

# **BYLAWS OF THE SOUTHWEST CHAPTER OF THE BUILDING COMMISSIONING ASSOCIATION**

## **Article One – General Provisions**

**Section 1.1 Name.** The name of this organization shall be the Southwest Chapter of the Building Commissioning Association and shall be referred to herein as the Chapter.

**Section 1.2 Fiscal Year.** The fiscal year of the Chapter shall begin on January 1 and end on December 31 of each calendar year.

## **Article Two – Statement of Purpose and Objectives**

**Section 2.1 Purpose.** The purpose of the Chapter is to improve and further the practice of building commissioning and through its professional development programs, marketing efforts, policies and activities, enhance market opportunities and business conditions for building commissioning. The Chapter may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under the general laws of the state of Nevada, which are not inconsistent with the Chapter's qualification as an organization described in Section 501(c)(6) of the Internal Revenue Code, or are not in conflict with purposes of the Building Commissioning Association.

**Section 2.2 Specific Objectives.** To fulfill the purposes outlined above, 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 membership.
- To provide such services as 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 area served by the chapter.
- To coordinate with commissioning efforts occurring nationwide by cooperating and working closely with the Building Commissioning Association as a Chapter of that organization.
- To coordinate and cooperate with other organizations to encourage the building commissioning process as defined by the Building Commissioning Association.
- To pursue any other activities which may be determined by the Board of Directors that promotes the building commissioning process that is not in conflict with the Building Commissioning Association policies, IRS regulations, or applicable local and state laws.

## **Article 3 – Membership and Voting**

**Section 3.1 Membership.** All members in good standing of the Building Commissioning Association that have offices or representatives located in the area served by the Chapter and have paid any dues levied by the Chapter, are members of this Chapter. Membership requirements for the Building Commissioning Association are set forth in its bylaws.

**Section 3.2 Dues.** The Board of Directors shall establish Chapter membership dues in such amounts as it shall deem necessary. The amount and dues structure shall be reviewed annually, approved by a majority of the Board of Directors, and presented to the membership at the annual meeting for approval.

**Section 3.3 Voting.** Each full member in good standing shall be entitled to one vote on matters submitted to a vote of the membership.

## **Article 4 – Meetings**

**Section 4.1 Annual Meeting.** An annual meeting of the membership for the election of the Board of Directors, presentation of annual budget, revision of dues and dues structure, amendments of these bylaws, and such other matters as may be stated in the notice of the meeting, will be held during the fourth quarter of the calendar year at time and date to be determined by the Board of Directors and stated in the notice of the meeting.

**Section 4.2 Other Meetings.** The Chapter may hold such other regular meetings as established by the Board of Directors. Special meetings of the Chapter may be called by the Board of Directors or by written request of at least ten (10) percent of the Chapter membership.

**Section 4.3 Notice of Meetings.** Written notice of any meeting of the Chapter shall be provided to each member entitled to vote not less than fifteen (15) days prior to the meeting. The notice shall include the date, time, location, and purpose or purposes for which the meeting is being called.

**Section 4.4 Voting and Quorum.** Only Chapter members in good standing shall be entitled to vote. At any general membership meeting of the Chapter, a quorum shall consist of twenty (20) percent of the membership. A majority of the members present shall govern. Proxy voting is not permitted.

## **Article Five – Board of Directors**

**Section 5.1 Composition.** The Board of Directors of the Chapter shall be comprised of seven (7) members, elected by the Chapter membership at the annual meeting or by mail ballot. Directors shall serve without compensation.

**Section 5.2 Qualifications.** Any full member of the Chapter in good standing shall be eligible to serve as a Director, except that no more than one representative of any given member organization shall serve as a Director during any given year. Directors shall, as much as possible, represent diverse member categories.

**Section 5.3 Terms of Office.** All Directors shall serve two-year terms and no Director shall be elected to more than three consecutive terms. Terms shall be staggered.

**Section 5.4 Powers.** Subject to the applicable state laws 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 director of the Board of Directors.

**Section 5.5 Duties.** It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, by these bylaws.
2. 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 of all agents and employees of the Chapter.
3. Oversee the activities of all officers, agents, and employees of the Chapter to assure that their duties are performed properly.
4. Meet at such times and places as required by these bylaws.
5. Register their addresses with the Secretary of the Chapter, and notices of meetings mailed or electronically delivered to them at such addresses shall be valid notices thereof.

**Section 5.6 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 annually. Notice of such meetings shall be provided to each Board member at least thirty (30) days prior to the proposed meeting date by US Postal Service or by electronic mail. Attendance at such meeting shall be in person or by telecommunication.

**Section 5.7 Quorum.** A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise noted 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 presiding officer will entertain at such meeting is a motion to adjourn.

**Section 5.8 Conduct of Meetings.** Meetings of the Board of Directors shall be presided over by the President, or in his or her absence, the Vice President or, in the absence of both persons, by a presiding officer selected 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 serve as secretary for that meeting.

**Section 5.9 Removal or Resignation.** An individual shall be removed from the Board if he or she becomes ineligible for Chapter membership for any reason or if he or she has three unexcused absences from meetings during his or her term of office. A Board position may be declared vacant by a two-thirds 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 Building Commissioning Association's bylaws or conviction of a felony.

**Section 5.10 Vacancies.** Vacancies in the Board of Directors shall exist on the death, resignation, or removal of any director. Unless otherwise prohibited by the Articles of Incorporation or provisions of law, vacancies may be filled by approval of the Board of Directors. A member selected to fill a vacancy shall hold office for the term of the Director to whom he or she was appointed to replace.

**Section 5.11 Executive Committee.** The Board may empower an Executive Committee, comprised of the Chapter officers, to exercise the powers and authority of the Board in the conduct of the business of the Chapter, to the extent permitted by law when the Board is not in session.

**Section 5.12 Rules of Order.** All meetings of the Board of Directors shall be conducted using the most recent edition of *Roberts Rules of Order*.

## **Article 6 – Officers**

**Section 6.1 Designation of Officers.** The officers of the Chapter shall be a President, Vice President, Secretary and Treasurer.

**Section 6.2 Qualifications.** Any member of the Board of Directors shall be eligible for office, except that no individual shall serve in more than one office.

**Section 6.3 Election.** Immediately following the election of a new Board of Directors by the Chapter membership, the newly-constituted Board shall meet to elect Chapter officers from the Board membership.

**Section 6.4 Vacancies.** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors.

**Section 6.5 Duties of Officers.**

1. 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 or agent of the Chapter. The President shall also serve as an alternative signatory on all funds withdrawn from any Chapter account.
2. 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.
3. 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. Such records and reports shall be available for inspection by any member upon reasonable notice for a purpose reasonably related to such person's interests as a member. The Treasurer shall also provide all financial reports and records as required to the Building Commissioning Association. The Treasurer shall present, annually, a financial statement of the Chapter's accounts and a proposed budget to be approved by the Board of Directors for presentation for adoption by the membership at the annual meeting. The Treasurer shall serve as the primary signatory on all Chapter accounts.

4. Secretary – The Secretary shall be responsible for the taking and dissemination of meeting minutes of all Board and general membership meetings and perform such other duties as normally assigned to a secretary. Minutes of all meetings of the Board shall be available to members in good standing. The Secretary shall forward copies of all official minutes, reports and other documents as required, to the Building Commissioning Association.

## **Article 7 – Committees**

**Section 7.1 Establishment of Committees.** The Board of Directors may create permanent or ad hoc committees as necessary to carry out the mission and objectives of the Chapter. All committees shall be composed of members in good standing and shall have a designated Chairman, a Vice Chairman and a Recording Secretary. Committees are responsible to the Board of Directors and may not create contractual obligations nor expend Chapter funds without the expressed approval of the Board. Committee Chairmen shall be appointed by the President with approval by the Board of Directors and committees shall appoint other officers as required above and as deemed necessary to successfully achieve the objectives of the committee.

**Section 7.2 Meetings and Action of Committees.** Meetings of duly appointed committees shall be scheduled by the committee. Reports of all meetings shall be provided to the Board of Directors and committee activities shall be regulated by rules and procedures established by the Board of Directors.

## **Article 8 – Indemnification**

**Section 8.1 Non-Liability of Directors.** Directors shall not be personally liable for the debts, liabilities, or other obligations of the Chapter or Corporation and shall be indemnified to the fullest extent permissible under state laws that govern.

**Section 8.2 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.

## **Article 9 – Chapter Responsibilities**

**Section 9.1 Meetings and Programs.** The Chapter shall have the right to hold meetings and conduct programs for the benefit of its members, so long as such meetings and programs are compatible with the purposes and objectives of the Building Commissioning Association.

**Section 9.2 Reports to the Building Commissioning Association.** The Chapter has an obligation to provide such reports on Chapter activities and financial status as required by the Building Commissioning Association.

**Section 9.3 Operation as a Chapter.** The Chapter recognizes that it may operate and be identified only as a Chapter of the Building Commissioning Association and shall not at any time purport to neither represent the Building Commissioning Association nor obligate the Building Commissioning Association in any way unless such authority is delegated by the Building Commissioning Association's Board of Directors.

**Section 9.4 Building Commissioning Association Logo.** The Building Commissioning Association shall furnish to the Chapter a written policy regarding the appropriate use of its logo and trademark. The Chapter is required to follow such policies and may not adopt alternative logos in any circumstance.

## **Article 10 – Corporate Transactions**

**Section 10.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Chapter in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Chapter, and such authority may be general or confined by specific circumstances.

**Section 10.2 Indebtedness.** 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, or other evidence of indebtedness of the Chapter shall be signed by a Chapter Officer.

**Section 8.3 Deposits.** All funds of the Chapter shall be deposited in a timely fashion to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors shall designate.

## **Article 11– Dissolution**

Upon dissolution of the Chapter, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Chapter, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of state law that govern.

## **Article 12 - Amendments**

This Chapter is a part of and governed by the Building Commissioning Association and, as such, these bylaws and any and all changes to these bylaws are subject to the approval of the Building Commissioning Association. The Chapter may alter, amend, or repeal these bylaws, in whole or in part, after approval of the proposed changes by the Chapter Board of Directors, the Building Commissioning Association Board of Directors, and by majority vote of the Chapter general membership at the annual meeting or any meeting called for this purpose. Notification of such meetings shall be made in accordance with provisions outlined in Article 4, Section 3 of these bylaws.

*End of Bylaws.*