BYLAWS OF THE NATIONAL COMMISSION FOR THE CERTIFICATION OF CRANE OPERATORS, INC.

Adopted January 23, 1995
Revised July 29, 1996, April 20, 1997, September 25, 1997, April 26, 1998, May 24, 2005, October 9, 2006, February 27, 2007

ARTICLE I - NAME AND LOCATION

Section 1. The name of the association shall be the **National Commission for the Certification of Crane Operators, Inc.**, ("NCCCO").

Section 2. The principal office of NCCCO shall be in Fairfax, Virginia. NCCCO may have such other offices as may from time to time be authorized by the Board of Directors ("Board").

ARTICLE II - PURPOSES

The purposes of NCCCO are to:

(i) provide the public with information about the certification of crane operators;

(ii) establish and improve standards of knowledge and proficiency in crane operation and related fields;

(iii) develop and administer examinations to test the adequacy of knowledge and proficiency of crane operators;

(iv) grant one or more designations upon those crane operators who meet the corporation's eligibility and qualification criteria for certification and recertification;

(v) maintain a listing of all persons certified by the corporation;

(vi) establish and implement standards of practice (such as a disciplinary code and/or code of ethics) and oversee compliance to the standards of practice by applicants and certificants;

(vii) establish programs that promote and support the reliance on the corporation's credentials by the general public and by regulatory bodies; and

(viii) any other lawful purpose consistent with the provisions of this article and which may be approved by the Board, so long as they are for purposes as described by 501(c)(6) of the Internal Revenue Code of 1954 as it may be amended, and are in compliance with the requirements of the DC Nonprofit Corporation Act.

ARTICLE III - MEMBERS

NCCCO shall have no members.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Powers. The Board shall have supervision, control and direction of the affairs of NCCCO. The Board shall actively prosecute its purposes and shall have discretion in the assessment of fees for certification and the disbursement of its funds.

Section 2. Composition. The number of Directors shall be nine. Directors need not be residents of the District of Columbia. Directors shall be selected by the Commission as provided in Article VII.

Section 3. Qualifications. Five Initial Directors shall be selected from current Commissioners. The Board of Directors shall also include the Immediate Past President and the Chairman of the Executive Committee of the Commissioners.

Section 4. Term of Office of Directors. The term of office of Initial Directors shall be as provided in the Articles of Incorporation and these Bylaws. Two of the Initial Directors shall serve a term of one year each, two of the Initial Directors shall serve a term of two years each, and three of the Initial Directors shall serve a term of three years each.

The term of office for the Directors, other than the Initial Directors, shall be three years. Beginning after the first year served by the Initial Directors, the terms of Directors shall be staggered as follows:

Two Directors shall be selected in the first year. One shall be the public representative, the other shall be the SC&RA appointee.

Two Directors shall be selected in the second year, both shall be selected from among the Commissioners.

Three Directors shall be selected in the third year from among the Commissioners.

Each Director shall take office at the conclusion of the annual business meeting of the Board. Directors shall be eligible for election to the Board for not more than three consecutive terms. Beginning in 2007, expiring terms shall be filled from a slate of nominees prepared by the Nominating Committee and elected by the Commissioners.

Section 5. Resignation or Removal. Any Director may resign at any time by giving written notice to the President, the Secretary, or to the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board. Any Director may be removed from the Board, with or without cause, by a majority of votes cast by the Board.

Section 6. Vacancies. Any vacancy occurring on the Board may be filled by a majority of votes cast by the then members of the Board, though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected to serve the unexpired term of the Director's predecessor in office. Except for the Initial Directors, service of a partial term by a Director of more than 18 months shall be construed as service of a full term under Section 4 of this Article IV.

Section 7. Compensation. Directors as such shall not receive any compensation for their service as Directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of a Director's duties. Such authorization may prescribe procedures for approval and payment of expenses by designated Officers of NCCCO. Nothing herein shall preclude a Director from serving NCCCO in any other capacity and receiving compensation for such services.

ARTICLE V - MEETINGS OF DIRECTORS

Section 1. Meetings. The Board may have regular and special meetings at such time and in such places as may be designated by resolution of the Board or, absent a resolution of the Board, at the call of the President.

Section 2. Quorum. A majority of the whole Board shall constitute a quorum at any meeting of the Board.

Section 3. Absence. Any member of the Board unable to attend a meeting shall, in a letter addressed to the President or Secretary, state the reason for his absence, and, if accepted by the Board, the Director's absence shall be excused. If a Director has three consecutive unexcused absences, then his resignation shall be deemed to have been tendered and accepted.

Section 4. Notice and Waiver. Notice of all meetings of the Board shall be sent by the Secretary or at the direction of the Secretary by personal delivery, mail, facsimile or other mode of transmission to each Board member's last recorded address for receipt at least twenty-four hours in advance of such meetings. Notice does not need to specify the agenda for the meeting, but may do so. A waiver of notice in writing signed by the director entitled to notice, whether before or after the date of the meeting, shall be equivalent to the giving of notice. Presence without objection to notice also waives notice.

Section 5. Action Without Meeting. Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Directors entitled to vote with respect to the matter.

Section 6. Participation. Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 7. Proxy Voting. There shall be no proxy voting.

ARTICLE VI - OFFICERS

Section 1. Election. The Officers of this association shall be a President, Vice President, Treasurer, and Secretary. Officers shall be chosen from among the members of the Board. Additional Officers may be established by majority of votes cast by the Board. The Officers shall be elected annually by the Board at the annual meeting of the Board. Election shall be by ballot and a majority of the votes cast shall elect. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Term. Each Officer shall take office at the annual meeting of the Board of Directors and shall serve for a term of one year or until a successor is duly elected to take office. An Officer may serve more than one term.

Section 3. Vacancies and Removal. Vacancies in any office may be filled for the balance of the term thereof by a majority of votes cast by the Board of Directors. Any Officer may be removed by a majority of votes cast by the Board.

Section 4. President. The President shall be the principal Officer. The duties of the President include those customary to the position of President, such as, presiding at meetings of NCCCO, the Board and the Executive Committee; serving as an ex-officio member without right to vote on all committees of the Board (except the Commission); communicating to NCCCO or the Board such matters and making such suggestions as may tend to promote the welfare and increase the usefulness of NCCCO; and performing such other duties as are necessarily incident to the office of President or as may be prescribed by the Board.

Section 5. Vice President. The Vice President shall perform the duties of the President in the event of the President's temporary absence, and shall have such other duties as the President or the Board may assign.

Section 6. Treasurer. The Treasurer shall keep an account of all moneys received and expended for the use of NCCCO, and shall make disbursements authorized by the Board. The Treasurer shall deposit all sums in the bank or banks, or trust company, approved by the Board, and shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of the Executive Director and an officer of the Board of Directors. The Treasurer may appoint one or more assistant Treasurers, to perform such duties as the Treasurer may delegate.

The funds, books, and vouchers in the Treasurer's hands shall at all times be subject to verification and inspection by the Board at the direction of a majority of the Directors on the Board.

Section 7. Secretary. The Secretary shall assure that notice required by these bylaws is given and shall attend all meetings of the Board, to keep a record of all the proceedings. The Secretary may record the meetings of the Board by tape recorder, videotape or otherwise, but such recordings, if made, shall be destroyed by the Secretary within thirty-days of the date that the Directors approved the minutes of the meeting. The Secretary may perform any other duties incident to the office of Secretary or as may be assigned by the President or Board.

Section 8. Executive Director. The administration and management of NCCCO shall be vested in an Executive Director, who may be a salaried employee or volunteer. The Executive Director shall be responsible to the Board. Subject to the policy of the Board, the Executive Director may employ and/or terminate the employment of staff necessary to carry on the work of NCCCO. The Executive Director shall manage and direct all functions and activities of NCCCO and perform such other duties as may be specified by the Board. The Executive Director may enter into contracts on behalf of the corporation and may sign drafts drawn on the NCCCO account(s); provided, however, than in addition to the signature of the Executive Director, the signature of an officer of the Board of Directors is required for any contract or draft drawn on the NCCCO account(s) or binding NCCCO in an amount that exceeds three-thousand U.S. dollars ($3,000.00).

Section 9. Bonding. At the direction of the Board, any Officer or employee of NCCCO shall furnish, at the expense of NCCCO, a fidelity bond, in such a sum as the Board shall prescribe.

ARTICLE VII - COMMITTEES

Section 1. Executive Committee of the Board of Directors. By resolution the Board shall designate an Executive Committee consisting of the President, Vice President, and Treasurer. The Executive Committee of the Board of Directors may exercise the powers of the Board when the Board is not in session, reporting to the Board at its succeeding meeting any action taken. Meetings of the Executive Committee of the Board of Directors may be called by the President.

Section 2. Commission. Commissioners shall be elected according to the categories listed below. The maximum number of Commissioners that may serve in each category is noted in parentheses.

> Labor (3), Crane Users (3), Crane Manufacturers (3), Public (1), Insurance (3), Consultants (3), International (2), Government (2), SC&RA (3), Owners (2)

One month prior to each meeting, the Commissioners shall review the applications received in nomination for any expiring terms. At the start of each meeting of the Commissioners, the Commissioners shall review the slate of nominees and shall, by a majority of votes cast, elect from the nominees a sufficient number of Commissioners to fill any expiring terms. Each representative appointed above shall be referred to as a "Commissioner."

From two to six months prior to the annual meeting of the Board of Directors, the Commissioners shall review the slate of nominees prepared by the Nominating Committee to fill any term of office expiring at the annual meeting of the Board of Directors.

The Commission shall, by majority of votes cast, elect from the nominees a sufficient number of Directors to fill any expiring terms.

In the event an elected nominee declines to serve as a NCCCO Director, or in the event the number of nominees is not sufficient to fill expiring terms on the Board of Directors, the Nominating Committee shall within seven working days, provide an additional slate to fill remaining vacancies. The Commissioners shall by majority of votes cast elect from the nominees a sufficient number of Directors to fill any vacant expiring term. This process may be repeated as many times as may be necessary to ensure a complete Board of Directors and the annual meeting of the Board of Directors may be rescheduled accordingly.

Commissioners appointed to serve on the Commission and volunteers who are not Commissioners may be appointed by the President with approval of the Board of Directors to serve on other committees of NCCCO.

Section 3. Executive Committee of the Commissioners. In order to expedite the handling of the affairs of the Commission, there shall be an Executive Committee of the Commissioners which shall consist of the Chairman of the Commissioners (which person shall be elected from the Commissioners and serve on the Board of Directors), and the Chairman of the following Committees: Written Exam Management, Practical Exam Management, Ethics and Discipline, and Appeals. They may advise on the operations of the Commission and office and activities, but they shall not fix policies nor authorize unusual expenditures of funds. The Chairman of such Executive Committee of the Commissioners shall call meetings as needed.

Section 4. Nominating Committee. By resolution the Board shall designate a Nominating Committee. There shall be a minimum of 3 members on the Nominating Committee. No more than one member of the Nominating Committee shall be a member of the Board. The President shall appoint the Chairman of the Nominating Committee. Members of the Nominating Committee shall serve one-year terms.

The Nominating Committee shall be responsible for preparing a slate of nominees to present to the Commission to fill the elected terms expiring at the annual meeting of the Board of Directors. A minimum of one candidate shall be presented for each position on the Board that expires.

Members of the Nominating Committee shall be industry leaders and be experienced in conducting interviews and selecting qualified individuals to serve as Directors. The duties of the Nominating Committee shall include: writing and publishing the call for nominations; reviewing applications from candidates; selecting from the pool of candidates a minimum of one nominee for each vacant position on the Board of Directors; preparing a ballot of nominees for election to the Board of Directors by the Commission; and presenting the results of the election to the Board of Directors.

Section 5. Investment Committee. By resolution the Board shall designate an Investment Committee. The Investment Committee shall consist of the Treasurer, the Vice President, and the Immediate Past President. The Treasurer shall serve as Chairman of the committee.

The Investment Committee shall be responsible for (i) making recommendations to the Board of Directors about NCCCO's investment policy; (ii) suggesting revisions to NCCCO's investment policies; (iii) making recommendations about sources of investment advice; (iv) monitoring and overseeing consultants who may be contracted with to advise NCCCO on investment decisions and/or making investments on NCCCO's behalf; and (v) reporting on the status of NCCCO investments at regularly scheduled meetings of the Board of Directors.

Section 6. Mobile Crane Written Exam Management Committee. By resolution the Board shall designate a Mobile Crane Written Exam Management Committee. There shall be a minimum of 8 members on the Mobile Crane Written Exam Management Committee who shall be appointed by the President and approved by the Board. Of the 8 members, a minimum of 2 shall be Directors and 2 shall be Commissioners. Members of the Mobile Crane Written Exam Management Committee shall serve one year terms.

The Mobile Crane Written Exam Management Committee shall be responsible for (i) monitoring and participating in the development of mobile crane written crane operator certification examinations; (ii) suggesting revisions to NCCCO's mobile crane testing procedures; (iii) working with and monitoring the administration of the mobile crane exams; (iv) overseeing mobile crane item writers; (v) monitoring and overseeing testing companies which may be contracted with for mobile crane exam development and/or administration; and (vi) collecting data necessary for psychometrically sound mobile crane examinations.

Section 7. Mobile Crane Practical Exam Management Committee. By resolution the Board shall designate a Mobile Crane Practical Exam Management Committee. There shall be a minimum of 8 members on the Mobile Crane Practical Exam Management Committee who shall be appointed by the President and approved by the Board. Of the 8 members, a minimum of 2 shall be Directors and 2 shall be Commissioners. Members of the Mobile Crane Practical Exam Management Committee shall serve one year terms.

The Mobile Crane Practical Exam Management Committee shall be responsible for (i) monitoring and participating in the development of mobile crane operator certification examinations (practical examinations), (ii) suggesting revisions to NCCCO's mobile crane testing procedures; (iii) working with and monitoring the administration of the mobile crane practical exams; (iv) monitoring and overseeing testing companies which may be contracted with for mobile crane exam development and/or administration; and (v) collecting data necessary for psychometrically mobile crane sound examinations.

Section 8. Tower Crane Exam Management Committee. By resolution the Board shall designate a Tower Crane Exam Management Committee. There shall be a minimum of 8 members on the Tower Crane Exam Management Committee who shall be appointed by the President and approved by the Board. Of the 8 members, a minimum of 2 shall be Directors and 2 shall be Commissioners. Members of the Tower Crane Exam Management Committee shall serve one year terms.

The Tower Crane Exam Management Committee shall be responsible for (i) monitoring and participating in the development of tower crane operator certification examinations; (ii) suggesting revisions to NCCCO's tower crane testing procedures; (iii) working with and monitoring the administration of the tower crane exams; (iv) overseeing tower crane item writers; (v) monitoring and overseeing testing companies which may be contracted with for tower crane exam development and/or administration; and (vi) collecting data necessary for psychometrically sound tower crane examinations.

Section 9. Overhead Crane Exam Management Committee. By resolution the Board shall designate an Overhead Crane Exam Management Committee. There shall be a minimum of 8 members on the Overhead Crane Exam Management Committee who shall be appointed by the President and approved by the Board. Of the 8 members, a minimum of 2 shall be Directors and 2 shall be Commissioners. Members of the Overhead Crane Exam Management Committee shall serve one year terms.

The Overhead Crane Exam Management Committee shall be responsible for (i) monitoring and participating in the development of overhead crane operator certification examinations; (ii) suggesting revisions to NCCCO's overhead crane testing procedures; (iii) working with and monitoring the administration of the overhead crane exams; (iv) overseeing overhead crane item writers; (v) monitoring and overseeing testing companies which may be contracted with for overhead crane exam development and/or administration; and (vi) collecting data necessary for psychometrically sound overhead crane examinations.

Section 10. Ethics and Discipline Committee. By resolution the Board shall designate an Ethics and Discipline Committee. There shall be a minimum of 4 members on the Ethics and Discipline Committee who shall be appointed by the President and approved by the Board. Of the 4 members, a minimum of 1 shall be Directors and 1 shall be Commissioners. Members of the Ethics and Discipline Committee shall serve one year terms. Members may be appointed to serve no more than four consecutive terms. The Ethics and Discipline Committee shall be responsible for establishing standards of conduct, such as ethical standards, policies and procedures for disciplinary action and, upon the Board's approval, implementing those standards, policies and procedures.

Section 11. Appeals Committee. There shall be a minimum of 5 members of the Appeals Committee who shall be appointed by the President and approved by the Board. Of the 5 members, a minimum of 2 shall be Directors and 3 shall be Commissioners. Members of the Appeals Committee shall serve one year terms. Members may be appointed to serve no more than four consecutive terms. The Appeals Committee shall be responsible for (i) establishing policies and procedures, with the approval of the Board of Directors, for hearing appeals of decisions and (ii) for hearing such appeals.

Section 12. Other Committees. By resolution of the Board of Directors, such other standing or special committees, subcommittees and task forces may be utilized. The President, subject to the approval of the Board, shall appoint members to serve on such committees.

ARTICLE VIII - FISCAL YEAR

The fiscal year shall commence on the first day of January and shall end on the last day of December.

ARTICLE IX - ORDER OF BUSINESS

The parliamentary rules in "Robert's Rules of Order," as may be revised, shall govern all deliberations when not in conflict with these bylaws. The order of business may be altered or suspended at any meeting by a majority of votes cast of the members present.

ARTICLE X - SEAL

NCCCO may have a seal of such design as the Board may adopt.

ARTICLE XI - INDEMNIFICATION

NCCCO may, by resolution of the Board, provide for indemnification by NCCCO of any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of Officers of NCCCO, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of their duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. NCCCO may purchase insurance for such indemnification.

ARTICLE XII - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XIII - AMENDMENTS

Upon proposal by the Board of Directors, the articles of incorporation and the bylaws of NCCCO may be amended, repealed, or altered, in whole or in part by a majority of votes cast at any meeting of the NCCCO Board of Directors where a quorum is present.