

BYLAWS

OF

Southern California Chapter of the International Institute of Building Enclosure Consultants

A California Mutual Benefit Corporation

**ADOPTED SEPTEMBER 28, 2009
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**(AS ADOPTED, BASED ON THE MODEL BYLAWS FOR USE BY IIBEC AFFILIATED
CHAPTERS REVISED MARCH 2016)**



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ARTICLE I - NAME

Section 1. The name of this organization is the Southern California Chapter of the International Institute of Building Enclosure Consultants, a corporation chartered in the local jurisdiction of California hereinafter referred to as the "Chapter;" said Chapter being an Affiliate Chapter of the International Institute of Building Enclosure Consultants, hereinafter referred to as "IIBEC".

ARTICLE II - GOVERNING AUTHORITY

Section 1. The Chapter is governed and operated in accordance with the laws of the State of California, provisions of IIBEC Bylaws, these Bylaws, the regulations and requirements for the conduct of Chapters of IIBEC as adopted from time to time by the IIBEC Board, and the rules and instructions of the Chapter Board of Directors issued through its Officers.

ARTICLE III - PURPOSE AND POLICY

Section 1 The purpose of the Chapter is to provide a medium at a local level for advancement of the objectives of IIBEC, to promote closer relations and cooperation among the professions, contractors, manufacturers, trade associations and societies which are engaged in, or directly connected with, the building construction industry.

Section 2. The name, funds or influence of the Chapter may be used only in support of IIBEC objectives and those objectives stated herein.

Section 3. The Chapter endorses a nondiscrimination policy as to membership and does not restrict membership based on a classification ratio or any other practice.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The management and direction of the Chapter shall be delegated exclusively to its Board of Directors, hereinafter referred to as the "Board." The Board shall execute the responsibilities outlined in the Chapter Bylaws.

Section 2. The preferred Board of Directors shall be comprised of the following members: The President, Vice-President, Immediate Past President, Secretary, Treasurer, and at least two but no more than six Directors-at-Large. The IIBEC Region Director shall serve as an ex-officio member of the Chapter Board of Directors, with membership on the board automatically renewing each year and extending to newly elected or appointed IIBEC Region Directors. A Liaison shall represent each Chapter Branch and serve a one-year term. The Board shall execute the responsibilities outlined in the Chapter Bylaws, combining duties where officers are not elected because of a smaller board size. A majority of the Board shall be Consultant Members as defined in IIBEC Bylaws.

- Section 3. The Immediate Past President, the IIBEC Region Director and the Chair of the meeting are nonvoting members of the Board. The Chair of the meeting is entitled to vote when the vote is by ballot or in cases where the vote is tied.
- Section 4. The Board, through the action of authority delegated to the Membership Chair, shall receive and promptly accept applications for membership in the Chapter received from prospective members meeting the qualifications for IIBEC membership; may accept resignations for the Chapter; and shall promptly report its actions on membership to IIBEC.
- Section 5. The Board shall select all standing and special committees, and designate duties, and authorize compensation or justifiable expenses. All committee Chairs shall be members of the Chapter.
- Section 6. The Board shall schedule quarterly business meetings. Special meetings shall be held upon the call of the President, or three members of the Board, upon five days written notice.
- Section 7. A majority of the Board, excluding ex-officio members shall constitute a quorum.
- Section 8. Should a vacancy occur in any office of the Chapter, except that of President or Vice-President, the Board shall by two-thirds affirmative vote of its total membership fill such vacancy by appointment of a member eligible by all other criteria, for the duration of the unexpired term.
- Section 9. Should a vacancy occur in the office of President, the Vice President shall assume the office of President for the duration of the unexpired term. The Vice-President chair vacancy will be filled in accordance with Section 10 of this Article.
- Section 10. Should a vacancy occur in the office of Vice-President, a nominating committee appointed by the Board shall make nominations to fill the vacancy in accord with applicable provisions of Article VI of these Bylaws.

ARTICLE V – OFFICERS AND DIRECTORS-AT-LARGE

- Section 1. The President shall serve as Chair of the Board of Directors, shall serve as Chair of the meeting at Chapter meetings, shall select the Chairs of temporary committees shall appoint delegates to the annual meeting of IIBEC, shall be an ex-officio member of all committees, and shall sign all agreements and formal instruments.
- Section 2. The Vice-President shall assist the President in the administration of Chapter business. The Vice-President shall be an ex-officio member of all committees reporting to the Office.

Section 3. The Vice-President shall assist the President as directed by the President in the administration of Chapter business.

Section 4. The Vice-President shall serve as Chair of the Chapter meetings and meetings of the Board upon absence of the President.

Section 5. The Secretary shall send notices at least five days in advance of special meetings of the Board and the Chapter and shall keep accurate minutes of all regular and special meetings. The Secretary shall handle all correspondence; shall keep a roster of members and committees; shall prepare and co-sign all agreements and formal instruments, except those pertaining to the office of Treasurer, and shall submit a report of his office at the annual meeting. At the discretion of the Board of Directors, the duties of the Secretary may be assigned in whole or in part to a professional management service.

Section 6. The Treasurer shall collect and receipt for monies and securities, deposit funds and disburse and dispose of the same, subject to the direction of the Board; shall keep accurate books of account and shall submit a report of his office at the annual meeting, and at meetings of the Board. All chapter disbursements are to be done by check with two authorized signatures. At the discretion of the Board of Directors, the duties of the Treasurer may be assigned in whole or in part to a professional management service.

Section 7. Directors-at-large represent the interest of the consultant, industry, or associate populations. The Board must have at least one Consultant Director and one Industry or Associate Director at all times.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. All officers and directors-at-large of this Chapter shall be elected by a vote of the voting membership.

Section 2. Officers shall take office January 1st and shall serve in that position for a term of one year. The Vice-President shall be President-elect.

Section 3. Each elected officer shall take office January 1st and shall serve for a term of one year, except for Directors, whose terms shall be two years.

Section 3. The Vice-President shall assume to the office of President at the conclusion of the term of President.

Section 4. The Board shall appoint a nominating Committee not later than March 1st. The Nominating Committee shall prepare a list of nominees, showing at least one name for each elective office of the Board due to become vacant. The Committee shall present the list to the Chapter members by mail not later than September 15th. At this time, the members may present nominations from the field. If no

nominees are presented, nominations may be closed and nominees elected by members present at the next scheduled Chapter meeting. The Nominating Committee shall prepare the ballot, which shall include the original list of nominees and those nominated from the field, and shall submit a copy thereof, together with a notice of the time and place of the meeting at which the ballots will be cast and then counted, to each member of the Chapter at least two weeks prior to such meeting. This meeting shall be held not later than the month of December.

Section 5. The vote shall be taken and ballots shall be counted at the meeting by tellers appointed by the Chair of the meeting and the results shall be reported to the members.

Section 6. A Chapter Branch Liaison shall be elected by the branch members to serve on the Chapter Board of Directors for a one-year term, if applicable.

Section 7. Not later than December 31, the Chapter Secretary shall notify the Region Director and the IIBEC Office of the results of the election, and shall submit to them a complete listing of the Chapter Officers for the coming year, with their addresses and phone numbers.

ARTICLE VII - MEMBERSHIP

Section 1. The qualifications for membership shall conform to the requirements of the Bylaws of IIBEC. All members in good standing with IIBEC are eligible to be members of this chapter provided they have a business interest in the Southern California area.

Section 2. Membership in IIBEC is prerequisite to membership in the Chapter.

Section 3. The provisions of IIBEC Bylaws for disqualifications, suspensions, expulsions and reinstatement shall govern for the Chapter.

Section 4. The Chapter Board of Directors may establish Chapter Branches. The Chapter Board of Directors will determine the geographic boundary of each Branch. Up to six (6) Branches may form part of one Chapter.

Section 5. When a Chapter Branch reaches a sustained membership base and wishes to form a new Chapter, notification of such intent to the Chapter Board of Directors will be required a minimum of two (2) months prior to the year-end Chapter Board of Directors meeting.

ARTICLE VIII - MEETINGS OF MEMBERS

Section 1. The annual meeting of the Chapter shall be held during the 1st Quarter, at which time committee reports shall be submitted, the Secretary shall submit a report on the activities of the Chapter during the past term of office, and the Treasurer shall submit an annual report on the finances of the Chapter. A copy of these reports shall be sent to the Region Director.

- Section 2. Regular meetings shall be held during the 2nd -- 4th quarters, except when otherwise decreed by the Board of Directors. Not less than three (3) regular meetings shall be held in the fiscal year.
- Section 3. Special meetings may be called whenever the majority of the Board deems it necessary, or upon written request by not less than two-tenths of the Chapter membership. The business at special meetings shall be limited to that for which the meeting was called.
- Section 4. Copies of the minutes of regular and special meetings of the chapter and of the branch(es) shall be distributed to the members of the Board and shall be mailed to the Region Director.
- Section 5. These Bylaws, together with the applicable provisions of the Bylaws of IIBEC and Robert's Rules of Order, newly revised shall govern the conduct of business of the Chapter.

ARTICLE IX - FISCAL ADMINISTRATION

- Section 1. The fiscal year shall be from January 1 to December 31.
- Section 2. The annual Chapter dues, payable in advance on each member's anniversary date each year, shall be set by the Board.
- Section 3. Annual dues notices shall be mailed by the Chapter at least two months in advance of each member's anniversary date and are payable when rendered. Initial dues shall accompany the membership application.
- Section 4. All chapter branch finances are the responsibility of the Chapter Board of Directors.

ARTICLE X - AUDIT

- Section 1. The Board shall appoint a committee to audit the books and transactions of the Treasurer at the close of the fiscal year. This report shall be read at a meeting of the Board.
- Section 2. If directed to do so by IIBEC, the Chapter Board shall require that a fidelity bond be maintained in an amount not less than the amount of the Chapter treasury; naming all Board members having access to Chapter funds.

ARTICLE XI - AWARDS

- Section 1. Awards and Installation Banquet: The last general meeting of the Chapter in the fiscal year shall be designated for awards presentations and installation of new officers.
- Section 2. The President shall appoint a Chapter Awards Committee not later March 31st. This committee shall comprise not less than three (3) members, one of whom shall be the current President. The Awards

Committee shall notify the general membership, not later than the 2nd Quarter general membership meeting of awards available and request for nominees for each award.

Section 3. Nominees for awards shall be proposed by not less than five (5) Chapter members. The award will be made by the Chapter awards committee by a majority vote.

ARTICLE XII - DISSOLUTION

Section 1. In the event of dissolution of the Chapter and after all liabilities and obligations of the Chapter have been paid or adequate provision made therefore all assets remaining shall become the property of IIBEC and shall be transferred to the IIBEC Treasurer by the Chapter Treasurer.

ARTICLE XIII - AMENDMENTS

Section 1. Proposed amendments to these Chapter bylaws shall first be submitted in duplicate, accompanied with two copies of the complete, current bylaws, to IIBEC for approval. IIBEC shall have 60 days from receipt to consider the proposed amendments. After IIBEC approval, they shall then be publicized in the Chapter newsletter issued prior to a regular meeting or by letter at least two weeks prior to a special meeting.

Section 2. These bylaws may then be amended by a two-thirds vote of the Consultant members present at the regular meeting or a special meeting.

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