporting election results to the Commission, the number of votes received by each candidate will not be announced.

2. The number of votes received by each candidate will be provided to the Executive Board, the candidates, or individual voting Delegates upon request.
3. Results and original ballots will be maintained by Compact staff for one year after the date of the election.

#### **E. Seating**

1. All voting Delegates, the individuals appointed to represent the two organizations identified in Section 7.D.1.b. & c. of the Compact, and appropriate Commission staff shall be seated together in a separate designated area.
2. All other attendees will be seated outside of the designated area.

#### **F. Rights and Privileges of Individuals Other than Delegates and Section 7.D.1.b. & c. Appointees (“Non-Delegates”)**

1. Adding Item to the Agenda.  
Upon written request to the Commission at least ten (10) business days prior to the meeting date, any person who desires to add an item to the agenda and present a statement shall be afforded an opportunity to present an oral statement to the Commission at an open meeting. If the request is not made at least ten (10) business days prior to the meeting date, the Chair will determine whether to add the item to the agenda.
2. Speaking During a Public Meeting.  
Non-Delegates may attend Commission meetings and speak during the public comment period.
3. At the discretion of the Chair, consultants, staff, resource individuals, or other guests may speak to address an issue on the agenda, other than the situations identified in Section 10.F.1.&2. of this Article of the Bylaws.
4. The Chair may limit the time and manner of any statements from non-delegates at any open meeting.
5. Nothing in this Section of the Bylaws shall apply to public rules hearings held in accordance with Section 9.H. of the Compact.

#### **G. Conduct of Business by Mail or Electronically**

1. When business is conducted by telecommunications, all members must be notified in advance. Commission staff will establish an electronic mechanism for Delegates to participate in the meeting.
2. If a Delegate is unable to attend an in-person meeting of the Commission, the Member State must notify Commission staff at least ten (10) business days prior to the date of the meeting to allow sufficient time for Commission staff to establish an electronic mechanism for the Delegate to participate in the meeting.
3. For ballot votes, the Delegate will electronically submit his or her vote to Commission staff. For voice votes, the Delegate will vote via phone.

#### **H. Duties of the Commission**

1. Adopt changes to the Rules or Bylaws.
2. Adopt changes to the Compact language.
3. Adopt in rule the fees/dues to be paid by Member States.

4. Adopt in rule the fee charged by the Commission to a licensee purchasing a Compact Privilege.
5. Adopt the budget based on the recommendation from the Executive Board.
6. Enter into contracts for the provision of personnel and other administrative services.
7. Enforce Member State compliance with the terms of the Compact, including these Bylaws and Rules adopted by the Commission.
8. Perform any other necessary or appropriate duties authorized by the Compact.

***Section 11. Conflict of Interest.***

- A. The Commission shall adopt a conflict of interest policy that addresses how to resolve potential conflicts of interest.
- B. Delegates shall recuse themselves from voting on any issue where a conflict of interest is determined to exist.

**Article VII. Committees and Task Forces**

***Section 1. Standing Committees of the Commission.***

The Commission may establish Standing Committees as deemed necessary to carry on the work of the Commission. The specific functions of any standing committees established by the Commission are described in the Policies.

Membership of Standing Committees of the Commission shall be appointed by the Commission for terms outlined in the Policies or Bylaws. The Commission may appoint individuals other than the Member State's Delegate to serve on Standing Committees of the Commission.

- A. Elections Committee.  
The Elections Committee will consist of two Delegates, who are not on the Executive Board or slated for election. Committee member terms will expire at the close of the following year's annual Commission meeting.

***Section 2. Standing Committees of the Executive Board.***

The Executive Board may establish Standing Committees from time to time as the Executive Board deems necessary to carry on the work of the Executive Board. The specific functions of any standing committees established by the Executive Board are described in the Policies.

Membership of Standing Committees of the Executive Board shall be appointed by the Executive Board for terms outlined in the Policies or Bylaws. The Executive Board may appoint individuals other than the Member State's Delegate to serve on Standing Committees of the Executive Board.

- A. Finance Committee

The Committee will consist of at least three members. The Secretary/Treasurer shall serve as Chair of the Committee. Committee member terms will expire at the close of the following year's annual Commission meeting.

B. Rules and Bylaws Committee

The Committee will consist of at least three members. The Vice Chair shall serve as Chair of the Committee. Committee member terms will expire at the close of the following year's annual Commission meeting.

***Section 3. Task Forces.***

Task forces may be established by the Executive Board and the Commission may recommend that the Executive Board establish a task force. Membership will consist of a number sufficient to complete the assigned task and will be assigned for a specific time frame. Individuals other than the Member State's Delegate may be appointed to serve on task forces.

**Article VIII. Commission Personnel**

***Section 1. Commission Staff.***

The Executive Board may hire a Compact Commission Administrator, who shall serve at the pleasure of the Executive Board. In lieu of hiring a Compact Commission Administrator, the Executive Board may enter into a contract with a third party for the provision of services, including those of a Compact Commission Administrator. The Compact Commission Administrator shall hire and supervise such other staff as may be authorized by the Commission.

***Section 2. Duties of the Compact Commission Administrator.***

As the Commission's principal administrator, the Compact Commission Administrator shall perform such other duties as may be delegated by the Commission, the Executive Board, or required by the Compact and these Bylaws, including, but not limited to, the following:

- A. Recommend general policies and program initiatives for the Commission's consideration;
- B. Recommend for the Commission's consideration administrative personnel policies governing the recruitment, hiring, management, compensation and dismissal of Commission staff;
- C. Implement and monitor administration of all policies, programs, and initiatives adopted by the Commission;
- D. Prepare draft annual budgets for the Executive Board's consideration;
- E. Monitor all Commission expenditures for compliance with approved budgets, and maintain accurate records of the Commission's financial account(s);
- F. Monitor Member State compliance with the terms of the Compact, including these Bylaws and Rules adopted by the Commission;
- G. Execute contracts on behalf of the Commission as directed;
- H. Receive service of process on behalf of the Commission;
- I. Prepare and disseminate all required reports and notices directed by the Commission; and

- J. Otherwise assist the Executive Board in the performance of its duties under Article VI herein.

## **Article IX. Qualified Immunity, Defense, and Indemnification**

### ***Section 1. Immunity.***

The Commission, its Members, officers, Compact Commission Administrator, and employees shall be immune from suit and liability, either personally or in their official capacity, for any claim for damage to or loss of property or personal injury or other civil liability caused or arising out of or relating to any actual or alleged act, error, or omission that occurred, or that such person had a reasonable basis for believing occurred within the scope of Commission employment, duties, or responsibilities; provided, that any such person shall not be protected from suit or liability, or both, for any damage, loss, injury, or liability caused by the intentional or willful and wanton misconduct of any such person.

### ***Section 2. Defense.***

Subject to the provisions of the Compact and Rules promulgated thereunder, the Commission shall defend the Delegate of a Member State, his or her representatives or employees, or the Commission, and its representatives or employees in any civil action seeking to impose liability against such person arising out of or relating to any actual or alleged act, error or omission that occurred within the scope of Commission employment, duties, or responsibilities or that such person had a reasonable basis for believing occurred within the scope of Commission employment, duties or responsibilities; provided, that the actual or alleged act, error, or omission did not result from gross negligence or intentional wrongdoing on the part of such person.

### ***Section 3. Indemnification.***

The Commission shall indemnify and hold the Delegate of a Member State, his or her representatives or employees, or the Commission, and its representatives or employees, harmless in the amount of any settlement or judgment obtained against such person arising out of or relating to any actual or alleged act, error, or omission that occurred within the scope of Commission employment, duties, or responsibilities or that such person had a reasonable basis for believing occurred within the scope of Commission employment, duties, or responsibilities; provided, that the actual or alleged act, error, or omission did not result from gross negligence or intentional wrongdoing on the part of such person.

## **Article X. Finance**

### ***Section 1. Fiscal Year.***

The Fiscal Year of the Commission shall be January 1 through December 31.

***Section 2. Budget.***

The Commission shall operate on an annual budget cycle and shall, in any given year, adopt budgets for the following fiscal year or years only after notice and comment as provided by the Compact.

***Section 3. Dues.***

Each Member State shall pay an annual assessment in accordance with Section 7.F.3. of the Compact. The amount of the annual assessment will be specified in the Rules adopted by the Commission and shall be sent timely to be received no later than ninety (90) after the start of the fiscal year. A Member State will be ineligible to vote on any matters that come before the Commission if the annual assessment is not received within the 90 day timeframe. Voting rights will be restored once the Member State pays the annual assessment. If the assessment is not paid within six (6) months after the start of the fiscal year, the Commission will take appropriate enforcement action in accordance with the Rules adopted by the Commission.

***Section 4. Authority to Expend and Disperse Money.***

No Delegate or employee of the Commission will have the right or authority to expend any money of the Commission, to incur any liability in its behalf, or to make any commitment which binds the Commission to any expense or financial liability, unless such expenditure, liability, or commitment has been incorporated in the budget or the Executive Board has made an appropriation or has approved a policy to pay same. The Commission may assume debt as a means of financing operations, including credit facilities such as a line of credit. The Commission shall monitor its own and its committees' affairs for compliance with all provisions of the Compact, its Rules, and these Bylaws governing the incursion of debt and the pledging of credit.

***Section 5. Accounting and Audit.***

The financial records of the Commission will be audited annually by an independent certified public accountant. The audit report will be presented to the Executive Board when the report is received and to the full Commission at the Commission's annual meeting. The report shall also be made available to the public and shall be included in and become part of the annual report to the Governors, legislatures, and judiciary of the Member States.

The Commission's internal accounts, any workpapers related to any internal audit, and any workpapers related the independent audit shall be confidential; provided, that such materials shall be made available: (1) in compliance with the order of any court of competent jurisdiction; (2) pursuant to such reasonable Rules as the Commission shall promulgate; and (3) to any Delegate of a Member State, or their duly authorized representatives.

***Section 6. Travel Reimbursements.***

Subject to the availability of budgeted funds and unless otherwise provided by the Commission, Delegates may be reimbursed for any actual and necessary expenses incurred pursuant to their



attendance at all duly convened meetings of the Commission, its committees as provided by the Compact, or the Executive Board.

#### **Article XI. Withdrawal, Default, and Termination**

Member States may withdraw from the Compact only as provided by the Compact. The Commission may suspend and/or terminate a Member State as provided by the Compact.

#### **Article XII. Parliamentary Authority**

Matters of parliamentary procedure not covered by these Bylaws shall be governed by the current edition of *Robert's Rules of Order Newly Revised*.

#### **Article XIII. Adoption and Amendment of Bylaws**

Any Bylaw may be adopted, amended, or repealed by a majority vote of the Commission, provided that written notice and the full text of the proposed action is provided to all Delegates of Member States at least thirty (30) days prior to the meeting at which the action is to be considered. Failing the required notice, a two-third (2/3rds) vote of the Delegates of Member States shall be required for such action.

#### **Article XIV. Dissolution of the Compact**

The Compact shall dissolve effective upon the date of the withdrawal or the termination by default of a Member State which reduces Membership in the Compact to one Member State as provided by the Compact.

Upon dissolution of the Compact, the Compact becomes null and void and shall be of no further force or effect, and the business and affairs of the Commission shall be concluded in an orderly manner and according to applicable law.