

BYLAWS
of
THE SOUTHEASTERN CHAPTER
of the
BUILDING COMMISSIONING ASSOCIATION, INC.

ARTICLE 1
OFFICES

Section 1 – Principal Office

The principal office of the corporation is located at Emory University, 638 Asbury Circle, Atlanta, Dekalb County, State of Georgia. The corporation is sometimes hereinafter referred to as the “Chapter.”

Section 2 – Change of Address

The designation of the county or state of the chapter's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

Section 3 - Other Offices

The chapter may also have offices in other Southeastern locations, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2
NONPROFIT PURPOSES

Section 1 - IRS Section 501(C)(6) Purposes

This chapter is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code.

Section 2 - Specific Objectives and Purposes

The primary purposes of this chapter shall be to promote the professional development of its members, encourage and promote the acceptance of building commissioning as a normal activity of the construction process, and to educate the design professionals, facility owners, and the construction industry in the practices and benefits of the commissioning process. To fulfill these purposes, specific objectives shall include:

- ? To facilitate networking and communication among all interested parties on building commissioning activities in the area served by the chapter.
- ? To provide such services as are deemed appropriate by the members and Board of Directors to encourage, develop, and accelerate the professional knowledge and capabilities of the Chapter membership.
- ? To provide such services as are deemed appropriate by the members and Board of Directors to initiate, develop, and accelerate implementation of the commissioning process in the normal construction practices of the region.
- ? To coordinate with commissioning efforts occurring nationwide by cooperating and working closely with the national Building Commissioning Association (“BCA”) as a regional chapter of that organization.
- ? To coordinate and cooperate closely with other organizations in the Southeastern region working to encourage the building commissioning process, as defined by the national BCA organization.
- ? Any other purposes which may be determined by the Board of Directors or council membership from time to time and that promotes the building commissioning process and the professional development of the Chapter membership that is not in conflict with national the national BCA mission, charter, by-laws, or Section 501©(6) of the Internal Revenue Code.

ARTICLE 3 MEMBERSHIP AND VOTING

Section 1 – Members

The Southeastern Chapter of the Building Commissioning Association, Inc. welcomes members from the Southeast Region, as defined by the national Building Commissioning Association. All members in good standing of the national Building Commissioning Association that have offices or representatives located in the area served by the Chapter are eligible to join the Southeastern Chapter and upon payment of any dues levied by the Chapter shall be members of the Southeastern Chapter of the Building Commissioning Association, Inc., which is a chapter of the Building Commissioning Association. Requirements for membership in the Building Commissioning Association are set forth in its bylaws.

Section 2 – Representation

Each member shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 3 – Annual Budget

The Chapter's annual budget shall be approved by the Board of Directors and be presented to the membership at the annual meeting of the Chapter.

Section 4 - Fees and Dues

The Board of Directors shall set Chapter fees in such amounts as it shall deem necessary, including, and without limitation, annual dues. The dues structure established may be tiered. The dollar amount and structure shall be reviewed annually, approved by a majority vote of the Board of Directors, and presented to the membership at the annual meeting.

Section 5 - Annual Meeting

An annual meeting of the membership for the election of directors, presentation of the annual budget and any revisions to the dues structure, and for other such business as may be stated in the notice of meeting, shall be held once a year at a time, place, and date to be determined by the Board of Directors and stated in the notice of the meeting.

Section 6 – Normal Meetings

It is the intent of the Chapter to hold quarterly meetings for the benefit of its membership.

Section 7 - Special Meetings

Special meetings of the Chapter may be called by the Board of Directors at their discretion or at the written request of at least 10% of the Chapter membership.

Section 8 – Notice

Written notice of a normal, annual, or special meeting, stating the place, date and hour of the meeting, (and in cases of a special meeting stating the purpose or purposes for which the meeting is called) shall be given to each member entitled to vote at such meeting, not less than fifteen (15) days before the date of the meeting and not more than sixty (60) days before the date of the meeting.

Section 9 – Quorum

Only Chapter members whose dues are paid shall be entitled to vote. Attending voting members, present in person or by proxy, shall constitute a quorum for the transaction of business, providing, however, that the minimum number of Chapter members represented must exceed 50% of the total voting membership.

Section 11 – Proxies

At any meeting of the membership, a member entitled to vote may vote by proxy, executed in writing by the member. A proxy shall be valid for only one meeting and for the purpose stated in the proxy notice.

ARTICLE 4 DIRECTORS

Section 1 - Composition

The Board of Directors of the Chapter shall be comprised of seven (7) members, elected by the Chapter membership. The membership of the Board of Directors shall total an odd number.

Section 2 - Qualifications

Directors shall be of the age of majority in the state of Georgia.

Any member of the Southeastern Chapter of the Building Commissioning Association, Inc. shall be eligible to serve as a Chapter Director, except that no more than one representative of a given firm or professional organization shall serve as a Director during any given year.

Directors shall represent issues of interest to the Chapter membership. Members and Directors shall strive to develop boards that adequately represent diverse member categories.

Section 3 - Nomination And Election

Prior to the Chapter's annual meeting, the Board of Directors shall formulate a recommended list of nominees for vacancies on the Board of Directors. Any member of the Chapter may nominate additional persons, provided that, if elected, the person so nominated agrees to serve. The total number of nominees allowed shall be limited to two times the number of vacancies for that election cycle, or as determined by the Board of Directors. Chapter members shall receive a ballot for the election directors in the announcement of the annual meeting. The membership of the Chapter shall elect the new

members of the Board of Directors by ballot, to be tallied and the outcome decided during the Chapter's annual meeting.

For each election, the nominees shall be ranked in order of the number of votes received and vacant Board positions shall be filled from this list, beginning with the nominee receiving the largest number of votes. In the case of a tie, the winner shall be determined by a coin toss, conducted by the Chapter President and witnessed by at least two other Board members.

Section 4 - Powers

Subject to the provisions of the laws of the State of Georgia and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Chapter, the activities and affairs of this Chapter shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5 - Duties

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws or delegated to the Executive Committee, prescribe the duties and fix the compensation, if any, of all agents and employees of the Chapter;

(c) Oversee the activities of all officers, agents and employees of the Chapter to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the Chapter, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 6 - Term Of Office

The term of office of a Director shall begin on January 1 of the year following his election to office. For the first election, approximately one half of the members elected to serve on the Board of Directors shall serve a two-year term and the second half shall serve a one-year term. The determination of which directors are to serve a one year term shall be made by a blind draw. Subsequently, all board members shall serve two-year terms. A board member may serve no more than three consecutive terms.

Section 7 - Compensation

Directors shall serve without compensation. Directors may be reimbursed for their actual and necessary expenses when reasonably incurred on behalf of the Chapter.

Section 8 - Meetings

Regular meetings of the Board of Directors shall be held from time to time at locations determined by the Board of Directors. The Board of Directors shall meet at least twice a year. Written notice of such meeting shall be given to each Board member at least 30 days prior to the proposed meeting date. Attendance at such meeting shall be in person or by telecommunication. Utilizing a system by which all participants in the meeting can simultaneously hear each other.

Section 9 - Quorum For Meetings

A quorum shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 10 - Majority Action As Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be considered an act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 11 - Removal And Resignation

An individual shall be removed from board membership if the person becomes ineligible for Chapter membership. A Director may be removed by a majority vote of the Board of Directors, with or without cause. Causes for such action shall include, but are not limited to, failure to abide by the Chapter or national BCA's Bylaws or Code of Conduct, conviction of a felony, or repeated and inexcusable absences from meetings of the Board of Directors. Absence from three (3) or more board meetings in a single twelve (12) month period shall constitute grounds for automatic removal from the Board of Directors and any other Chapter office held.

Section 11 - Conduct Of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Chapter, or in his or her absence, the Vice President of the Chapter or, in the absence of

each of these persons, by a presiding officer chosen by a majority of the Directors present at the meeting. The Secretary of the Chapter shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 12 - Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the President of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Chapter would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Section 13 - Nonliability Of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Chapter. Accordingly, pursuant to Official Code of Georgia Annotated Section 14-2-202(4), a Director of the Chapter shall not have any personal liability to the Chapter or its members for monetary damages for any action taken, or any failure to take an action, as a Director, except that this provision shall not eliminate or limit the liability of a Director of the Chapter for (a) any appropriation, in violation of his or her duties, of any business opportunity of the Chapter; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) for the types of liabilities of a Director of the Chapter that are imposed by Official Code of Georgia Annotated Section 14-3-860 through Section 14-3-864; or (d) any transaction from which the Director derived an improper personal benefit.

Section 14 - Indemnification By Chapter Of Directors And Officers

The directors and officers of the Chapter shall be indemnified by the Chapter to the fullest extent permissible under the laws of the state of Georgia. Accordingly, the

provisions of O.C.G.A. §§ 14-3-850 through 14-3-858, are hereby incorporated by reference and made a part hereof.

Section 15 - Insurance For Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Chapter (including a Director, officer, employee or other agent of the Chapter) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Chapter would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Section 16 – Written Consent Action by Board

Any action required by law, or permitted to be taken at any meeting of the Board of Directors, may be taken without a meeting, if a written consent, setting forth the action so taken, is signed by a majority of the Directors. This consent is the equivalent to a vote of the Board of Directors during a meeting of the quorum, and is to be filed and recorded with the minutes of the Chapter's Board of Directors. The Directors who did not sign the consent action shall be given notice of the action as soon as practical but no later than the next membership meeting after the written consent action is signed by a sufficient number of directors.

ARTICLE 5 OFFICERS

Section 1 - Designation Of Officers

The officers of the Chapter shall be the President, Vice President, Secretary, and Treasurer. The Chapter may have other such officers with such titles as may be recommended by the Board of Directors.

Section 2 - Qualifications

Any member of the Board of Directors shall be eligible for office, except that no more than one representative of a given member organization shall serve as an officer during a given year. No individual shall serve in more than one office.

Section 3 - Nomination And Election

Immediately following the election of a new Board of Governors by the general Chapter membership, the newly constituted Board shall meet to elect Chapter officers from the Board membership.

Section 4 - Removal And Resignation

An individual may be removed from office if the officer becomes unaffiliated with the Chapter organization. An office may be declared vacant by a majority vote of the Board of Directors with or without cause. Causes for such action shall include, but are not limited to, failure to abide by the Chapter's Bylaws or Code of Conduct, conviction of a felony, or repeated and inexcusable absences from meetings or other official duties. Absence from 3 or more official functions in a single twelve (12) month period shall constitute grounds for automatic removal from office.

Section 5 - Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

Section 6 - Duties Of Officers

- A. President - The President shall be the principal executive officer of the Chapter and shall preside at all meetings of the Board of Directors and membership. The President shall execute all contracts into which the Chapter may enter unless execution thereof is delegated by the Board of Directors or these Bylaws to some other officer(s) or agents of the Chapter. The President shall also serve as an alternative signatory on all funds withdrawn from any Chapter account. The President shall sign all tax forms and other forms required by governmental agencies, on behalf of the Chapter.
- B. Vice President - The Vice President shall, in the absence of the President, fill all of the duties of the President. The Vice President shall also serve as an alternative signatory on all funds withdrawn from any Chapter account.
- C. Treasurer - The Treasurer shall assure that the Chapter's funds are kept safe and that full and accurate accounts of receipts and disbursements and all required financial reports are prepared. The Treasurer shall provide all financial records and reports required by the national BCA. The Treasurer shall also prepare, annually, a financial statement of the Chapter's accounts and a proposed budget for the Chapter that will be discussed and approved by the Board of Directors and presented to the membership. Additionally, the Treasurer serves as the main signatory on all Chapter banking accounts. The President may appoint an Assistant Treasurer to assist the Treasurer.

- C. The Secretary shall take and disseminate minutes, prepare and sign corporate documents, etc. and perform all duties normally assigned to a Secretary. The Secretary shall forward all official minutes, reports and other documents, as required, to the national BCA. The President or Secretary may appoint an Assistant Secretary to assist the Secretary.

ARTICLE 6 COMMITTEES

Section 1 - Executive Committee

The Executive Committee of the Chapter shall consist of the officers of the Chapter. The Board of Directors may, by a majority vote of its members, delegate to the Executive Committee the powers and authority of the Board in the management of the business and affairs of the Chapter, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the Chapter records, and report the same to the Board from time to time as the board may require.

Section 2 - Other Committees

The Chapter shall have such other standing or ad-hoc committees as may from time to time be designated by resolution of the Board of Directors. Ad-hoc committees, such as the annual nominating committee, may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section 3 - Meetings And Action Of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1 - Execution Of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2 - Checks And Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Chapter shall be signed by a Chapter officer.

Section 3 - Deposits

All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4 - Gifts

The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the nonprofit purposes of this Chapter.

ARTICLE 8
CORPORATE RECORDS, REPORTS AND SEAL

Section 1 – Maintenance of Corporate Records

The Chapter shall keep:

- (a) Minutes of all meetings of directors, committees of the Board and, if this Chapter has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the Chapter's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Chapter at all reasonable times during office hours.

Section 2 - Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Chapter. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3 - Directors' Inspection Rights

Every Chapter Director and the Executive Director or officers of the national BCA shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Chapter and shall have such other rights to inspect the books, records and properties of this Chapter as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4 - Members' Inspection Rights

Each and every active member of the Chapter shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Chapter, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the Chapter, upon written demand on, and payment of a reasonable charge to, the Secretary of the Chapter, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is

received by the Secretary of the Chapter or after the date specified therein as of which the list is to be compiled.

- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Secretary of the Chapter by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this Chapter as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 5 - Right To Copy And Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6 - Periodic Reports

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the state of Georgia or to the members, if any, of this Chapter, to be so prepared and delivered within the time limits set by law.

ARTICLE 9 IRS 501(C)(6) TAX EXEMPTION PROVISIONS

Section 1 - Limitations On Activities

No substantial part of the activities of this Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this Chapter 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 provisions of these Bylaws, this Chapter shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2 - Prohibition Against Private Inurement

No part of the net earnings of this Chapter shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Chapter.

Section 3 - Distribution Of Assets

Upon the dissolution of this Chapter, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Chapter shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the state of Georgia.

Section 4 - Private Foundation Requirements And Restrictions

In any taxable year in which this Chapter is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Chapter (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the Chapter to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 10 AMENDMENT OF BYLAWS

Subject to the power of the members, if any, of this Chapter to adopt, amend or repeal the Bylaws of this Chapter and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors and a majority vote of the members present at an annual or special meeting.

ARTICLE 11 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Chapter, the provisions of the Articles of Incorporation shall govern.

