



**BYLAWS
OF
ASSOCIATION FOR FACILITIES ENGINEERING GRANITE STATE CHAPTER 140**

May 31, 2014

ARTICLE I: NAME and TAX STATUS

The name of this non-profit corporation is the Association for Facilities Engineering Granite State Chapter 140. It is hereinafter referred to in these Bylaws as the “Chapter”. A not-for-profit membership Association chartered under the corporation laws of the State of New Hampshire and exempt from Federal income tax pursuant to IRS Section 501 (c)(6). The “Chapter” is affiliated with the Association for Facilities Engineering/National Board of Directors hereinafter referred to as the “Association”.

ARTICLE II: DEFINITIONS

1. “Virtual Environment” shall mean any technology that facilitates remote meetings and dissemination of information such as: teleconferencing, video & data teleconferencing, chat rooms or any other similar means where people can communicate.
2. “Electronic Means” shall mean any technology that can be used for communications such as email, website, text messaging, online survey, online balloting, Facsimile, phone calls etc.
3. “Alternative Vote” shall mean any form of casting a vote other than in person.

ARTICLE III: MEMBERS

1. Classes of Membership. There shall be two classes of members.

(a) **Regular Member.** An individual actively employed in the profession of plant engineering/facilities management or a corporate/business member with involvement in plant engineering/facilities management. This class of membership is a full voting member of AFE and may hold all local, regional and national offices of the Association. Within the Regular Member class, the Association may create subclasses of individuals, for unique recognition, such as: affiliate, retired, fellow, honorary, life, unemployed, who shall be recognized as such without affecting any voting rights.

(b) **Student Member.**

An individual enrolled as a full-time student in an accredited institution of higher learning who intends to pursue a career that would involve-or interface with plant engineering/facilities management. This class of membership may have voting rights within their respective chapters only.

2. Chapter Membership.

All AFE Regular and Student members are encouraged to join a recognized AFE Chapter. An individual that does not designate an AFE Chapter is a Member at Large (MAL).

3. Annual Dues.

(a) The AFE national Board of Directors shall establish the membership term and a schedule of fees for participation in the Association's activities. Payment of such fees or dues shall be a condition of membership. No dues, fees or assessments shall be refunded to any member whose membership terminates for any reason.

(b) A portion of annual dues, as determined by the AFE National Board of Directors, collected by AFE shall be remitted to the Chapter designated by an individual. No portion of a year's dues shall be rebated to another Chapter if an individual transfers.

4. Applications.

Applications for membership shall be filed with the Association on an application form provided by the Association. Any applications so filed shall be reviewed and upon the making of the finding that an applicant is eligible for membership, the applicant shall be notified and membership shall become effective as of the date of notification. Applications for membership and dues shall only be collected by AFE national headquarters.

5. Resignations.

Any member may resign by filing a written resignation with the "Association" and the member's "Chapter". Such resignation shall be effective upon receipt.

6. Suspension and Removal.

Any member who is in default in the payment of dues for a period of 90 days after such dues become payable may be suspended from membership. Any member so suspended shall, until reinstated, forfeit all rights and privileges of membership. Upon paying current dues a member may then be reinstated. If a continuous membership record is desired, all dues in arrears must be paid that have occurred since the previous membership lapsed. Notwithstanding the foregoing, an AFE member may be removed for cause by a 2/3's majority vote of the entire AFE national Board of Directors. Sufficient cause for removal shall be violation of these Bylaws or any lawful rule or practice adopted by AFE's national Board of Directors, or bringing discredit upon AFE or its members. A member shall not be removed until after receiving "due process" consideration. A removed member may reapply for membership after twelve (12) months from final disposition.

7. Membership Meetings

(a). Annual Business Meeting of Members.

The Annual Business Meeting of members shall be held at a time and place fixed by the Chapter Board of Directors or conducted in a virtual environment through electronic means as determined by the Chapter Board of Directors.

(b). Monthly membership meetings.

Monthly meetings shall be held on the 4th Wednesday of every month. The time and place of the monthly meetings shall be determined by the Chapter Board of Directors. The November and December meetings may be combined into a single meeting on a day other than the 4th Wednesday, at the discretion of the Chapter Board of Directors. The Chapter Board of Directors shall set the membership attendance fee for each meeting by a 2/3's majority vote of the Chapter Board of Directors.

(c). Special membership Meetings.

Special Meetings of the Chapter membership may be called by:

- the Chapter Board of Directors or
- upon receipt of a written request by ten (10) percent of the Regular Members. Such meetings shall be held at a time and place fixed by the Chapter Board of Directors or conducted in a virtual environment through electronic means as determined by the Chapter Board of Directors. Special meetings shall be held with within thirty (30) days of written request.

(d). Notice of Meeting.

Notification of the Annual Business Meeting, monthly meetings, or special meetings shall be in writing at least twenty one (21) days prior to the meeting. Notifications shall be by mail or email. A notice stating the time, and place, and purpose of any meeting shall be by electronic means at least fourteen (14) days prior to the meeting, with phone calls made to those electing not to receive electronic mail.

(e). Quorum.

The presence of a minimum of fifteen (15) Regular Members in attendance, by person or proxy, of the Chapter shall constitute a quorum for the transaction of business at membership meetings

(f). Voting.

At all AFE membership meetings, each Regular Member shall have one vote.

Proposals to be offered to the Members for an alternative vote shall be conducted through electronic means as approved by the Board of Directors. Mail ballots shall be issued only to members who specifically request to participate by mail service. Each mail ballot must be returned within 30-days of the postmark of the mailing. A minimum of five calendar days will be allowed before opening mail ballots to allow for Postal Service Delivery. Mail ballots received with postmarks after the closing date will not be opened and will not be counted.

ARTICLE IV: CHAPTER BOARD OF DIRECTORS

1. General Powers.

(a) The property, affairs, and business of the Chapter shall be managed and controlled by its Chapter Board of Directors. The Chapter Board of Directors may by general resolution delegate to officers of the Chapter and to committees such powers as provided for in these Bylaws.

(b) The Chapter Board of Directors may establish, promulgate, and bestow certain honors, awards, and other forms of recognition to members and non-members, including organizations, as they may so designate from time to time.

2. Number.

The number of Directors shall be thirteen (13), comprised of six (6) elected Officers, specifically: President, 1st Vice President, 2nd Vice President, Secretary, Treasurer and Immediate Past President and seven (7) appointed Representative Directors.

3. Qualification.

(a) All Directors must be current AFE members.

4. Terms and Election. (a) Officers shall serve terms of two (2) years or until their successors are elected and qualified, and shall be seated on the first day of the following calendar year. Officers may succeed themselves in office. In order to maintain historical memory, procedures will be established so that one-half of the membership of the Board of Directors is elected each year.

(b) The President, 1st Vice President, 2nd Vice President, Secretary and Treasurer shall be elected by the Regular Members no later than the 1st general membership meeting of the calendar year. The President shall automatically succeed to immediate Past President at the end of his/her term.

5. Resignation. Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.

6. Removal. The vote of a $\frac{3}{4}$ majority of the number of the Directors established by these Bylaws, excluding the affected Director, who may not vote, shall be required to remove a Director from office prior to the expiration of the term for that Director.

7. Vacancies. Vacancies among the elected Directors, whether caused by resignation, death, removal, or absence may be filled by the President, with the approval of the Board of Directors, for the remainder of the term. In case of a vacancy of the President, 1st Vice President will fill the unexpired term.

8. Corresponding Rights. The provisions of Article IV, including, but not limited, to, Sections 4, 5, and 6, apply to Officers of the Chapter whose position as such is inextricably tied to their serving on the Board.

9. Meetings. (a) The Board of Directors shall meet during the Association's fiscal year a minimum of ten (10) times. Time and location of regularly scheduled meetings shall be agreed upon by the Board.

(b) Special meetings of the Board of Directors may be called by the President or by request of nine (9) voting members of the Board then in office to the President. Notice of such shall be made to each member of the Board not less than seven (7) days prior to the meeting and shall include the purpose of the meeting. The President shall by consensus fix any place or manner for holding any Special meeting.

10. Quorum. The presence in person, either live or by an electronic environment, of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

11. Absence. Any member of the Board who has an unexcused absence from three (3) regular meetings of the board, in one fiscal year, shall automatically vacate the seat on the Board of Directors. While not condoned, absences are excused if officers contact the Board of Directors and/or President with details regarding an absence. With the exception of unforeseen emergencies, all anticipated absences must be reported no later than one day prior to the meeting.

12. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other or may vote by e-mail ballot. No proxy voting is permitted.

13. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

14. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors, reimbursement to a member for expenses such as office supplies and member meeting gifts may be allowed.

15. Conflicts of interest. All Directors/officers shall have reviewed and signed the Chapter's Conflict of Interest Policy. Every new Director will be advised of the Chapter's Conflict of Interest Policy upon entering the duties of his or her office, and shall sign a statement demonstrating that she or he acknowledges, understands and agrees to abide the Chapter's conflict of interest Policy. The Board will comply with all requirements of applicable New Hampshire law.

ARTICLE V: OFFICERS

1. Officers. The officers of the Association shall be a President, 1st Vice President, 2nd Vice President, Secretary, Treasurer and Immediate Past President. Officers serve as Board members. The Board of Directors may elect such other officers or agents, including Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

2. President. The President:

- Is the chief elected officer of AFE Chapter 140;
- Chairs the Board of Directors.
- Chairs at the Annual Business Meeting
- Has full authority to assign duties to committees and to form ad-hoc committees when needed.

Establishes an interim Finance Committee once every two years to review and audit the Treasurer's accounting reports and report its findings to the Board of Directors.

- Serves as an ex-officio member with the right to vote on all committees.
- Shall perform other duties as may be necessary to the office of the Chair of the Board or as may be prescribed by the Board of Directors or these Bylaws.

3. 1st Vice President. Shall:

- Preside over any chapter meeting when the President cannot attend.
- Be responsible to ensure proper accounting procedures are maintained by the Treasurer.
- Ensure periodical validation that the financial reporting to the membership, IRS and State of New Hampshire is accurate;
- Assist in the development of long-term financial strategies;
- Serve as Chair of the Revenue Committee overseeing such activities as the yearly Directory and other fund raising events.
- Shall perform other duties as may be necessary to the office or as may be prescribed by the Board of Directors or these Bylaws.

4. 2nd Vice President. Shall:

- Shall be an ex-officio member of, and act as the reporter to the Board for, the Professional Development Committee;
- Coordinate the monthly membership meeting tours and dinners.
- Coordinate the Annual Member Business meeting.
- Provide tour and meeting information to the Secretary three (3) weeks prior to the meeting for the Secretary to send out a meeting notice.
- Shall perform other duties as may be necessary to the office or as may be prescribed by the Board of Directors or these Bylaws.

5. Immediate Past President. Shall:

- Provide continuity to the chapter Board of Directors and chapter operations through changes in Board of Director membership changes.
 - Chair the Nominations Committee;
 - Report on the Committees activities at all regularly scheduled meetings of the Board, at the Annual Business Meeting, and at other times as requested by the Board of Directors;
- Shall perform other duties as may be necessary to the office or as may be prescribed by the President, Board of Directors or these Bylaws.

6. Secretary. Shall:

- Record meeting minutes of the Board of Directors meetings, annual membership meeting and any special meetings, so called by the President as specified under Article IV; Section 9 and incorporate the meeting minutes into the Chapter web site.
- Oversee the publication and distribution of the monthly chapter newsletter in a timely fashion in accordance with Article III, Section 7, paragraph d.
- Shall perform other duties as may be necessary to the office or as may be prescribed by the Board of Directors or these Bylaws.

7. Treasurer. Shall:

- Keep accurate accounting books in accordance with the National AFE accounting guidelines.
- Report on the financial condition of the Chapter and, as necessary the Association at all scheduled meetings of the Board of Directors, at the Annual Business Meeting, and at other times when requested by the Board.
- Ensure periodical validation that the financial reporting to the membership, IRS and State of New Hampshire is accurate.
- Prepare the required annual chapter financial reporting documents for signature and file said forms with the State of New Hampshire and the IRS.
- Assist in the development of long-term financial strategies.
- Shall perform other duties as may be necessary to the office or as may be prescribed by the Board of Directors or these Bylaws.

ARTICLE VI: COMMITTEES, ORGANIZATION UNITS,

1. Committees.

(a) General: In addition to the standing committees identified herein, the President may appoint committees or Task Forces as are necessary and are not in conflict with other provisions of these Bylaws. Special committees shall report to regularly scheduled Board meetings and as directed by the President. Notwithstanding the foregoing, no such committee/task force shall have the authority of the Board of Directors in electing, appointing or removing any member of any such committee or any Director or officer of the Chapter; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Chapter or Association; authorizing the voluntary dissolution of the Chapter or revoking proceedings thereof; adopting a plan for the distribution of the assets of the Chapter; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

(b) Term: Each member of a non-standing committee/task force shall continue for a term of one (1) year, unless otherwise specified in the committee charge, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

(c) Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

(d) Manner of Acting: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the

act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

2. Standing Committees.

(a) Nominations Committee:

- (i) Its membership shall consist of: the Immediate Past President, the membership chair, and one general board member chosen by the President.
- (ii) The Committee shall annually establish and announce a timeline for its work.
- (iii) The Committee shall solicit from the membership and identify candidate(s) for each position scheduled to be vacated at the end of a term.
- (iv) Any Chapter member in good standing may nominate another member in good standing and the Committee shall consider the individual in its deliberations. Any member nomination, accompanied by a petition of support signed by Chapter members in good standing shall be listed on the final ballot along with the Committee's recommended slate.
- (v) The Committee shall, in accordance with the defined qualification criteria (Article IV, Section (2)), offer its recommended ballot, identifying at least two nominees for each seat on the Board of Directors about to be vacant, to the Board at least 30 days prior to the election for approval; Board rejection of the Committee's slate requires an 2/3 "NAY" vote of the voting members of the Board.
- (vi) The candidate receiving the highest number of votes for a given office shall be elected.

(b) Membership Committee:

- (i) Its membership consists of the Membership chair and at least one other Board of Directors member appointed by the President.
- (ii) Be responsible for the development of member services;
- (iii) Be responsible for new membership growth;
- (iv) Be responsible for the retention of existing members;
- (v) Report on the status of membership and member services at regularly scheduled meetings of the Board and at the Annual Business Meeting, and at other times as requested by the Board of Directors
- (vi) The committee shall advise the Board on membership and marketing issues and develop, strategize and drive the implementation of the Annual Plan for the development of membership and member services.

(f) Professional Development and Scholarship Committee:

- (i) Membership consists of up to five (5) Chapter members appointed annually by the President according to need.
- (ii) A Chapter member shall chair the committee.
- (iii) The committee shall advise the Board, as reported through the Membership chairman, on virtual and live training, education, development and certification, and develop, strategize and drive the implementation of the Annual Plan for the development of professional development and certification.

ARTICLE VII: ADMINISTRATIVE and FINANCIAL

1. Fiscal Year. The fiscal year of the Association shall be determined by the Chapter Board

2. Contracts. The Chapter Board of Directors may authorize any officer or officers, agent, or agents of the Association in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances.

3. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent, or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Chapter Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

4. Books and Records. The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Chapter Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII: DISSOLUTION

Upon Dissolution of the Chapter, after paying all liabilities and winding up its affairs, the Chapter Board of Directors shall distribute any funds remaining to one or more regularly organized and qualified, educational, scientific or other not-for-profit organizations consistent with the purposes of the Association. Existence of Chapters is dependent upon the continued operations of the Association. If the Association dissolves, all Chapters shall concurrently have their charters revoked and each Chapter shall distribute all remaining funds in a manner consistent with the directive above. Further, upon dissolution of the Association, all other AFE controlled, managed, related funds, held by/in separate bank accounts, shall be disposed of consistent with the directive above.

ARTICLE IX: PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Association where they are not inconsistent with the provisions of the Articles of Incorporation, these Bylaws or rules/policies adopted by the Board of Directors.

ARTICLE X: AMENDMENTS TO BYLAWS

1. Proposing.

(a) Amendments to or repeal of these Bylaws may be proposed by:

(1) the Board of Directors on its own initiative;

(2) written petition signed by 25% of the voting members of AFE Chapter 140, addressed to the Board; or

(3) written petition signed by 15% of the all members of AFE Chapter 140, addressed to the Board, with no more than 40% of those members being non-regular members.