

# BYLAWS OF THE TEXAS CHAPTER OF THE BUILDING COMMISSIONING ASSOCIATION

## Article One – General Provisions

**Section 1.1 Name.** The name of this organization shall be the Texas 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.

**Section 1.3 Offices.** The registered office of the Chapter shall be in the state of Texas at such place as may be fixed from time to time by the Board upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. The Chapter will have a principal office in the state of Texas at such place as may be fixed from time to time by the Board and upon filing of any notices which may be required by law.

## 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 Texas, 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 BCxA Membership.** The Association shall accept as members, businesses and individuals that provide building commissioning services or non-provider firms and organizations who have an interest in the goals and objectives of the Association. Each prospective member must complete a membership application and attest, their commitment to the “Statement of Essential Attributes of Building Commissioning” as developed by the Association. Each individual member shall be eligible to serve as an officer or director if elected, unless otherwise specified.

**Section 3.2 Chapter Members.** All members in good standing of the Building Commissioning Association that have offices or representatives located in the area served by the Chapter are members of this Chapter. Membership requirements for the Building Commissioning Association are set forth in its bylaws. The Association will send notification of new membership to the chapter on a quarterly basis

**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.

**Section 3.4 Non-liability of Members.** A member of the Chapter shall not, because of such membership, be personally liable for the debts, obligations, or liabilities of the Chapter.

**Section 3.5 Termination of Membership.** All rights of a member in the Chapter shall cease upon the termination of such member’s membership. Membership shall automatically terminate on the occurrence of either of the following events: voluntary resignation, or the expiration of the annual period for which the member’s dues have been paid. In addition, membership may be terminated for cause upon vote of two thirds of the entire Association Board. Chapters will submit names and cause for termination to the Association.

### **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, 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 but not less than three meetings other than the Annual meeting. Special meetings of the members may be called at any time by order of the President, the Secretary, two or more members of the Chapter Board, or by written request of at least 25 percent of the Chapter members.

**Section 4.3 Notice of Meetings.** Notice of special meetings of members and annual meetings of members (if notice is required) shall be given to each member (a) personally, (b) by mail, or (c) by electronic transmission, if electronic transmission has been specifically authorized by such member. Notice of an annual or special meeting must be given at least ten days and not more than 50 days before the date of such 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, including by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time, a quorum shall consist of ten (10) percent of the membership. A majority of the members present shall govern. Proxy voting is not permitted. All elections for the Board of Directors will be held by an electronic ballot process. All members in good standing at the time of elections will receive an electronic ballot at the email they provide to the Association.

**Section 4.5 Adjournments.** Any business that might be done at a regular meeting of the members may be done at a special meeting. If no quorum be present at any meeting of the members to conduct business requiring a vote or approval action, the meeting may be adjourned by those present from day to day or from time to time until a quorum be obtained. In that case, no notice need be given of the adjourned meeting.

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

**Section 5.1 Composition.** A minimum of 7 and a maximum of 9 directors who shall be elected by the Chapter membership and up to two additional non-voting directors appointed by the Board as it deems necessary. Each director must be a member of the Association.

**Section 5.2 Selection.** The members shall elect directors to replace any director whose term expires at the end of the current year, by the following process:

In July of each year, the Board shall select not fewer than three members of the Chapter to comprise the Chapter's nominating committee. The Chapter shall solicit from the members' nominations for persons to fill any director position for any director whose term expires in the current year, which nominations shall be due no later than the last Friday of September of each. Following the deadline for nominations, the nominating committee will review the nominations and ensure that each person nominated is qualified to be a director and willing to serve ("Qualified Nominee"). In the second week of November, each Qualified Nominee will be notified in writing of his/her nomination, ballots will be sent to each member and shall include the names of each Qualified Nominee, and the names of each Qualified Nominee will be posted on the Association and Chapter's website. Ballots will be due on the last business day in November.

**Section 5.3 Terms of Office.** Director terms shall run from January 1 of the year following the year the director is elected through December 31 three years after the beginning of the term.

No director may serve any more than two consecutive terms but may seek reelection after a one-year absence from the Board. The terms of the directors shall be staggered so that terms of no more than one-third of the directors expire in any given year. The Board may not have more than two elected directors from any single company. The Board may appoint up to two additional non-voting members for one-year terms as authorized by this SECTION 5.

**Section 5.4 Powers.** Subject to the applicable 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 direction 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 four times annually. Notice of such meetings shall be provided to each Board member at least thirty (30) days prior to the proposed meeting date by mail or email. Attendance at such meeting shall be in person or by telecommunication. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. An annual meeting of the Board shall be held immediately preceding or immediately following the annual meeting of the members. If the time and place of any other directors' meeting is regularly scheduled by the Board, the meeting is a regular meeting. All other meetings are special meetings. The President or any two directors in office may call and give notice of a meeting of the Board. Any action required or permitted to be taken at any Board meeting may be taken without a meeting if a consent in writing, setting forth the action as taken, is executed by all of the directors. Such consent shall have the same force and effect as a vote of the Board.

**Section 5.7 Quorum.** A quorum shall consist of a majority of the members of the Board of Directors in office immediately before the meeting begins, but in no event may a quorum be less than 3 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. A majority of directors' present, whether or not constituting a quorum, may adjourn any meeting to another time and place

**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 President Elect 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. A director may be removed at a special meeting called for that purpose, provided that before the special meeting, each director is given written notice of such meeting and the notice states that the purpose, or one of the purposes, of the special meeting is the removal of a director.

A director may resign at any time by delivering written notice to the President or the Secretary. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

**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. This is the only permanent committee of the Chapter. This committee is charged with conducting the business of the Chapter between meetings with the restriction provided in these Bylaws, Articles of Incorporation, and Policies and or Resolutions of the Chapter. The Executive Committee will have the authority to make budget revision up to 10% of the current year's budget expenses.

**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*.

**Section 5.13 Compensation.** Directors, as such, shall not receive any salary or other compensation for their service on the Board. Directors may be reimbursed for travel and incidental expenses incurred as a result of their participation on the Board.

## Article 6 – Officers

**Section 6.1 Designation of Officers.** The officers of the Chapter shall be a President, President Elect, Past President, Secretary and Treasurer and such other officers as may be elected in accordance with the provisions of this SECTION 6.

**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. A slate of officers shall be recommended by the nominating committee. The officers of the Chapter shall be elected annually by the Board from among the members of the Board and hold office at the pleasure of the Board. Any elected Board member may hold office except the President shall have served at least one (1) year on the Board immediately prior to being elected.

**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 for the unexpired portion of the term.

**Section 6.5 Term.** The officers of the Chapter shall serve for terms of one year. Each officer shall hold office until a successor shall have been elected and qualified. An officer may serve for any number of consecutive terms.

**Section 6.6 Removal.** Any officer may be removed, with or without cause, by a vote of three-fourths of the entire Board at any meeting of the Board called for that purpose, provided the notice of such meeting states such purpose

**Section 6.7 Resignation.** Any officer may resign at any time by delivering written notice to the Board. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

**Section 6.8 Duties of Officers.**

1. **President** – The President shall be the principal executive officer of the Chapter and shall chair and 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. The President ensures that the Board of Directors fulfills its responsibilities for the governance of the Association. The work of the President is to see that the Board's behavior is consistent with its own rules and those legitimately imposed upon it from outside the organization.

2. **President Elect** – ~~The President Elect shall, in the absence of the President, fill all of the duties of the President. The President Elect shall also serve as an alternative signatory on all funds withdrawn from any Chapter account.~~ The President-Elect collaborates with the President to learn the role of the President, to become familiar with the programs of the Association and its governance, and to develop and facilitate officer transition. The President-Elect assists and supports the President as needed and plans for the Presidential year. The President-Elect shall automatically become President at the end of the term as President-Elect.
3. **Past President.** The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Association. The Immediate Past President supports the president and the President-Elect on an as-needed basis. The Immediate Past President performs the duties of the President in the absence or disability of the President.
4. **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.
5. **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. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer of the Chapter.

**Section 10.3 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.

**Section 10.4 Records.** The Chapter shall maintain adequate and correct accounts, books and records of its business and properties. All these books, records and accounts shall be kept at its principal place of business in the state of Texas as fixed by the Board from time to time.

**Section 10.5 Books and Records.** Each director, each member of a committee designated by the Board, and each officer of the Chapter shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account and other records of the Chapter, including reports made to the Chapter by any of its officers, by an independent certified public accountant, or by an appraiser or other expert selected with reasonable care.

**Section 10.6 Restriction on Activities** Notwithstanding any other provisions of these bylaws, no director, officer, employee, agent, or any other representative of the Chapter shall take any action or carry on any activity by or on behalf of the Chapter not permitted to be taken by an organization exempt under section 501(c) (6) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

## **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 returned to the BCxA International Association.

## **Article 12 - Amendments**

**Section 12.1 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, and the Building Commissioning Association Board of Directors. These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, at any meeting of the Board, if the following procedure is followed:

**1. First Reading.** The proposed modifications to these Bylaws shall be read aloud at a duly-held meeting of the Board. The directors shall then be given an opportunity to discuss the proposed modifications. If a majority of the Board approve the proposed modifications, the proposed modifications to these Bylaws will be read and discussed further at the next regularly scheduled meeting of the Board.

2. Final Reading and Adoption. At the next regularly scheduled meeting of the Board, the proposed modifications to these Bylaws shall be read aloud. The directors shall then be given an opportunity to discuss the proposed modifications. Upon approval of the Board, the proposed modifications to these Bylaws will be adopted and sent to the BCxA International Board of Directors for final approval. A copy of the adopted and approved amendment or new Bylaw shall be placed in the book of minutes with the original of these Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the book.

3. Emergency Modification. In the event that the Board believes there is an urgent reason to amend, alter, or repeal these Bylaws or adopt new Bylaws quickly, these Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, at any meeting of the Board, if at least two weeks' notice shall have been given to each director of the intention to take such action at such meeting, a quorum of directors attend such meeting, and the directors in attendance as such meeting unanimously approve such modification. In such case, a copy of the adopted amendment or new Bylaw shall be sent to the BCxA International Board of Directors. It will then be placed in the book of minutes with the original of these Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the book.

*End of Bylaws.*