

## **Chapter Appendix to Bylaws – Revised 16 March 2018**

Bylaws of the San Antonio Chapter of the International Facility Management Association.

Adopted: 30 May 2018

### **Article I: Name**

#### **Section 1.**

The name of this organization is the San Antonio Chapter of the International Facility Management Association, hereinafter referred to as the "Chapter" said Chapter being a unit of the International Facility Management Association, hereinafter referred to as the "Association."

### **Article II: Governing Authority**

#### **Section 1.**

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

### **Article III: Organization**

#### **Section 1.**

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

#### **Section 2.**

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

### **Article IV: Purpose and Policy**

#### **Section 1.**

The Association Chapter shall foster the purposes, vision, mission, goals, core values, and Code of Ethics of the Association in a distinct geographic area. Members of the Chapter 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 Chapter 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. Chapter members, who do not comply with Association requirements for Chapter membership, including payment of additional dues or fees, shall be automatically dropped from Chapter membership.

#### **Section 2.**

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

**Section 3.**

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

**Section 4.**

The Chapter may invite non-members to attend Chapter meetings and events in accordance with such policies and procedures, if any, adopted by the Association's Board of Directors.

**Article VI: Chapter Board of Directors****Section 1.**

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

**Section 2.**

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

**Section 3.**

- (a) The Chapter's Board shall at a minimum consist of six (6) members including the President, Vice-President(s), Secretary, Treasurer and Immediate Past President. The maximum number of Directors shall be seven (7). The Chapter 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 Chapter's Board of Directors shall be held at the call of the President with at least seven (7) days advanced notice.
- (b) Special meetings. Special Meetings may be called by a majority of the Board of Directors with at least seven (7) days advanced notice. The business at Special Meetings shall be limited to that of which the meeting was called. The Chapter President shall be the presiding Officer at all Special Meetings.

**Section 5.**

A majority of the Board shall constitute a quorum.

**Section 6.**

The Chapter 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.**

- (a) The President shall serve a term of two (2) years and will be limited to one (1) consecutive term as President. Any member in good standing may serve as President. The elections will take place on odd years. 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, Special or Regular meeting shall be necessary for the Vice President to ascend to the role of

- President under these conditions. The elevated President will serve out the remaining term of the former President and if the remaining term served is less than twelve (12) months, it shall not constitute a Presidential term for the elevated Vice President. The President shall call for a special election to occur within sixty (60) days from the elevation of the Vice President to President to fill the vacated Vice President position.
- (b) The Vice President will serve a term of two (2) years and will be limited to no more than one (1) consecutive term as Vice President. Any member in good standing may serve as Vice President. The elections will take place on odd years. Should the Vice President resign, or otherwise be unable to fulfill his or her term of office, the President shall call for a special election to occur within sixty (60) days from the date the Vice President vacated their office to fill this vacated role.
  - (c) The Immediate Past President shall serve a term of two (2) years. The President shall automatically transition into this role once they have fulfilled their elected term as President. Should the Immediate Past President resign, or otherwise be unable to fulfill his or her term of office, the President shall nominate a previous Past President that is willing to serve out this term. The nominee must be approved by the majority of the Board. If this position remains unfilled after thirty (30) days, the President shall call for a special election to occur within sixty (60) days to elect a 2nd Vice President to serve on the Board for the remaining term of the Immediate Past President or until the Past President role is filled by the outgoing President.
  - (d) There will be two (2) and up to six (6) Directors appointed by the President that shall serve a term of at least two (2) years but are not term limited. Directors are voting members of the board. Any member in good standing may serve as a Director.

## **Article VII: Officers**

### **Section 1.**

Each elected Chapter Board member shall take office on the 1st day of July on their election year and shall serve a two (2) 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 Chapter President shall be a member of the Association in good standing and shall be a member of the Chapter. 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 Chapter 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; shall be an ex-officio member of all committees (except the Nominations Committee); and shall sign all agreements and formal instruments.

### **Section 3.**

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

### **Section 4.**

The Chapter Treasurer shall be a member of the Association in good standing and shall be a member of the Chapter. The Treasurer shall collect and receive Chapter 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 Chapter. The Treasurer shall perform other duties as assigned by the Board of Directors.

### **Section 5.**

The Chapter Secretary shall be a member of the Association in good standing and shall be a member of the Chapter. The Secretary will work with the Chapter Administrator on chapter business, is the editor of the Chapter's Newsletter and shall perform other duties as assigned by the Board of Directors.

The Chapter Administrator shall be a member of the Association in good standing and shall be a member of the Chapter. The Administrator shall see that notice is sent at least seven (7) days in advance of all meetings of the Board of Directors and of the Chapter and shall keep accurate minutes thereof. The Administrator shall maintain a file of all correspondence; keep a roster of committees and task forces and forward requested material and information to the Association.

#### **Section 6.**

Prior to expiration of the Officer's term a Chapter Officer may be removed from office 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 Chapter Board shall receive at least seven (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 Chapter Board. The Officer shall be removed from office upon a two-thirds vote of Chapter 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 (2) consecutive years unless under other than normal circumstances.

#### **Section 2.**

**Nominating Committee Procedure.** A Nominating Committee chaired by the Immediate Past President shall prepare a list of qualified nominees no later than ninety (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 Chapter not later than the regular meeting sixty (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 electronic ballot delivered on the website and newsletter to qualified voting members. The Secretary shall prepare the ballot, which shall include the original list of nominees and those nominated from the floor. Write-in space for each office shall be included on the ballot. Each qualified voting member of the Chapter shall have access to the electronic ballot at least four (4) weeks prior to the ballot count date as set by the Chapter Board of Directors. Access to the electronic ballot shall end in the manner and timeframe specified by the Nominating Committee. The Chapter Board may adopt policies and procedures for balloting in conformance with applicable state 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 Chapter's Immediate Past President.

#### **Section 5.**

The Chapter Administrator shall immediately notify the Association's President of the results of Chapter election of Officers. This listing shall include a complete listing of the Chapter Officers and Directors for the coming year with their addresses and phone numbers.

### **Article IX: Committees**

## **Section 1.**

### *Committees*

Chapter standing committees shall include the following: Executive Committee and Nominating Committee. The Chapter Board of Directors shall have the power to create additional standing committees and special committees. The Chapter President shall appoint all standing and special committee members or delegate their 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 Chapter'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 Chapter President may commence work immediately upon notification by the President and before the announcement of their appointment at a Board or Chapter meeting.

## **Article X: Meetings of Members**

### **Section 1.**

Chapter meetings may be held monthly, with no less than four (4) regular meetings held in the Chapter's fiscal year.

### **Section 2.**

#### **Meetings of Members**

- (a) **Regular Meetings.** Regular Meetings of the Chapter's membership shall be held at the call of the President with at least seven (7) days advanced notice.
- (b) **Special Meetings.** Special Meetings may be called with at least seven (7) days advanced notice whenever the majority of the Board of Directors deems it necessary or upon written request by not less than twenty percent (20%) of the Chapter membership. The business at Special Meetings shall be limited to that of which the meeting was called. The Chapter President shall be the presiding Officer at all Special Meetings.
- (c) **Annual Meeting.** The Annual Meeting of the Chapter shall be held as directed by the Chapter 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 Chapter during the past term of office, and the Treasurer shall submit an annual report of the finances of the Chapter. A copy of these reports shall also be sent to the Association as part of the Chapter's annual recertification report in accordance with the Association Bylaws.
- (d) **A quorum to take a binding membership vote shall consist of ten percent (10%) of the chapter's membership.**

## **Article XI: Chapter Administration**

### **Section 1.**

#### *Conduct of Chapter Business*

- (a) These Bylaws, together with the applicable provisions of the Association's Constitution and Bylaws, Robert's Rules of Order (Newly Revised), and applicable state or country law shall govern the conduct of the business of the Chapter.
- (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 Chapter shall be the same as that of the Association.

### **Section 4.**

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

### **Section 5.**

Minutes of Board of Directors meetings, meetings of members, and committee and Special Meetings shall be sent to the Association by the Chapter Administrator.

### **Section 6.**

#### *Recertification*

The Chapter 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 Chapter and its Officers. The Board may grant conditional recertification upon such terms and conditions as the Board deems appropriate.

### **Section 7.**

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

### **Section 8.**

Annual dues notice shall be sent by the Association at least sixty (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 Chapter dues shall be payable in U.S. dollars or the equivalent directly to the Association. Chapter remittance of members' Chapter dues will be returned to the Chapter by the Association in accordance with IFMA policy as stated in the Association Constitution and Bylaws.

### **Section 10.**

#### *No Assessments*

Association Chapters 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 Chapter meetings, conferences, seminars and special events. Voluntary contribution programs for Chapter 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.

### **Article XII: Amendments**

#### **Section 1.**

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

#### **Section 2.**

Within two (2) weeks of the meeting referred to in Section 1, the Chapter Secretary shall initiate an electronic ballot available on the website and newsletter to all qualified voting members of the Chapter, with end date within forty- five (45) days after the date that the Secretary initiated the electronic ballot. These Bylaws may then be amended by a two-thirds (2/3) vote of those responding. The Chapter Board may also adopt policies and procedures for balloting in conformance with applicable state statutes.

#### **Section 3.**

IFMA may require the Chapter 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.**

Chapter 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 Chapter 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 Chapter is unable to dissolve and liquidate its assets, the Association's President shall be deemed the Chapter's representative and may perform all acts useful and necessary for the dissolution of the Chapter and the liquidation of its assets."

### **Article XV: Numbering of Articles and Sections**

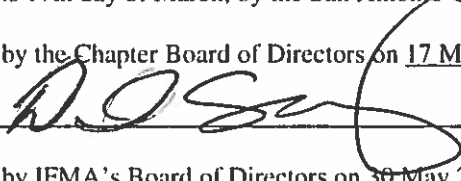
#### **Section 1.**

The Chapter 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 17th day of March, by the San Antonio Chapter Board of Directors

Approved by the Chapter Board of Directors on 17 March 2018

Signed \_\_\_\_\_

A handwritten signature in black ink, appearing to be 'A. J. Smith', is written over a horizontal line. The signature is cursive and somewhat stylized.

Approved by IFMA's Board of Directors on 30 May 2018

Approved by the Chapter membership on 7 March 2018

Official copy returned to IFMA headquarters on 30 May 2018