



# MICHIGAN CHAPTER BYLAWS

## ARTICLE I: NAME

The name of this organization shall be the Michigan Chapter of NEBB (hereinafter referred to as “MEBB”, which shall be a local Chapter of NEBB Headquarters (HQ) located in Gaithersburg, Maryland USA (hereinafter referred to as “NEBB”). Its principal office shall be located at **108 Kilpatrick Ct Summerville, SC 29483**.

## ARTICLE II: TERRITORY

The geographical boundaries of this chapter shall be **the State of Michigan**.

## ARTICLE III: CHAPTER DUTIES

The duties of this chapter shall be the following:

- 1) To abide by the provisions established in the latest edition of the Operational Procedures and Bylaws of NEBB.
- 2) To provide educational programs for the purpose of qualifying Certified Professional and Certified Technicians in accordance with NEBB requirements.
- 3) To verify that firms making application for certification meet NEBB certification requirements.
- 4) To promote the programs of NEBB with contractors and with construction designers and specifiers.
- 5) To maintain the standards established by NEBB.
- 6) To implement local action under the NEBB Quality Assurance Program when directed by NEBB HQ.
- 7) To conduct periodic seminars and refresher courses for the continued education of NEBB Certified Professionals and NEBB Certified Technicians in accordance with NEBB Operating Procedures.
- 8) To facilitate and make available a testing site for practical examinations whether it be owned by the Chapter or coordinated between the Chapters.

## ARTICLE IV: AFFILIATION

Section 1 Any Applicant Firm meeting the qualifications set forth in this Article and desiring to become affiliated with the Chapter, shall make an application on a form supplied by the Chapter. These forms shall be submitted to the Chapter and accompanied with current fees and dues as required.

Section 2 Chapter affiliation shall be limited to those firms which meet the certification requirements of the current edition of the Operational Procedures.

Section 3 Affiliation will be open to all firms certified in any of the NEBB disciplines.

Section 4 Affiliation with a local chapter is a requirement for maintaining certification.

## **ARTICLE V: BOARD OF DIRECTORS**

Section 1 The business and affairs of the Chapter will be managed by a Chapter Board of Directors. The Board of Directors shall be made up of NEBB Certified Professionals employed by NEBB Certified Firms affiliated with the Chapter. The Board of Directors shall consist of the following: President, President Elect, Treasurer, and (4) four additional Directors. New Directors shall be elected by the existing Board. Directors shall serve a (3) three-year terms. The Board of Directors shall not approve or confirm any person as a Director if, as a result, there are more than two Directors from any one firm or more than two Directors from multiple firms operating under a common ownership. Board of Directors, as referred to in this document, is intended to mean the Chapter Board of Directors.

Section 2 The Board of Directors shall have and exercise general supervision and control over the business, property, and affairs of the Chapter in all matters pertaining to it.

Section 3 Regular meetings of the Board of Directors shall be held at least two (2) times annually, at a time and place to be designated by the President and set forth in a notice which shall be forwarded to each member of the Board of Directors at least fourteen (14) days prior to each meeting. Any such meeting may be conducted through any means of communication by which the Directors may simultaneously communicate with each other during the meeting. A minimum of one-half (1/2) of the Board members is needed to conduct business. A vote of two-thirds of the members present is needed to pass a motion. Additional invitees may attend meetings at the discretion of the Board.

Section 4 Special meetings of the Board of Directors may be called by the President or any two (2) Directors upon fourteen (14) days written notice, such meetings to be held at the time and place and for the stated purpose specified by the persons calling for the meeting. Upon unanimous consent of the Board Members, meetings can be scheduled in less than the required fourteen (14) days.

Section 5 The Board of Directors shall serve without compensation, but may be reimbursed for ordinary and reasonable expenses incurred in the performance of their duties as authorized and approved by the Board of Directors

Section 6 In case of death, resignation or removal of any officer or member of the Board of Directors, the remaining Directors shall fill the vacancy thus created by temporary appointment of a successor for the remaining term.

Section 7 A Board Member may be removed from office if, by a vote of a majority of Board Members, said removal is considered in the best interest of the Chapter and NEBB.

Section 8 If a Board of Director ceases to be employed by a NEBB Certified Firm, the Director shall be allowed to serve no more than 13 months unless the Director again becomes an employee of a NEBB Certified Firm or is employed by NEBB Headquarters.

## **ARTICLE VI: OFFICERS**

Section 1 The Officers of the Chapter shall be the President, President Elect, and Treasurer. They shall be elected by the Board of Directors. The Treasurer, the President, or another person designated by the Board of Directors, shall sign all checks or other instruments used to withdraw or transfer funds from checking and savings accounts for the Chapter.

Section 2 The President shall have the general supervision over all affairs of the Chapter, shall be the presiding officer at all meeting of the Chapter and shall make an annual report on the affairs of the Chapter at Annual Chapter meeting.

Section 3 The Treasurer shall make a report on the finances of the Chapter at all regular meetings of the Chapter.

Section 4 In the absence of the President, the President-Elect shall perform the duties of President.

Section 5 The Board of Directors shall have authority to engage the services of Chapter Coordinator and any other personnel to administer and carry out programs and policies of the Chapter.

The Chapter Coordinator shall be responsible to the chapter for the following:

- a) To accurately record the proceedings of each meeting of the Chapter.
- b) To read and file all communications and other papers.
- c) To keep an affiliates roster and affiliates of all meetings.
- d) To end out all the bills and receive all monies due to the Chapter.
- e) To deposit all funds received in such banks or other depositories as directed by the Board of Directors.
- f) To account for such funds at least four times a year to the Treasurer of the Chapter.
- g) To be responsible for the coordination of Continuing Education Seminars and TAB Practical Examinations.
- h) To be responsible for facilitating the evaluation of, and reporting by, NEBB Certified Firms on probation, as directed by NEBB HQ.

Section 6 In addition to the Officers as hereinbefore described in the preceding sections, the Board of Directors, at the Annual Meeting of the Chapter, the Board of Directors shall appoint a Chapter Technical Committee Chair to serve a minimum 2-year term. The Chapter Technical Committee Chair shall keep NEBB advised of the Chapter's educational programs, other activities, problems, and solutions to problems. The Technical Committee Chair, and/or the President, and the Chapter Coordinator shall attend the NEBB Annual Conference. In addition, the Lead Examiner or a designated representative for the Chapter shall attend the NEBB Annual Conference as required by NEBB HQ.

## **ARTICLE VII: CHAPTER MEETINGS**

Section 1 Meetings of the Chapter shall be held as provided in the Bylaws, at least semi-annually. Notice of such meetings shall be made available electronically to each affiliate thirty (30) days prior to the meeting.

Section 2 Special meetings may be called by the President, or any two Board Members at such times and places as are designated in the notice of the meeting. Written notice of Special Meetings shall be made to the affiliates not less than fourteen (14) days prior to the meeting.

Section 3 The majority of the affiliated firms of this Chapter constitute a quorum for all membership meetings. Each affiliated firm present is entitled to one vote. Voting may also be accomplished

by an official Chapter proxy form or a telephone call at the membership meeting.

Section 4 The meetings of the Chapter shall be guided by the Rules and Regulations of Parliamentary Law as set forth in Robert's Rules of Order, Revised (current edition).

### **ARTICLE VIII: DUES & FEES**

Section 1 The dues required for affiliation in the Chapter shall be in the amount to be determined by the Board of Directors. Dues shall be paid promptly and non-payment within the period prescribed by the Board of Directors shall be reported to NEBB HQ to be dealt with in accordance with the Operational Procedures.

Section 2 No part of the dues or fees of the organization shall inure to the benefit or be distributable to its affiliates, officers or directors or any other private person or persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the duties set forth in Article III. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 3 Chapter and/or NEBB Fees may not be used as a means of unfairly excluding or deterring applications of companies otherwise eligible to apply for Certified Firm status.

Section 4 The Chapter must be financially self-supporting.

Section 5 Domestic Chapters shall apply to the IRS for, and maintain, tax exempt status as a 501(c)(6) or 501(c)(3) nonprofit organization.

### **ARTICLE IX: STANDING COMMITTEES**

The Board of Directors shall establish the following committees:

Section 1 A technical committee, chaired by the Technical Committee Chair, which shall be responsible to NEBB for the following:

- a) To evaluate and confirm the qualifications of a firm making application for NEBB certification.
- b) To assist with the instrument verification process, as directed by NEBB HQ.
- c) Research and investigate any complaints or problems filed with the chapter or received and directed by NEBB HQ.
- d) To administer any NEBB testing program as required by NEBB HQ.
- e) To plan and administer NEBB practical examinations as required by NEBB HQ.
- f) To aid with the Quality Assurance Program relating to their chapter, as directed by NEBB HQ.

Section 2 An Education Committee, to be chaired by a Board appointed Committee Chair, which shall be responsible to NEBB for the following:

- a) To plan and conduct annual educational seminars.
- b) To plan and conduct additional Technicians training.

Section 3 A Marketing Committee, chaired by a Board appointed Committee Chair, which shall be responsible to NEBB for the following:

- a) To act as a Liaison with outside organizations to promote the objectives of NEBB.
- b) To be responsible for the Chapter web page, and or chapter social media handles.
- c) To act as a Chapter Representative to the NEBB HQ Marketing Committee.

The Board of Directors shall establish such other standing committees as necessary to fulfill the duties of the Chapter.

#### **ARTICLE X: RESTRICTIONS**

No affiliate of this Chapter shall have any cause of action in his or its own right, or on behalf of other affiliates against this Chapter or NEBB or any officer or director thereof for any action of commission or omission, and no former affiliate of this Chapter shall have any cause of action arising out of the termination of affiliation against this Chapter of NEBB or any officer or director thereof.

#### **ARTICLE XI: LIQUIDATION**

In the event of liquidation, dissolution or winding up of the affairs of the organization, whether voluntary or involuntary or by operation of law, and after paying or making provisions for the payment of all of the liabilities of the organization, the property or other assets of the organization and any proceeds thereof, insofar as permitted by law, shall be distributed to such non-profit corporations, associations, or other organizations having purposes similar to this organization, which shall have received notice of exemption and be exempt from federal income taxes under section 501(C)(3) or 501(c)(6) of the Internal Revenue Code of 1954 or such corresponding section or sections as may from time to time be in force, as the Board of Directors of the Organization shall determine.

#### **ARTICLE XII: AMENDMENTS**

These Bylaws and any Article or Section contained herein may be revoked, amended, or modified by a 60% vote of the affiliated firms at a Regular or Special Meeting held at least thirty (30) days after presentation of the amendment to the affiliated firms, or by letter ballot.

Amendments are subject to review and approval by NEBB HQ.

#### **ARTICLE XIII: INDEMNIFICATION**

This Chapter shall indemnify (including therein the prepayment of any expenses) any person who is or was an officer, director, agent, or employee or who is or was serving at the request of the Chapter as an officer, director, agent or employee of some other Association or Corporation, or who was serving at the request of the Chapter as an affiliate, agent, attorney or employee of a Review Board as established in Article X of these bylaws, for expenses (including, but not by way of initiation, attorney's fees) judgments, fines, penalties, awards and amounts paid in settlements actually and reasonably incurred by any of the foregoing persons with respect to any threatened, pending or completed action, suit or proceeding against any of the foregoing persons by reason for the fact that said person is or was an officer, director, agent or employee of the Chapter, or is or was serving at the request of the Chapter as an officer, director, agent or employee of another Association or Corporation or who is or was serving a the request of the Chapter as a member, agent, attorney or employee of a Review Board to the extent and in the manner permitted by applicable law. Also, to the extent permitted by law, the Chapter may purchase and maintain insurance on behalf of any of the foregoing specified persons of class of persons against such liability.