

Council Appendix to Bylaws

Bylaws of the Manufacturing Council of the International Facility Management Association.

Adopted: _____

Article I: Name

Section 1.

The name of this organization is the Manufacturing Council of the International Facility Management Association, hereinafter referred to as the "Council" said Council being a Special Interest Group unit of the International Facility Management Association, hereinafter referred to as the "Association."

Article II: Governing Authority

Section 1.

The Council is governed and operated in accordance with the laws of the State of Texas, provisions of the Association's Constitution and Bylaws, this Council's Bylaws, the regulations and requirements for the conduct of Councils of the Association as adopted from time to time by the Association's Board of Directors and the rules and instructions of the Council's board of directors issued through its officers.

Article III: Organization

Section 1.

The Council is a separate entity and the Association is not financially responsible for it.

Section 2.

The Council shall be chartered by and shall be affiliated with the Association.

Article IV: Purpose and Policy

Section 1.

The Council shall foster the purposes, vision, mission, goals, core values, and Code of Ethics of the Association in a distinct industry or area of interest. Members of councils shall strive to implement the Association's professional policies among themselves and in the organizations which they serve.

Section 2.

The name, funds or influence of the Council may be used only in support of Section 1.

Article V: Membership

Section 1.

The qualifications for membership shall conform to the requirements of the Association's Constitution and Bylaws. Council members who do not comply with Association requirements for Council membership, including payment of additional dues or fees, shall be automatically dropped from Council membership.

Section 2.

Membership in the Association is a prerequisite to membership in the Council.

Section 2. (as amended)

As stated in the Constitution [Art. IX, § 2], membership in SIGS shall be restricted to Association members or members of organizations that the Association has formed alliances with that permit such participation. The SIG may invite non-members to attend SIG meetings and events in accordance with such policies and procedures, if any, adopted by the Association Board of Directors.

Section 3.

The provision of the Association Bylaws for disqualification, suspension, expulsion and reinstatement of members shall govern.

Article VI: Council Board of Directors

Section 1.

All Officers and Directors shall be members in good standing of the Association and shall be members of the Council.

Section 2.

The management and direction of the Council shall be delegated exclusively to its board and only those board members specifically named as Officers or Directors shall be eligible to vote on Council business.

Section 3.

- (a) The Council's board shall at a minimum consist of four members including the President, Vice President(s), Secretary, Treasurer and Immediate Past President. The maximum number of board members shall be _____. (The council may choose to combine the duties of the Secretary/Treasurer.) The Council may choose to include on the board additional Directors whose duties and responsibilities shall be as approved by the Association's Board.
- (b) "Past President" shall mean a member in good standing who served to the end of a term as President after election or succession. "Immediate Past President" shall mean the Past President, if any, who served most recently before the commencement of the current full annual officers' term, and who agrees to serve in the roles assigned by these Bylaws to the Immediate Past President.
- (c) Non-officer directors are appointed by the president and serve until the commencement of the next presidential term.

Section 4.

Board of Directors Meetings

- (a) Regular meetings. Regular Meetings of the Council's Board of Directors shall be held at the call of the President with at least 7 days advanced notice.
- (b) Special meetings: Special meetings may be called by a majority of the Board of Directors with at least 7 days advanced notice. The business at special meetings shall be limited to that of which the meeting was called. The council president shall be the presiding officer at all special meetings.

Section 5.

A majority of the board shall constitute a quorum.

Section 6.

The Council Board of Directors is specifically empowered to adopt rules for its own proceedings. If board membership falls below a quorum, the remaining board may meet even without a quorum to appoint sufficient members to attain a quorum.

Section 7.

Should the President resign, or otherwise be unable to fulfill his or her term of office, the succession of officers shall be Vice President to President. No advanced notice shall be necessary for filling a vacancy at a regular meeting of the Board.

Section 8.

A vacancy in an officer or director's position shall be filled by appointment by the Council President for the remainder of the replaced Director's term.

Article VII: Officers

Section 1.

Each elected Council Board member shall take office on the _____ day of _____ of each year and shall serve a one-year term and until the officer's successor is elected. The officers shall be elected in accordance with the nomination and election procedure described in these bylaws.

Section 2.

The Council President shall be a member of the Association in good standing and shall be a member of the Council. The President shall serve as chairman of the board; shall preside at all meetings; shall select the chairs of special committees; shall ensure that the council is represented at the annual House of Delegates Meeting through a delegate selection procedure in conformity with any policies adopted by the IFMA Board of Directors under IFMA Bylaws; shall be an ex-officio member of all committees (except the Nominations Committee); and shall sign all agreements and formal instruments.

Section 3.

The Council Vice President(s) shall be a member of the Association in good standing and shall be a member of the Council. The Vice President(s) shall preside in the absence of the President(s) and shall perform other duties as assigned by the President or by the Board of Directors.

Section 4.

The Council Treasurer shall be a member of the Association in good standing and shall be a member of the Council. The Treasurer shall collect and receive Council monies and securities; deposit funds and disburse same, subject to the direction of the Board of Directors; keep accurate books of account; submit a report at Board of Directors' meetings; cosign all agreements and formal instruments, except those pertaining to the office of the Secretary; and submit a report of the Treasurer's office at an annual meeting of the Council. The Treasurer shall perform other duties as assigned by the Board of Directors.

Section 5.

The Council Secretary shall be a member of the Association in good standing and shall be a member of the Council. The Secretary shall see that notice is sent at least seven days in advance of all meetings of the Board of Directors and of the Council and shall keep accurate minutes thereof. The Secretary shall maintain a file of all correspondence; keep a roster of committees and task forces; forward requested material and information to the Association; cosign all agreements and formal instruments, except those pertaining to the office of the Treasurer; and submit a report of the Secretary's office at an annual meeting of the Council. The Secretary shall perform other duties as assigned by the Board of Directors.

Section 6.

Prior to expiration of the officer's term a Council officer may be removed from office prior to expiration of the officer's term for good cause only. A petition signed by a majority of Board members shall be necessary to initiate the removal procedure. The petition shall state the specific causes for removal. All members of the Council Board shall receive at least 7 days notice of a meeting (whether general or special) at which the removal of the officer will be considered. The

challenged officer shall have right to present a defense to the Council Board. The officer shall be removed from office upon a two-thirds vote of Council Board members present and voting.

Article VIII: Nomination and Election of Officers

Section 1.

The President and Vice President(s) shall not hold the same office for more than two consecutive years.

Section 2.

Nominating Committee Procedure. A nominating committee chaired by the Immediate Past President shall prepare a list of qualified nominees no later than 90 days before the above assumption of office date. This list shall provide at least one name for each elective position on the Board and shall be presented to the Council not later than the regular meeting 60 days before the assumption of office date. At this time, qualified voting members may present nominations from the floor.

Section 3.

Elections shall be made by written ballot delivered in a manner chosen by the committee to the qualified voting members. The nominating committee shall prepare the ballot. Write-in space for each office shall be included in the ballot. Each qualified voting member of the Council shall be provided with a ballot at least four weeks prior to the ballot count date as set by the Council Board of Directors. Ballots shall be returned in the manner and timeframe specified by the nominating committee. The Council board may adopt policies and procedures for balloting in conformance with applicable statutes.

Section 4.

Tabulation. The nominating committee chaired by the Immediate Past President shall designate the method of validation and counting of ballots. A plurality shall elect to office. In case of a tie, the election shall be determined by lot. Results shall be reported to the members by the Council's Immediate Past President.

Section 5.

The Council Secretary shall immediately notify the Association's President of the results of Council elections of officers and Directors, including a complete listing of the Council Officers and Directors for the coming year with their addresses and phone numbers.

Article IX: Committees

Section 1.

Committees

The Council's standing committees shall include the following: Executive Committee and Nominating Committee. The Council Board of Directors shall have the power to create additional standing committees and special committees. The Council President shall appoint all standing and special committee members or delegate selection to the committee chair, designate their duties and may authorize compensation for justifiable expenses.

Section 2.

Executive Committee

- (a) Composition. The Executive Committee shall consist of the President, Vice President(s), Secretary, Treasurer and Immediate Past President.
- (b) Authority. The Executive Committee shall exercise the authority of the Board in the control and management of the Council's Affairs when the Board is not in session. The Executive

Committee cannot modify action taken by the Board and the Board may modify any unexecuted action approved by the Executive Committee.

Section 3.

Nominating Committee

- (a) Composition. The Nominating Committee shall be chaired by the Immediate Past President, if willing and able to serve, and otherwise the most recent Immediate Past President willing and able to serve. If a member of the Nominating Committee becomes a candidate for office, that member must resign from the Nominating Committee.
- (b) Authority. The Nominating Committee shall perform those tasks relating to nomination of officers as stated in these Bylaws.

Section 4.

Authority to Act

Committee appointees by Council President may commence work immediately upon notification by the President and before the announcement of their appointment at a Board or Council meeting.

Article X: Meetings of Members

Section 1.

At least one face-to-face council meeting should be conducted in the Council's fiscal year

Section 2.

Meetings of Members

- (a) Regular meetings. Regular Meetings of the Council's membership shall be held at the call of the President with at least 7 days advanced notice.
- (b) Special meetings. Special meetings may be called whenever the majority of the Board of Directors deems it necessary or upon written request by not less than 20 percent of the Council membership. The business at special meetings shall be limited to that of which the meeting was called.
- (c) Annual meeting. The Annual meeting of the Council shall be held as directed by the Council Board of Directors at which time reports of the committees shall be submitted. The Secretary shall submit an annual report of the activities of the Council during the past term of office, and the Treasurer shall submit an annual report of the finances of the Council. A copy of these reports shall also be sent to the Association as part of the Council's annual recertification report in accordance with the Association Bylaws.
- (d) A quorum to take a binding membership vote shall consist of 2% of the Council's membership.

Article XI: Council Administration

Section 1.

Conduct of Council Business

- (a) These Bylaws, together with the applicable provisions of the Association's Constitution and Bylaws, Robert's Rules of Order (Newly Revised), and Texas law shall govern the conduct of the business of the Council.
- (b) Rules in the nature of rules of order contained in these Bylaws may not be suspended unless such rules provide for their own suspension.

Section 2.

Neither members nor directors may vote, or otherwise act, by proxy.

Section 3.

The fiscal year of this Council shall be the same as that of the Association.

Section 4.

The Council shall furnish all records and reports requested by the Association's President, including regular reports on the financial condition of the Council.

Section 5.

Minutes of board of directors meetings, meetings of members, and committee and special meetings shall be sent to the Association by the Council Secretary.

Section 6.*Recertification*

The Council shall submit a request for recertification to the Association's President each year by the date established by the Association's President. The request shall include such information as required by policies and procedures adopted by the Association's Board of Directors. The Association's Board of Directors shall review the request for recertification and approve or deny the request based upon the professional activity of the Council and its Officers. The Board may grant conditional recertification upon such terms and conditions as the Board deems appropriate.

Section 7.

Council remittance of members' annual dues shall be set by the Council's Board of Directors with approval by the Association President.

Section 8.

Annual dues notice shall be sent by the Association at least 60 days in advance of each member's anniversary date and are payable when rendered. Initial dues shall accompany the membership application.

Section 9.

Association and Council dues shall be payable in U.S. dollars or the equivalent directly to the Association. Council remittance of members' Council dues will be returned to the Council by the Association in accordance with IFMA policy as stated in the Association Constitution and Bylaws.

Section 10.*No Assessments*

Association Councils do not have the power to levy any special assessment on any member of the Association, other than regular annual dues and reasonable and necessary fees for attendance at Association and Council meetings, conferences, seminars and special events. Voluntary contribution programs for Council support or other purposes may be established by the Association's Board of Directors. The Association's Board of Directors may, on a case-by-case basis or by adopted procedures, allow units the ability to charge additional and/or supplemental fees for services rendered by such unit.

Section 11.

A member of the Board of Directors or of a committee shall be disqualified from participation concerning or voting on any item of business as to which the member has a direct personal or pecuniary interest not common to the other members of the Board or committee.

Section 12.

Anti-trust policy: All council activities and/or discussion shall be avoided which might be construed as tending to:

- (a) Raise, lower, or stabilize prices.
- (b) Regulate the provisions of services or their costs
- (c) Allocate market.
- (d) Encourage boycotts
- (e) Foster unfair trade practices
- (f) Assist in promoting monopolization; and/or
- (g) In any way violate applicable trade regulations and anti-trust laws

Article XII: Amendments

Section 1.

Any elected Council officer or Director may propose an amendment to these Bylaws. Proposed amendments to Council's Bylaws shall first be submitted along with a copy of the complete, current Council Bylaws, to the Association for approval. After Association approval, the proposed amendments shall then be publicized to the general Council membership at least two weeks prior to a regular Council meeting or special meeting.

Section 2.

Within two weeks of the meeting referred to in Section 1, the Council Secretary shall send ballot forms to all qualified voting members of the Council with all returned ballots to be received with in forty-five days after the date that the Secretary sends out the ballot forms. These Bylaws may then be amended via ballot sent to the qualified voting members with two-thirds of those responding voting in the affirmative. The Council board may adopt policies and procedures for balloting in conformance with applicable statutes.

Section 3.

IFMA may require the Council to amend its Bylaws at any time to conform with IFMA's Articles of Incorporation, Constitution, Bylaws or adopted policies.

Article XIII: Not-for-Profit, Professional Association

Section 1.

Council is organized and operated exclusively for the purpose described in Section 501(c)(6) of the U.S. Internal Revenue Code or the corresponding provisions of a future United States of America revenue law.

Article XIV, Dissolution, Suspension & Termination

Section 1.

Provisions for suspension, termination, and dissolution of the Council shall be as provided for in the Association Bylaws and such policies as the Association Board may adopt in support of the Bylaws. If the Council is unable to dissolve and liquidate its assets, the Association's President shall be deemed the Council's representative and may perform all acts useful and necessary for the dissolution of the Council and the liquidation of its assets."

Article XV: Numbering of Articles and Sections

Section 1.

The Council Board of Directors is authorized to number the articles and sections of these Bylaws to correspond with any changes that may be approved.

Ratified this ____ day of _____, _____, by the _____ Council Board of Directors

Approved by: _____