

# Cosmetology Licensure COMPACT

## COSMETOLOGY LICENSURE COMPACT COMMISSION

### BYLAWS

#### ARTICLE I

##### Commission Purpose, Function and Bylaws

###### **Section 1. Purpose.**

Pursuant to the terms of the Cosmetology Licensure Compact, (the “Compact”), the Cosmetology Licensure Compact Commission (the “Commission”) is established to fulfill the objectives of the Compact, through a means of joint cooperative action among the Member States, namely, to facilitate the interstate practice of cosmetology and improve public access to cosmetology services by establishing a pathway for licensed Cosmetologists to obtain authorization to practice in other states participating in the Compact.

###### **Section 2. 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: the promulgation of binding rules and operating procedures; equitable distribution of the costs, benefits and obligations of the Compact among the Member States; enforcement of Commission Rules, Operating Procedures and Bylaws; provision of dispute resolution; Coordination of training and education; and the 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.

###### **Section 3. 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 II

##### Membership

###### **Section 1. Purpose.**

The Commission Membership shall be comprised as provided by the Compact.

###### **Section 2. Commissioners.**

31 Each Member State shall have and be limited to one delegate. A delegate shall be the commissioner  
32 of the Member State. Each Member State shall forward the name of its commissioner to the  
33 national office of the Commission, who will advise the Commission chairperson. The national  
34 office of the Commission shall promptly advise the appropriate appointing authority of the  
35 Member State of the need to appoint a new commissioner upon the expiration of a designated term  
36 or the occurrence of mid-term vacancies. If a resignation of a commissioner occurs or a change is  
37 made by the state appointing authority, it is the responsibility of the Member State to inform the  
38 Commission of the vacancy or change. Any Member State delegate vacancy shall be filled by the  
39 Member State within sixty (60) days of the vacancy.

### 40 ARTICLE III

#### 41 Officers

##### 42 **Section 1. Election and Succession.**

43 The officers of the Commission shall include a Chairperson, Vice Chairperson, Secretary and  
44 Treasurer. The officers shall be duly appointed Commission delegates. Officers shall be elected  
45 annually by the Commission at any meeting at which a quorum is present and shall serve for one  
46 year or until their successors are elected by the Commission. The officers so elected shall serve  
47 without compensation or remuneration, except as provided by the Compact.

##### 48 **Section 2. Duties.**

49 The officers shall perform all duties of their respective offices as provided by the Compact and  
50 these Bylaws. Such duties shall include, but are not limited to, the following:

- 51 a. *Chairperson.* The Chairperson shall call and preside at all meetings of the Commission,  
52 shall prepare agendas for such meetings, shall make appointments to all committees of  
53 the Commission and, in accordance with the Commission's directions, or subject to  
54 ratification by the Commission, shall act on the Commission's behalf during the  
55 interims between Commission meetings.  
56
- 57 b. *Vice Chairperson.* The Vice Chairperson shall, in the absence or at the direction of the  
58 Chairperson, perform any or all of the duties of the Chairperson. In the event of a  
59 vacancy in the office of Chairperson, the Vice Chairperson shall serve as acting until a  
60 new Chairperson is elected by the Commission.  
61
- 62 c. *Secretary.* The Secretary shall keep minutes of all Commission meetings and shall act  
63 as the custodian of all documents and records pertaining to the status of the Compact  
64 and the business of the Commission.  
65
- 66 d. *Treasurer.* The Treasurer, with the assistance of the Commission's executive director,  
67 shall act as custodian of all Commission funds and shall be responsible for monitoring  
68 the administration of all fiscal policies and procedures set forth in the Compact or  
69 adopted by the Commission. Pursuant to the Compact, the treasurer shall execute such  
70 bond as may be required by the Commission covering the treasurer, the executive

71 director and any other officers, Commission delegates and Commission personnel, as  
72 determined by the Commission, who may be responsible for the receipt, disbursement,  
73 or management of Commission funds.  
74

75 **Section 3. Costs and Expense Reimbursement.**

76 Subject to the availability of budgeted funds, the officers shall be reimbursed for any actual and  
77 necessary costs and expenses incurred by the officers in the performance of their duties and  
78 responsibilities as officers of the Commission.

79 **ARTICLE IV**

80 **Executive Committee**

81 **Section 1. Powers, Duties, and Responsibilities.**

82 The Executive Committee shall have the power to act on behalf of the Commission according to  
83 the terms of this Compact. The powers, duties and responsibilities of the Executive Committee  
84 shall include:

- 85 a. Overseeing the day-to-day activities of the administration of the Compact including  
86 compliance with the provisions of the Compact, the Commission's Rules and bylaws;  
87
- 88 b. Recommending to the Commission changes to the Rules or bylaws, changes to this  
89 Compact legislation, fees charged to Compact Member States, fees charged to  
90 Licensees and other fees;  
91
- 92 c. Ensuring Compact administration services are appropriately provided, including by  
93 contract;  
94
- 95 d. Preparing and recommending the budget;  
96
- 97 e. Maintaining financial records on behalf of the Commission;  
98
- 99 f. Monitoring Compact compliance of Member States and providing compliance reports  
100 to the Commission;  
101
- 102 g. Establishing additional committees as necessary;  
103
- 104 h. Exercising the powers and duties of the Commission during the interim between  
105 Commission meetings, except for adopting or amending Rules, adopting or amending  
106 these Bylaws and exercising any other powers and duties expressly reserved to the  
107 Commission by Rule or these Bylaws.

108 **Section 2. Composition of Executive Committee**

109 The Executive Committee shall be composed of seven (7) members:

- 110 a. The Chair, Vice Chair, Secretary and Treasurer of the Commission and any other  
111 delegates of the Commission who serve on the Executive Committee shall be voting  
112 delegates of the Executive Committee; and  
113  
114 b. Other than the Chair, Vice Chair, Secretary and Treasurer, the Commission shall elect  
115 three (3) voting delegates from the current delegates of the Commission.  
116 The Commission may remove any member of the Executive Committee by an affirmative vote of  
117 a majority of the current delegates of the Commission.

118 **Section 3. Executive Committee Meetings.**

119 The Executive Committee shall meet at least once each calendar year at a time and place to be  
120 determined by the Executive Committee.

121 Annual meetings, as well as any meeting at which the Executive Committee does not take or intend  
122 to take formal action on a matter for which a Commission vote would otherwise be required, shall  
123 be open to the public, except that the Executive Committee may meet in a closed, non-public  
124 session of a public meeting when dealing with any of the matters for which the Commission is  
125 authorized to convene in a closed, non-public meeting under the Compact.

126 The Executive Committee shall give five (5) business days' notice of its public meetings, posted  
127 on its website and as it may otherwise determine to provide notice to persons with an interest in  
128 the public matters the Executive Committee intends to address at those meetings.

129 The Executive Committee may hold an emergency meeting when acting for the Commission to:

- 130 a. Meet an imminent threat to public health, safety or welfare;  
131  
132 b. Prevent a loss of Commission of Member State funds; or  
133  
134 c. Protect public health and safety.  
135

136 **ARTICLE V**

137 **Qualified Immunity, Defense and Indemnification**

138 **Section 1. Immunity.**

139 The delegates, officers, executive director, employees and representatives of the Commission shall  
140 be immune from suit and liability, both personally and in their official capacity, for any claim for  
141 damage to or loss of property or personal injury or other civil liability caused by or arising out of  
142 any actual or alleged act, error, or omission that occurred, or that the person against whom the  
143 claim is made had a reasonable basis for believing occurred within the scope of Commission  
144 employment, duties or responsibilities; provided that nothing in this paragraph shall be construed  
145 to protect any such person from suit or liability for any damage, loss, injury or liability caused by  
146 the intentional or willful or wanton misconduct of that person. The procurement of insurance of  
147 any type by the Commission shall not in any way compromise or limit the immunity granted  
148 hereunder.

149 **Section 2. Defense.**

150 Subject to the provisions of the Compact and Rules promulgated thereunder, the Commission shall  
151 defend any delegate, officer, executive director, employee and representative of the Commission  
152 in any civil action seeking to impose liability arising out of any actual or alleged act, error or  
153 omission that occurred within the scope of Commission employment, duties or responsibilities, or  
154 as determined by the Commission that the person against whom the claim is made had a reasonable  
155 basis for believing occurred within the scope of Commission employment, duties or  
156 responsibilities; provided that nothing herein shall be construed to prohibit that person from  
157 retaining their own counsel at their own expense; and provided further, that the actual or alleged  
158 act, error or omission did not result from that person's intentional or willful or wanton misconduct.

159 **Section 3. Indemnification.**

160 Notwithstanding Section 1 of this Article V, the Commission shall indemnify and hold harmless  
161 any delegate, officer, executive director, employee or representative of the Commission for the  
162 amount of any settlement or judgment obtained against that person arising out of any actual or  
163 alleged act, error or omission that occurred within the scope of Commission employment, duties  
164 or responsibilities, or that such person had a reasonable basis for believing occurred within the  
165 scope of Commission employment, duties or responsibilities, provided that the actual or alleged  
166 act, error or omission did not result from the intentional or willful or wanton misconduct of that  
167 person.

168 **ARTICLE VI**

169 **Meetings of the Commission**

170 **Section 1. Meetings and Notice.**

171 The Commission shall meet at least once each calendar year at a time and place to be determined  
172 by the Commission. Additional meetings may be scheduled at the discretion of the chairperson,  
173 and must be called upon the request of a majority of Commission delegates, as provided by the  
174 Compact. All Commission delegates shall be given written notice of Commission meetings at least  
175 thirty (30) days prior to their scheduled dates. Final agendas shall be provided to all Commission  
176 delegates no later than ten (10) days prior to any meeting of the Commission. Thereafter, additional  
177 agenda items requiring Commission action may not be added to the final agenda, except by an  
178 affirmative vote of a majority of the delegates. All Commission meetings shall be open to the  
179 public, except as set forth in Commission Rules or as otherwise provided by the Compact. Prior  
180 public notice shall be posted on the Commission's website at least thirty (30) days prior to the  
181 public meeting. A meeting may be closed to the public where the Commission determines by two-  
182 thirds (2/3rds) vote of its delegates that there exists at least one of the conditions for closing a  
183 meeting, as provided by the Compact or Commission Rules. For any closed meeting, the presiding  
184 officer shall state that the meeting will be closed and reference the relevant provision of the  
185 Compact and/or Commission Rules serving as the basis for the closure, and such reference shall  
186 be recorded in the meeting minutes.

187 **Section 2. Quorum.**

188 Commission delegates representing a majority of the Member States shall constitute a quorum for  
189 the transaction of business, except as otherwise required in these Bylaws. The participation of a  
190 Commission delegate from a Member State in a meeting is sufficient to constitute the presence of  
191 that state for purposes of determining the existence of a quorum, provided the delegate present is  
192 entitled to vote on behalf of the Member State represented. The presence of a quorum must be  
193 established before any vote of the Commission can be taken.

194 **Section 3. Voting.**

195 Each Member State represented at any meeting of the Commission by its delegate is entitled to  
196 one vote. A delegate shall vote himself or herself and shall not delegate his or her vote to another  
197 delegate. Delegates may participate in meetings by telephone or other means of  
198 telecommunication or electronic communication. Except as otherwise required by the Compact  
199 or these Bylaws, any question submitted to a vote of the Commission shall be determined by a  
200 simple majority.

201 **Section 4. Procedure.**

202 Matters of parliamentary procedure not covered by these Bylaws shall be governed by Robert's  
203 Rules of Order.

204 **Section 5. Minutes.**

205 The Commission shall keep minutes that fully and clearly describe all matters discussed in a  
206 meeting and shall provide a full and accurate summary of actions taken, and the reasons therefore,  
207 including a description of the views expressed. All documents considered in connection with an  
208 action shall be identified in such minutes. All minutes and documents of a closed meeting shall  
209 remain under seal, subject to release only by a majority vote of the Commission or order of a court  
210 of competent jurisdiction.

211 **Section 6. Annual Report**

212 The Commission shall adopt and provide an annual report to the Member States, as provided by  
213 the Compact.

214 **ARTICLE VII**

215 **Committees**

216 The Commission may establish such committees as it deems necessary to carry out its objectives,  
217 which shall include, but not be limited to Finance, Rules, Compliance, Training, Communications  
218 and Outreach, and Leadership Nomination. The composition, procedures, duties, budget and  
219 tenure of such committees shall be determined by the Commission.

220 **ARTICLE VIII**

221 **Finance**

222 **Section 1. Fiscal Year.**

223 The Commission's fiscal year shall begin on July 1 and end on June 30.

224 **Section 2. Budget.**

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

228 **Section 3. Accounting and Audit.**

229 The Commission, through the Executive Committee, shall keep accurate and timely accounts of  
230 its internal receipts and disbursements of the Commission funds, other than receivership assets.  
231 The Commission's financial accounts and reports, including the Commission's system of internal  
232 controls and procedures, shall be audited annually by an independent certified or licensed public  
233 accountant. As required by the Compact, the report of such independent audit shall be included in  
234 and become part of the Commission's annual report to the Member States. The Commission's  
235 internal accounts, any workpapers related to any internal audit and any workpapers related the  
236 independent audit shall be confidential; provided, that such materials shall be made available: 1)  
237 in compliance with the order of any court of competent jurisdiction; ii) pursuant to such reasonable  
238 rules as the Commission shall promulgate; and iii) to any commissioner of a Member State, or  
239 their duly authorized representatives.

240 **Section 4. Public Participation in Meetings.**

241 Upon prior written request to the Commission, any person who desires to present a statement on a  
242 matter that is on the agenda shall be afforded an opportunity to present an oral statement to the  
243 Commission at an open meeting. The chairperson may, depending on the circumstances, afford  
244 any person who desires to present a statement on a matter that is on the agenda an opportunity to  
245 be heard absent a prior written request to the Commission. The chairperson may limit the time and  
246 manner of any such statements at any open meeting.

247 **Section 5. Debt Limitations.**

248 The Commission shall monitor its own and its committees' affairs for compliance with all  
249 provisions of the Compact, its rules and these Bylaws governing the incursion of debt and the  
250 pledging of credit.

251 **Section 6. Travel Reimbursements.**

252 Subject to the availability of budgeted funds and unless otherwise provided by the Commission,  
253 Commission delegates shall be reimbursed for any actual and necessary expenses incurred  
254 pursuant to their attendance at all duly convened meetings of the Commission or its committees as  
255 provided by the Compact.

256 **ARTICLE IX**

257

**Withdrawal, Default, and Termination**

258 Member States may withdraw from the Compact only as provided by the Compact. The  
259 Commission may terminate a Member State as provided by the Compact.

260

**ARTICLE X**

261

**Adoption and Amendment of Bylaws**

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

267

**ARTICLE XI**

268

**Dissolution of the Compact**

269 The Compact shall dissolve effective upon the date of the withdrawal or the termination by default  
270 of a Member State which reduces Membership in the Compact to one Member State as provided  
271 by the Compact. Upon dissolution of the Compact, the Compact becomes null and void and shall  
272 be of no further force or effect, and the business and affairs of the Commission shall be concluded  
273 in an orderly manner and according to applicable law. Each Member State in good standing at the  
274 time of the Compact's dissolution shall receive a pro rata distribution of surplus funds based upon  
275 a ratio, the numerator of which shall be the amount of its last paid annual assessment, and the  
276 denominator of which shall be the sum of the last paid annual assessments of all Member States in  
277 good standing at the time of the Compact's dissolution. A Member State is in good standing if it  
278 has paid its assessments timely.