

Section 1. CHARTER

Best Practices for Non-Targeted Analysis (BP4NTA)

(An unincorporated nonprofit association formed under the laws of the state of North Carolina)

Section 2. Purpose.

2.1 Mission.

The mission of Best Practices for Non-Targeted Analysis (BP4NTA) is to address challenges in mass spectrometry-based non-targeted analysis (NTA) studies by developing best practices and harmonizing standards in support of the scientific community and decision makers.

2.2 Vision.

The vision of BP4NTA is to advance NTA such that it is established in the scientific community as a gold standard analytical approach (approach against which new approaches are compared to gauge their validity or value) for characterization of known but unanticipated, and unknown chemical components in a wide range of sample types, and to enable both widespread use of the technique and ubiquitous understanding of the approach and resulting data.

2.3 Goals.

The broad goals of BP4NTA are to:

- Promote the growth, development, and utility of NTA;
- Foster connections, communications, and collaborations between academia, government, industry, stakeholders, and decision-makers with respect to NTA;
- Work toward consensus and optimization of NTA terminology, experimental design, instrumental methodologies, analysis workflows, and data outputs;
- Develop, promote, and publish methods, tools, databases, workflows, and applications (e.g., website/Reference Content, Study Reporting Tool, Study Planning Tool, benchmarks, Chem Space Tool, chemical standards for NTA, performance metrics, accreditation approaches, etc.) that support goal #3 and are broadly accepted and used in NTA studies; and
- Help potential users implement and understand NTA techniques and/or results by promoting and broadly disseminating NTA educational content, BP4NTA products, and NTA scientific advances (e.g., through the BP4NTA website, science seminar series, conference sessions/presentations, advertising for science opportunities, stakeholder engagement).

2.4 Values.

BP4NTA has specific values (core principles) at both the organization and member levels. As an organization, BP4NTA will:

- Provide an inclusive experience in every aspect of the meaning, including individuals with varying levels of NTA experience, use, and expertise;
- Welcome, hear, and consider widely differing opinions, ideas, and approaches, as the need, approach, and purpose of each NTA study also varies widely;
- Provide accurate, clear, and timely communications to relevant parties; and
- Follow through on commitments to members (e.g., provide membership benefits, annual reports, etc.).

In addition, BP4NTA members will:

- Be respectful of individual, ideological, and intellectual differences;

- Provide accurate, clear and timely communications to relevant parties;
- Share time, talents, knowledge, and resources to the greatest extent possible to further BP4NTA's mission, vision, and goals; and
- Volunteer for organizational activities and follow through on such commitments.

2.5 Section 501(c)(3) Organization.

BP4NTA is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of BP4NTA shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that BP4NTA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Section 2.5. No substantial part of the activities of BP4NTA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and BP4NTA shall not 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. Notwithstanding any other provision of this Charter, BP4NTA shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.6 Governing Law.

BP4NTA is formed under and governed by the Uniform Unincorporated Nonprofit Association Act of the State of North Carolina (Chapter 59B of the North Carolina General Statutes, as amended from time to time, and referred to in this Charter as the "Act"). In accordance with the Act, BP4NTA is a legal entity separate from its Members, including for the purposes of determining and enforcing rights, duties, and liabilities, and for the purposes of acquiring, holding, encumbering, and transferring real and personal property. No person is liable for the contract, tort, or other obligations of BP4NTA merely because that person is a Member or authorized to participate in the management of BP4NTA's affairs. Only a person designated by the Steering Committee may assert a claim by or on behalf of BP4NTA.

Section 3. Members.

3.1 Eligibility.

Membership shall be open to anyone who supports the mission, vision, goals, and values of BP4NTA, including professional scientists and students performing NTA, and persons with allied interests, from all nations.

3.2 Membership Categories.

BP4NTA shall have two categories of members (each, a "Member"): voting and non-voting. The steering committee will have the authority to create additional types of memberships and refine/define the details of those membership categories as long as they are not in conflict with this charter.

3.2.1 Voting Member.

Each voting Member shall pay annual membership dues and shall have the opportunity to vote during all Member votes. Failure to pay the annual membership dues will automatically convert the Member's status to non-voting. Voting Members are eligible to serve as an elected official and/or hold appointed positions once they have been a voting member for the minimum time requirement (Section 4).

3.2.2 Non-voting Member.

Non-voting Members pay no annual membership dues and have no voting rights. In addition, non-voting Members are not eligible to serve as an elected official and/or hold appointed positions (Section 4).

3.3 Member Meetings.

3.3.1 Annual Meetings.

Annual meeting(s) of the Members shall be held at such time and place and by such means as determined by the Steering Committee. The annual meeting shall include the announcement of the newly elected Steering Committee members, the annual report, and any other purpose specified in the notice of meeting.

3.3.2 Regular Meetings.

Regular meeting(s) of the Members shall be held at least annually at such time and place and by such means as determined by the Steering Committee. Regular meetings will cover topics specified in the notice of the meeting and may include business and/or scientific topics.

3.3.3 Special Meetings.

Special meetings of the Members may be called via written application by any member of the Steering Committee or Members representing at least ten percent (10%) of voting members. Special meetings of the Members must be called for a specific purpose (e.g., impeachment, emergency votes). The special meeting shall be held at such time and place and by such means as determined by the Steering Committee, provided that the special meeting must be held within 30 days of the written application or before a later date specified in the written application.

3.3.4 Notice of Meetings.

Prior to all meetings of the Members, and whenever possible for other types of meetings, best efforts (barring technology issues) to provide written notice shall be given to the Members stating the purpose, time, place, and means of the meeting. Advance notice timelines are 14 days for annual, 7 days for regular meetings, and 5 days for special meetings. When notice timelines cannot be met, the Steering Committee may decide to record the meeting and make it available to the members. Notice shall be delivered electronically (e.g., to the e-mail address of each Member as it appears in BP4NTA's membership list, via a post in the BP4NTA Teams Channel). Each Member is responsible for keeping their contact information up to date.

3.3.5 Waiver of Notice.

Whenever notice of a meeting is required, such notice need not be given to any Member if a written waiver of notice, executed by the Member, is filed with the records of the meeting. In addition, such notice need not be given to any Member who attends the meeting without protesting the lack of notice before or at the commencement of the meeting.

3.4 Electronic Meetings and Participation.

Any meeting of the Members may be held by video, web/telephone conference, or by another means of remote communication in which all persons participating in the meeting can communicate with each other.

3.5 Membership Dues.

The amounts of all annual membership dues are set forth in a separate document. Any change to the amount of any membership dues shall require the approval of a majority of the voting Members as prescribed by Section 3.7. Membership is not transferable.

3.6 Withdrawal.

A Member may withdraw from BP4NTA at any time by written notice to any BP4NTA Steering Committee member, but no Member shall be entitled to any refund of membership dues.

3.7 Voting.

- a) Any Member (voting and non-voting) may raise a matter to the Steering Committee, which will then determine whether a Member vote is required. Members will be notified of a vote electronically and/or during a regular or special meeting. The timeline for voting will be determined and communicated to Members by the Steering Committee.
- b) Voting will generally be held electronically, but this does not preclude votes to be held during meetings (see c) below). Except as otherwise provided in any written consensus procedure approved by the Members, each voting Member shall have one vote on every matter considered, and the vote of a majority of the members who voted shall decide any matter unless a larger percentage is required by this Charter. Amendments to the charter require a 2/3 approval of voting Members. Prior to establishment of membership dues, a quorum for electronic votes is 35%; after membership dues have been established, a quorum for electronic votes is $\geq 35\%$ of voting Members unless defined elsewhere.
- c) In person votes held during meetings must be attended by a quorum ($\geq 35\%$) of the voting members. If a quorum is not reached at the meeting, the vote may be converted to an electronic vote then following a) and b) to ensure quorum can be reached. Members may designate a proxy for a vote by written designation dated not more than six (6) months before the meeting named and not later than the start of the meeting. The Secretary will file this proxy with the minutes for the meeting.
- d) Additional provisions for decision making will be detailed in a separate document as implemented by the Steering Committee.

Section 4. Officers and Steering Committee.

4.1 Steering Committee.

4.1.1 *Number and Eligibility.*

BP4NTA shall have seven (7) primary Officers described in Section 4.2, who shall also serve as the members of the Steering Committee (excepting the first year, January 2024-December 2024, in which the previous two co-chairs will both hold a “Past Chair” position; they will together represent a single vote during any decisions made by the Steering committee to maintain an odd number for decision making). Only voting Members are eligible to serve as Steering Committee members and only after they have been voting members for at least the 6 months preceding the start of the term unless described otherwise in a separate document. The number of primary Officers and Steering Committee members can only be changed by the voting Members. In the event of a vacancy on the

Steering Committee, the remaining Steering Committee members may exercise the powers of the full Steering Committee until the vacancy is filled.

4.1.2 Steering Committee Powers.

Except to the extent reserved to the Members or otherwise required by this Charter (including Section 2.5) or applicable law, the business, property, and affairs of BP4NTA shall be managed by the Steering Committee, who may exercise or delegate all the powers of BP4NTA.

4.2 Officers.

Changes to officer elections and terms are described in a separate document for the initial election and terms starting January 1, 2024. Ranking of Officers follows the order presented here.

4.2.1 Chair, Vice Chair, and Past Chair.

Unless the Steering Committee specifies otherwise, the Chair shall be the chief executive officer of BP4NTA and, subject to the control of the Steering Committee, shall have general charge and supervision of BP4NTA's affairs. In addition, the Chair shall preside over all Steering Committee and Member meetings. The Vice Chair shall have all the powers and duties of the Chair during the absence of the Chair or during the Chair's inability to act, and the Past Chair shall have all the powers and duties of the Vice Chair during the absence of the Vice Chair or during the Vice Chair's inability to act. In addition, the Vice Chair and Past Chair shall have such other powers and duties as may be designated by the Steering Committee or the Chair. A Vice Chair will be elected every year, the previous Vice Chair will automatically become Chair, and the previous Chair will automatically become Past Chair. Put differently, every Vice Chair will proceed through the Vice Chair, Chair, and Past Chair positions, serving a total of three (3) years, and a new Vice Chair will be elected every year. Having a Chair, Vice Chair, and Past Chair rotation will ensure continuity of BP4NTA leadership.

4.2.2 Secretary.

The Secretary shall maintain BP4NTA's membership list (with possible assistance from a membership chair/committee), provide any required notices of meetings, and record and maintain records of all proceedings of the Steering Committee and the Members. The Secretary shall make such records available to Members and other persons when requested in writing (to include electronic communications such as email and Teams messages for the purposes of this Charter) for a valid purpose or as otherwise required by law. In addition, the Secretary shall have such other duties as may be designated by the Steering Committee or the Chair. If the Secretary is absent from any Steering Committee meeting or meeting of Members, they shall identify a proxy prior to the meeting (when possible) who shall exercise the duties of the Secretary at that meeting. In cases where prior selection is not possible, the highest-ranking leader in attendance shall appoint a temporary Secretary. A Secretary shall be elected during every even-numbered calendar year, and starting their term at the beginning of odd numbered years, shall serve for two (2) years.

4.2.3 Treasurer.

The Treasurer shall be the chief financial officer and the chief accounting officer of BP4NTA. The Treasurer shall manage BP4NTA's financial affairs, books of account, accounting records and procedures, funds, and disbursements. The Treasurer shall also have such other powers and duties as may be designated by the Steering Committee or the Chair. A Treasurer shall be elected during every odd-numbered calendar year, and starting their term at the beginning of even numbered years, shall serve for two (2) years.

4.2.4 Operational Liaison.

The Operational Liaison shall coordinate with all Operational Chairs/Committees created under Section 5.3, report to the Steering Committee on the activities and progress of all Operational Committees, and make or submit recommendations to the Steering Committee regarding elections, membership, awards, outreach (including newsletters, publications, and the BP4NTA website), and other activities delegated to Operational Committees by the Steering Committee. An Operational Liaison shall be elected during every odd-numbered calendar year, and starting their term at the beginning of even numbered years, shall serve for two (2) years.

4.2.5 Technical Liaison.

The Technical Liaison shall coordinate with all Technical Committees and Task Groups created under Section 5.4, report to the Steering Committee on the activities and progress of all Technical Committees, and make or submit recommendations to the Steering Committee regarding the development and release of NTA projects, products, tools, and resources that are subject to any written consensus procedure approved by the Members, and other activities of the Technical Committees. A Technical Liaison shall be elected during every even-numbered calendar year, and starting their term at the beginning of odd numbered years, shall serve for two (2) years.

Other Officers. The Steering Committee has the authority to designate and elect voting Members to serve in such other offices as the Steering Committee may determine (e.g., a Temporary or Assistant Treasurer or Secretary), with the powers and duties and for the terms specified by the Steering Committee.

4.3 Execution of Papers.

Except as the Steering Committee may authorize otherwise, all checks, contracts, and other obligations made, accepted, or endorsed by BP4NTA shall be signed by the Chair, Secretary, or Treasurer.

4.4 Other Governing Provisions.

4.4.1 Resignations.

Any Officer may resign at any time by giving written notice to any other Officer. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

4.4.2 Removals.

Any Officer may be removed with or without cause by the vote of a majority of Steering Committee members, or at a special meeting of the Members. An Officer may be removed only after notice of the removal has been given to the Officer with the specific purpose for removal stated if it applies. The Officer must then be given an opportunity to be heard before the Steering Committee or a special meeting of Members.

4.4.3 Vacancies.

The Steering Committee shall elect a successor within three months if any office becomes vacant. Each such successor shall hold office for the unexpired term, or until they sooner resign or are removed.

4.4.4 Further Service.

Except as otherwise provided by the Steering Committee or a Member vote, an Officer may be elected or appointed to serve in the same or a different office without any limitation on the number of terms or positions.

4.5 Steering Committee Meetings.

4.5.1 Regular Meetings.

Regular Steering Committee meetings shall be held at such time and place and by such means as determined by the Steering Committee with reasonable effort to ensure the time, place, and means are suitable for as many Steering Committee Members as possible.

4.5.2 Special Meetings.

Special Steering Committee meetings shall be held within 15 days after being called by any Steering Committee member.

4.5.3 Notice of Meetings.

Prior to all meetings of the Steering Committee, and whenever possible for other types of meetings, notice shall be given to the Steering Committee stating the time, place, and means of the meeting. The notice need not specify the purposes of the meeting unless the removal or suspension of a Steering Committee member will be considered, or unless otherwise required by this Charter. Advance notice timelines are 7 days for regular meetings, and 24 hours for special meetings. When notice timelines cannot be met, the Steering Committee may decide to record the meeting and make it available to the members. Notice shall be delivered electronically (e.g., to the e-mail address of each Steering Committee Member as it appears in BP4NTA's membership list, via a post in the BP4NTA Teams Channel). Each Steering Committee Member is responsible for keeping their contact information up to date.

4.5.4 Waiver of Notice.

Whenever notice of a meeting is required, such notice need not be given to any Steering Committee Member if a written waiver of notice, executed by the Steering Committee Member, is filed with the records of the meeting. In addition, such notice need not be given to any Steering Committee Member who attends the meeting without protesting the lack of notice before or at the commencement of the meeting.

4.6 Voting.

- a) Steering Committee members will be notified of a vote electronically and/or during a regular or special meeting to include the timeline for voting as determined by the Chair.
- b) In-person votes held during meetings must be attended by a quorum ($\geq 50\%$) of the Steering Committee. If a quorum is not reached at the meeting, the vote may be converted to an electronic vote then following a) and c) to ensure quorum can be reached. Steering Committee Members may designate a proxy for a vote by written designation dated not more than six (6) months before the meeting named and not later than the start of the meeting. The Secretary will file this proxy with the minutes for the meeting.
- c) Each Steering Committee Member shall have one vote on every matter considered, including appointing leads for Operational Committees, and the vote of a majority of the Steering Committee members who voted shall decide any matter unless a larger percentage is required by this Charter. A quorum for electronic votes is the same as in person votes.

4.7 Action by Writing.

Any action required or permitted to be taken at any meeting of the Steering Committee may be taken without a meeting if all (except those recused from the vote) of the Steering Committee members consent to the action in writing and the written consents are filed with the records of Steering Committee meetings. Such consents shall be treated for all purposes as a vote at a meeting and recorded by the Secretary.

4.8 Electronic Meetings and Participation.

Any meeting of the Steering Committee may be held by video, web/telephone conference, or by another means of remote communication in which all persons participating in the meeting can communicate with each other.

Section 5. Committees.

5.1 Selection and Delegation.

The Steering Committee may elect or appoint one or more committees as described herein. Steering Committee members and voting Members are eligible to serve as voting members of committees.

5.2 Committees.

The Steering Committee has the power to determine the make-up of each committee, term of membership, eligibility for reappointment, and committee chairs. All committees shall act in accordance with recommendations to/from the Steering Committee facilitated by the Operational and Technical Liaisons.

5.3 Operational Committees.

One or more operational committees may be established by the Steering Committee on an ad hoc basis, for a defined period, to oversee such activities like elections, membership issues, outreach beyond BP4NTA, administration of awards, or to address other specific topics that the Steering Committee identifies within the scope of the operations of BP4NTA.

5.4 Technical Committees.

One or more technical committees may be established by the Steering Committee on an ad hoc basis, for a defined period, to develop and release specific NTA projects, products, tools, or resources, or to address other specific challenges or tasks that the Steering Committee identifies within the scope of the mission and goals of BP4NTA. The Steering Committee may allow the Technical Committees to manage their own leadership, membership, and creative, strategic, and innovative approaches to develop tools, resources, etc. to address an assigned challenge in NTA. However, progress reports should be made to the Steering Committee (facilitated by the Technical Liaison) to ensure that the efforts remain within the scope of the mission and goals of BP4NTA and to ensure that efforts among the Committees are complementary. The Steering Committee reserves the right to step in if needed. Once a Technical Committee has sufficiently addressed the assigned challenge (i.e., has completed development of a resource/tool/etc. to address the need), the Technical Committee may be dissolved by the Steering Committee.

5.5 Meetings.

Unless the Steering Committee determines otherwise, operational and technical committee meetings shall be held at such time and place and by such means as the committee leadership shall determine (with reasonable effort to ensure a convenient place/time/means for most committee members), and shall be governed by provisions consistent with Section 4.

Section 6. Dissolution.

Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court

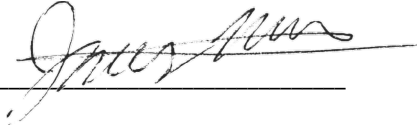
of competent jurisdiction of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. In accordance with the Act, if BP4NTA has been inactive for three years or longer, then BP4NTA shall be deemed dissolved for purposes of this provision.

Adopted by the Members on February 20, 2024

In witness whereof, we have hereunto subscribed our names this day of 03/05/2024.

James McCord

Chair

A handwritten signature in black ink, appearing to read "James McCord", is written over a horizontal line.