

OFFICIAL BY-LAWS OF NATIONAL PILATES CERTIFICATION PROGRAM, INC.

ARTICLE I NAME & OFFICES

1.01 Name

The name of this corporation shall be “National Pilates Certification Program, Inc.” and the activities of this organization shall be conducted as the “National Pilates Certification Program.”

1.02 Registered Office & Agent

The initial registered office and initial registered agent of National Pilates Certification Program shall be as set forth in this corporation's Articles of Incorporation, as amended or restated ("Articles of Incorporation"). National Pilates Certification Program's board of directors ("Board") may authorize a change of the registered office or the registered agent effective upon making the appropriate filings with the Florida Department of State, Division of Corporations as required by the Florida statutes.

ARTICLE II PURPOSES AND POWERS

2.01 Purpose

The purpose of the National Pilates Certification Program is to establish, maintain and promote professional standards, and to award the title of Nationally Certified Pilates Teacher (NCPT) to the comprehensively educated Pilates teacher who has provided evidence that they meet these established professional standards.

2.02 Objectives

This corporation is organized for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended. The purposes of the corporation shall be further the Pilates teaching profession in a way that promotes safe, ethical, consistent and effective practice by:

- A.** providing a certification program for teachers of Pilates, through:
 - 1)** developing a proficiency assessment procedure.
 - 2)** granting credential(s) to those candidates that meet passing standards.
 - 3)** setting effective renewal policies for credential(s);
- B.** Establishing competency standards for Pilates instruction that promote effective, consistent and safe practice;

- C. Creating a forum for the exchange, development, and dissemination of standards for teaching Pilates;
- D. Conducting research in areas which further the purposes and objectives of quality Pilates instruction and teaching; and
- E. Working with related disciplines and fields as appropriate to further the objectives stated above.

2.03 Powers

National Pilates Certification Program shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts that may be necessary or convenient to affect the purposes for which National Pilates Certification Program is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

2.04 Not-For-Profit Status

A. National Pilates Certification Program, Inc. is a Florida Not-For-Profit corporation, with tax exempt status under Section 501(c)(6) of the Internal Revenue Code, as amended.

B. The limitations and activities of the National Pilates Certification Program shall adhere to the following:

1) No part of this organization's net earnings may inure to the benefit of any private shareholder or individual (or their related party) and it may not be organized for profit to engage in an activity ordinarily carried on for profit.

2) No part of the net of the earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to apply reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in SECTION 2.02 of these By-Laws.

3) No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise improperly attempting to influence legislation in a manner that violates National Pilates Certification Program's purpose, and this corporation shall participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4) Notwithstanding any provisions of these By-Laws, this corporation shall not carry on any other activities not permitted to be carried on by corporations exempt under Section 501(c)(6) of the Internal Revenue Code, as amended, and its regulations, as they now exist or as they may hereafter be amended.

5) Notwithstanding any other provision of these By-Laws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation as set forth in SECTION 2.02 of these By-Laws.

C. Upon any dissolution of this corporation, its property and assets shall be applied and distributed as follows:

- 1) All liabilities, debts, and obligations of this corporation shall be paid, satisfied, and discharged, or adequate provisions shall be made.
- 2) Assets held by this corporation upon conditions requiring return, transfer, or conveyance, which conditions occur by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- 3) Any remaining assets or property of this corporation shall be distributed to a nonprofit of similar purpose that holds a 501(c)(6) or (3) status.

ARTICLE III

BOARD OF DIRECTORS

3.01 Number and Type of Directors

The National Pilates Certification Program's Board of Directors shall be composed of ten (10) directors. The Board may increase the number of directors serving on the Board, and subsequently decrease the number, except if said number would be below six (6). Regardless of the size of the Board, one (1) of the directors shall represent the public (the "Public Member"), and at least, one (1) voting director shall be a credentialed medical professional in the requisite field.

3.02 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of National Pilates Certification Program shall be managed under the discretion of the Board, except as otherwise provided by Florida or Federal law. Directors shall be subject National Pilates Certification Program fiduciary and non-disclosure policies as adopted and amended from to time.

3.03 Terms

Each director shall be elected to serve for a term of three (3) years (a "Director Term(s)") and may be re-elected two (2) additional consecutive Director Terms, for a total of nine (9) consecutive years. The Public Member (as that term is defined in SECTION 4.07) shall serve for a term of three (3) years, subject to re-appointment and approval. No director shall be eligible to serve more than three (3) consecutive terms, or a total of nine (9) years. The term of any director may be extended by authorization of the Board for up to three (3) months until the director's successor is elected. Unless otherwise determined by the Board, Director Terms shall begin January 1 and end on December 31.

3.04 Qualifications, Nominations, and Appointing of Directors

The Board shall determine policies the method and process of appointing directors. In order to be eligible to serve as a director on the Board, the individual must be 18 years of age and possess the appropriate skills and knowledge as reasonably established by the Board. The appointment of directors to replace those who have fulfilled their term of office shall take place by January of each year. The Public Member shall be appointed by the Board President and approved by the majority of the voting directors. The Public Member shall serve for a term of four (4) years, subject to re-appointment and approval.

3.05 Vacancies

Vacancies, as they occur on the Board by resignation, death, incapacity, removal, or other reason, may be filled by appointment pursuant to a majority vote of the Board, and the replacement director so appointed shall serve through the remainder of the term left by the vacancy and subject to appointment for up to two (2) Director Terms thereafter.

3.06 Resignation

Any commissioner may resign at any time by providing written notice to the President or any Vice-President of the Certification Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the Certification Board.

3.06 Removal of Directors

Any director may be removed for cause by a two-thirds (2/3) affirmative vote of the Board at any Regular or Emergency Meeting at which a quorum is present. Pending a final determination that cause exists for removal, the Board may suspend a director by a two-thirds (2/3) affirmative vote at any Regular or Emergency meeting.

3.07 Board of Directors Meetings

A. Regular Meetings. The Board shall have a minimum of ten (10) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon fourteen (14) days' notice by electronic mail. If sent by electronic mail, the notice shall be deemed to be delivered upon its transmission. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

B. Emergency Meetings. Emergency Meetings of the Board may be called by the Board with at least 48 hours-notice to each director of the date, time, place, and purpose of the meeting.

3.08 Informal Action By The Board of Directors

Any action to be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum of directors gives consent.

3.09 Manner of Acting

A. Quorum. A majority of the directors immediately before a meeting shall constitute a quorum. No business shall be considered by the Board at any meeting at which a quorum is not present.

B. Majority Vote. Except as otherwise required by law, the Articles of Incorporation, or elsewhere in these By-Laws where more than a majority is needed to take a certain action, the act

of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

C. *Hung Board Decisions.* On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the Board President shall have the power to swing the vote based on the Board President's discretion.

D. *Participation.* Except as required otherwise by law, the Articles of Incorporation, or these By-Laws, directors may participate in a Regular or Emergency Meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

E. *Super Majority.* The act of a two-thirds (2/3) majority vote of the directors present at a meeting at which a quorum is present.

3.10 Compensation

Directors shall receive no compensation for carrying out their duties as directors. Payment for all goods and services must be reasonable and necessary in order to achieve the organization's purposes. In general, all wages and compensation must be kept within third party market comparable averages for responsibility, education, and position. The Board may authorize the reimbursement of reasonable and necessary expenses incurred in connection with attendance at Board meetings and other Board activities.

ARTICLE IV

OFFICERS

4.01 Board Officers

The officers of National Pilates Certification Program shall be a Board President, Vice President Treasurer, and Secretary, all of whom shall be chosen by, and serve at the pleasure of the Board. Each Board officer shall have the authority and shall perform the duties set forth in these By-Laws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional officers, each of whom shall have such authority and shall perform such duties as the Board may reasonably determine. No individual may hold more than one officer position at a time. The Board Officers shall include, at minimum, the President, Vice-President, Secretary, Treasurer, and three (3) at-large elected Directors.

4.02 Election and Term of Office

Officers shall take office immediately following the meeting at which they are appointed. Except for the first Board President, only those officers that have served a three (3) year term on the Board are eligible for the position of Board President. Each officer shall serve a three (3) year term of office and may serve successive terms.

4.03 Removal and Resignation

Any officer may resign at any time by providing written notice to the Board President or Vice President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the Board President. In the event that any office becomes vacant for any reason, the Board shall appoint an interim officer to fill such vacancy until the next election of officers. Such interim service shall not affect such officer's ability thereafter to be appointed to and to serve a full term of office.

4.04 Board President

The Board President shall have the authority, power, and responsibility commonly vested in a presiding corporate officer, including but not limited to serving as Board President at all meetings and administering the affairs of the Board in accordance with the policies adopted by the Board with respect to National Pilates Certification Program.

4.05 Vice President

The Vice President shall serve as parliamentarian at all Board meetings and shall perform such other duties as the Board or the Board President may direct. In the absence or disability of the President, the Vice President shall serve as acting President, have all authority conferred upon the office of President, and perform all duties for which the President is responsible for the remaining portion of the President's term or until the President can resume duties.

4.06 Treasurer

The Treasurer shall perform all duties commonly vested in the corporate office of treasurer, including the review of financial reports and creation and drafting of yearly budgets for Board approval.

4.07 Secretary

The Secretary shall perform all duties commonly vested in the corporate office of secretary, including but not limited to maintaining accurate minutes of all meetings of the Board.

4.08 Non-Voting Officers

As prescribed herein, the Board may designate additional officer positions of National Pilates Certification Program (collectively "Non-Voting Officers") and may appoint and assign duties to Non-Voting Officers of National Pilates Certification Program. Non-Voting Officers are individuals (preferably certified Pilates teachers) who have special skills from which the Board may wish to benefit. The procedure, as may be amended by the Board, consists of:

- A.** The Board may appoint Non-Voting Officers with super majority vote as Board deems necessary or desirable.
- B.** Non-Voting Officers may be appointed for an initial term of one (1) year or such lesser period as may be determined by vote of the Board (the "Non-Voting Term(s)"). The Non-Voting Term may be extended by the Board for a maximum of three (3) years.
- C.** If a Non-Voting Officer may be appointed for additional Non-Voting Terms, but only after a one (1) year hiatus.

D. Non-Voting Officers are eligible to be appointed for a position as director on the Board in any scheduled selection of directors.

E. Non-Voting Officers serve at the pleasure of the Board and may be removed at any time and for any reason by vote of the Board.

4.09 No Membership Classes

National Pilates Certification Program shall have no members.

4.10 Committees

The Board may establish any committees it deems reasonably necessary.

ARTICLE V

EXECUTIVE DIRECTOR

5.01 Executive Director Appointment, Authority, Duties and Compensation.

The Board shall appoint and employ an Executive Director, who shall report to the Board. Compensation of the Executive Director shall be comparable to independent third party salaries for similar not-for-profit corporations and shall not exceed prevailing market rates. In addition to any other duties specified in these By-Laws or directed by the Board, the Executive Director shall be responsible for supervision and management of National Pilates Certification Program's administrative, business, financial, and other operational affairs; implementation of corporate policies and directives of the Board; conducting National Pilates Certification Program's day-to-day business affairs; overseeing the hiring and dismissal of employees and personnel; legally binding National Pilates Certification Program; and signing on National Pilates Certification Program's behalf contracts, checks, drafts, notes, mortgages, leases and other legal documents. The Executive Director must receive pre-approval from the Treasurer for any single expense that exceeds \$2,500.00 at the time of the expenditure.

ARTICLE VI

CONTRACTS, CHECKS, LOANS, AND INDEMNIFICATION

6.01 Contracts and Other Writings

Except as otherwise provided by resolution of the Board or Board's policy, all agreements of National Pilates Certification Program shall be executed on its behalf by the Executive Director or other persons to whom the Board has delegated authority.

6.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of National Pilates Certification Program, shall be signed by such officer(s) or agent(s), of National Pilates Certification Program and in such manner as shall from time to time be determined by resolution of the Board.

6.03 Deposits

All funds of National Pilates Certification Program not otherwise employed shall be deposited from time to time to the credit of National Pilates Certification Program in such banks, trust companies, or other depository as the Board may select.

6.04 Loans

No loans shall be contracted on behalf of National Pilates Certification Program and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board.

6.05 Indemnification

A. *Mandatory Indemnification.* National Pilates Certification Program shall indemnify a director or former director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director or officer of National Pilates Certification Program against reasonable expenses incurred by him or her in connection with the proceeding.

B. *Permissible Indemnification.* National Pilates Certification Program shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of National Pilates Certification Program, against liability incurred in a proceeding, if the determination to indemnify him or her has been made in the manner prescribed by law and payment has been authorized in the manner prescribed by law.

C. *Advance for Expenses.* Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by National Pilates Certification Program in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of:

1) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this ARTICLE V, and

2) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by National Pilates Certification Program in these By-Laws.

D. *Indemnification of Officers, Agents and Employees.* An officer or former officer of National Pilates Certification Program who is not a director is entitled to mandatory and permissible indemnification under this article to the same extent as a director. National Pilates Certification Program may also indemnify and advance expenses to an employee or agent of National Pilates Certification Program who is not a director, consistent with Florida law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE VII

MISCELLANEOUS

7.01 Books and Records

National Pilates Certification Program shall keep books and records of account and minutes of all meetings of its Board and a record of all actions taken by Board without a meeting. In addition, National Pilates Certification Program shall keep a copy of National Pilates Certification Program's Articles of Incorporation and By-Laws as amended to date.

7.02 Fiscal Year

The fiscal year of National Pilates Certification Program shall begin on January 1 and shall end on December 31.

7.03 Conflict of Interest

Each director or Non-Voting Officer further agrees to fully and promptly disclose to the Board any existing or potential conflict of interest they may have, of either a personal, professional, business, or financial nature. In issues of voting, directors are expected to recuse themselves in circumstances where the potential for a conflict of interest arises, and directors are also expected to ask others to recuse themselves, if a conflict becomes apparent. If a conflict becomes apparent and the director refuses to recuse, the Board shall promptly and reasonably review the conflict and refusal of recusal and hold vote to determine if recusal is warranted ("Recusal Vote"). If the Board determines recusal is warranted, the director shall be recused. The subject director, if a member of the Board, shall be entitled to vote on the Recusal Vote.

7.04 Nondiscrimination Policy

It is the policy of National Pilates Certification Program not to discriminate based on race, creed, ancestry, marital status, sex, gender identity, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

7.05 By-Law Amendment

These By-Laws may be amended, repealed, altered, or restated by a vote of the majority of the Board then in office at a meeting of the Board, provided, however, no amendment shall be made to these By-Laws which would cause National Pilates Certification Program to cease to qualify as an exempt corporation under Section 501 (c)(6) of the Internal Revenue Code, as amended, nor in contravention of the Articles of Incorporation.

7.06 Provisions

These By-Laws are adopted subject to any applicable law and the Articles of Incorporation. Whenever these By-Laws may conflict with any applicable law or the Articles of Incorporation, such conflict shall be resolved in favor of such law or the Articles of Incorporation. If any one or more of the provisions of these By-Laws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these By-Laws and all other applications of any provision shall not be affected thereby.

ARTICLE VIII

DOCUMENT RETENTION POLICY

8.01 Purpose

The purpose of this document retention policy is to establish and promote standards for honesty, retention, and disposal of National Pilates Certification Program's records.

8.02 Policy

A. *General Guidelines.* The National Pilates Certification Program may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, including but not limited to cost management and preserving intellectual property and the rights thereto. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

B. *Exception for Litigation Relevant Documents.* National Pilates Certification Program expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: if there is belief, or National Pilates Certification Program informs, that corporate records are relevant to litigation, or potential litigation, then those records must be preserved until it is determined that the records are no longer needed. This exception supersedes any previously or subsequently established destruction schedule for those records.

C. *Minimum Retention Periods for Specific Categories.*

1) *Corporate Documents.* Corporate records include National Pilates Certification Program's Articles of Incorporation, By-Laws, and IRS Exception Application. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

2) *Exemption Letter.* The IRS exemption letter shall be available for public inspection upon request.

3) *Tax Records.* Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning National Pilates Certification Program's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

4) *Employment Records/Personnel Records.* State and federal statutes require National Pilates Certification Program to keep certain recruitment, employment and personnel information. National Pilates Certification Program should also keep personnel files that reflect performance reviews and any complaints brought against National Pilates Certification Program or individual employees under applicable state and federal statutes. National Pilates Certification

Program should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three (3) years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven (7) years.

5) Board Materials. Meeting minutes should be retained in perpetuity in National Pilates Certification Program's minutes book. A clean copy of all other Board materials should be kept for no less than three (3) years by National Pilates Certification Program.

6) Press Releases/Public Filings. National Pilates Certification Program should retain permanent copies of all press releases and publicly filed documents under the theory that National Pilates Certification Program should have its own copy to test the accuracy of any document a member of the public can theoretically produce against National Pilates Certification Program.

7) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.

8) Marketing and Sales Documents. National Pilates Certification Program should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, which is generally three (3) years. An exception to the three (3) year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

9) Contracts. Final, execution copies of all contracts entered into by National Pilates Certification Program should be retained. National Pilates Certification Program should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

10) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

11) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.

12) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

13) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

ARTICLE IX

TRANSPARENCY AND ACCOUNTABILITY

9.01 Purpose

National Pilates Certification Program practices and encourages transparency and accountability to the general public, by engaging the following policies:

A. indicating which documents produced by National Pilates Certification Program are presumptively open to staff and/or the public;

- B.** indicating which documents produced by National Pilates Certification Program are presumptively closed to staff and/or the public; and,
- C.** specifying the procedures whereby the open/closed status of documents can be altered. The details of this policy are as indicated herein this ARTICLE IX.

9.02 Financial and IRS documents

National Pilates Certification Program shall make available the complete application along with any supporting documents (Articles of Incorporation, Bylaws, and correspondence between the IRS and NPCP regarding the application), the letter the IRS issues approving NPCP's exemption, any informational returns including required schedules (excluding the names, addresses and other identifying information of contributors).

9.03 Means and Conditions of Disclosure

National Pilates Certification Program shall make the aforementioned documents available, by request of the Executive Director, to be viewed and inspected by the general public.

- A.** The documents shall be provided in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements).
- B.** National Pilates Certification Program shall not charge a fee for providing the information. Documents shall not be provided in a format that would require special computer hardware or software (other than software easily available to the public free of charge).
- C.** This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

9.04 Board Review of Annual Information Returns

National Pilates Certification Program shall submit the the required annual informational return to the Board prior to filing. National Pilates Certification Program's informational return shall be submitted to each member of the Board by hard copy or email at least ten (10) days before the Form 990 is filed with the IRS. The Board shall then promptly vote to approve the annual informational return.

9.05 Board

- A.** All Board deliberations shall be confidential except where the Board passes a motion to make any specific portion available to the public or as required by applicable.
- B.** All Board minutes and motions shall be confidential, except where the Board passes a motion to make any specific portion available to the public or as required by applicable law.

C. All papers and materials considered by the Board shall be confidential, except where the Board passes a motion to make any specific paper or material open to the public.

9.06 Staff Records

A. Staff records shall be kept confidential and maintained in accordance with Federal and Florida law.

B. No staff records shall be made available to any person outside National Pilates Certification Program except the authorized governmental agencies.

C. Within National Pilates Certification Program, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that staff records shall be made available to the Board when requested.

ARTICLE X

CODE OF ETHICS (hereinafter the “Code”)

10.01 Purpose

National Pilates Certification Program requires and promotes directors, officers and employees to observe and practice elevated standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of National Pilates Certification Program must practice truthfulness in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the aim of National Pilates Certification Program to adhere to all laws and regulations that apply to National Pilates Certification Program and the underlying purpose of this policy is to support National Pilates Certification Program’s goal of legal compliance.

10.02 Reporting Violations

If any director, officer, staff, or employee reasonably believes that a policy, practice, or activity of National Pilates Certification Program is in violation of law, a written notice must be sent by that person to the Vice President or the Board President.

10.03 Acting in Good Faith

Anyone filing a notice concerning a violation or alleged violation of the Code must be acting in good faith and have reasonable grounds for believing the information in the notice indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious offense and/or potential dereliction of duty. Anyone acting in good faith will be protected from retaliation and have their identity protected.

10.04 Retaliation

Said person is protected from retaliation only if said person brings the alleged unlawful activity, policy, or practice to the attention of National Pilates Certification Program and provides National Pilates Certification Program with a reasonable opportunity to investigate and correct

the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement. National Pilates Certification Program shall not retaliate against any director, officer, staff, or employee who in good faith, has submitted notice of some practice of National Pilates Certification Program or of another individual or entity with whom National Pilates Certification Program has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. National Pilates Certification Program shall not retaliate against any director, officer, staff, or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of National Pilates Certification Program that the individual reasonably believes is in violation of a law, rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

10.05 Confidentiality

Violations or suspected violations may be submitted on a confidential or anonymous basis. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

10.06 Handling of Reported Violations

The Board President or Vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation, if possible. All reports shall be promptly investigated by the Board and appropriate corrective action shall be taken if warranted by the investigation. This Code shall be made available to all directors, officers, staff, or employees and they have the opportunity to ask questions about the Code.