

BY LAWS

SAN DIEGO BUILDING ENGINEERS ASSOCIATION

1. This organization shall be known as the San Diego Building Engineers Association (SDBEA).

PURPOSE

2. The purposes of the SDBEA shall be:
 - To provide Education.
 - To provide a Network for Building Engineers to share Information.
 - To provide a Forum for Social Interaction with minimum solicitation of products/services.
 - To support such public service, civic or humanitarian projects, which can be accomplished by utilizing the expertise, skills and other resources of the SDBEA.

MEMBERSHIP AND CLASSIFICATION

Classes of Membership

3. There shall be two classes of membership in the SDBEA:
 - Trade (Rev. 3/6/01)
 - Allied

Qualifications for Trade Membership

4. Trade membership is open to Chief Building Engineers, Building Engineers and Building Engineers in Training. It is understood that titles may vary, but the intent is to offer membership to all who work in the industry. Industry applicants shall be approved by the Membership Committee.
 - 4.a. Any prospective trade member is permitted to attend as a guest at any meeting, providing that applicable guest fees are paid. Such guests may apply guest fees towards membership fees if paid at the next meeting. (Rev. 1/23/96)
 - 4.b. The SDBEA does not endorse nor condone excessive drinking of alcoholic beverages at meetings. Although no-host bar service is generally available for those who wish to participate, the SDBEA bears no responsibility for any personal injury received as a result of drunkenness incurred at any SDBEA event. (Rev. 1/23/96)
5. Trade membership is also open to individuals who demonstrate significant interaction with the industry and provide special service to the SDBEA. Non-industry applicants shall be approved by a 2/3 vote of the Board of Directors.

6. Trade members must pay an annual membership fee and shall be entitled to a voice and vote in all SDBEA activities. The membership year is January through December. (Rev. 1/9/96) (Rev. 1/23/96) (Rev. 3/6/01)
Effective January, 2002, new members joining the association mid-year will pay annual dues according to the following schedule:
Month Joined:
Jan-Mar 100%
Apr-Jun 75%
Jul-Sep 50%
Oct-Dec 25%
(Rev. 10/23/01)
7. Any trade member being two months in arrears in the payment of annual membership fees is subject to suspension from membership by a majority vote of the Board of Directors.
8. Any trade member who acts in a disruptive manner or violates the Purposes of the SDBEA is subject to suspension from membership by a 2/3 vote of the Board of Directors.
9. Any trade member who has been suspended from membership shall forfeit all interest in any funds or other property belonging to the SDBEA and all rights to the use of the SDBEA name, logo or other insignia.

Qualifications for Allied Membership

10. Allied membership shall consist of vendors that provide a product or service to Building Engineers. Allied members must be nominated and approved by a 2/3 vote of the Board of Directors.
- 10.a. Prospective Allied members must be invited by the Board of Directors to attend any meeting as a guest. Allied members are permitted to invite associates from their companies as appropriate. All Allied guests, prospective or associates of Allied members, must pay guest fees. (Rev. 1/23/96)
- 10.b. The SDBEA does not endorse nor condone excessive drinking of alcoholic beverages at meetings. Although no-host bar service is generally available for those who wish to participate, the SDBEA bears no responsibility for any personal injury received as a result of drunkenness incurred at any SDBEA event. (Rev. 1/23/96)
- 10.c. Any Allied member who acts in a disruptive manner or violates the Purposes of the SDBEA is subject to suspension from membership by a 2/3 vote of the Board of Directors. (Rev. 1/30/96)
11. Allied members shall generally not exceed 33% of the total membership. The Board of Directors may vote to alter this percentage, on a temporary basis, as required to manage membership changes. Allied members are entitled to name up to three (3) Alternate Members at no additional cost in Annual Dues. (Rev. 1/9/96) (Rev. 3/1/05)

12. Allied members must pay an annual membership fee and shall be entitled to:

- Attendance at all membership meetings.
- Invitation to participate in Annual Meeting events annually. (Rev. 1/9/96) (Rev. 3/1/05)
- The membership year is January through December. (Rev. 1/23/96) (Rev. 3/6/01)
- Effective January, 2002, new members joining the association mid-year will pay annual dues according to the following schedule:

Month Joined:

Jan-Mar	100%
Apr-Jun	75%
Jul-Sep	50%
Oct-Dec	25%
(Rev. 10/23/01)	

13. Any allied member being two months in arrears in the payment of annual membership fees is subject to suspension from membership by a 2/3 vote of the Board of Directors.

14. Any allied member who has been suspended from membership shall forfeit all interest in any funds or other property belonging to the SDBEA and all rights to the use of the SDBEA name, logo, or other insignia.

OFFICERS

15. The officers of the SDBEA shall be a President, Vice-President, Secretary and Treasurer.

16. Each officer shall be a trade member in good standing.

17. All officers shall be appointed by the Board of Directors annually and serve for one year beginning on January 1 and ending on December 31. (Rev. 3/6/01) (Rev. 11/14/06)

18. The President shall be the executive officer of the SDBEA and shall preside over all meetings of the Board of Directors and General Membership. The President is the official spokesperson for the SDBEA and shall promote the growth of the association in San Diego County. The President shall also perform such other duties as usually pertain to the office of President.

19. The Vice-President, in the absence of the President, shall preside at all meetings of the Board of Directors and General Membership. The Vice-President shall also perform such other duties as usually pertain to that office, or as may be assigned by the President or the Board of Directors.

20. The Secretary shall keep the records of membership, attendance, and membership fees and dues, and minutes of the meeting of the SDBEA. The Secretary shall submit a report to the annual meeting in October and at such other times as the President or the Board of Directors may require.

21. The Treasurer shall receive all funds paid to the SDBEA and shall deposit the same in the official depositories and shall disburse same on order of the Board of Directors. The Treasurer shall notify the Secretary of all membership dues received. The Treasurer shall be the primary signature on all checks, but other officers may also be designated to sign checks. If desired by the board they may require checks in excess of \$500.00 to be countersigned by one of the other officers. The Treasurer's accounts and books shall at all times be open to the inspection of the President, the Board of Directors, and any authorized auditors. The

Treasurer shall make a report at monthly board meetings and as otherwise directed by the President or Board of Directors. (Rev. 11/3/98) (Rev. 11/14/06)

BOARD OF DIRECTORS

22. The Board of Directors shall consist of the Immediate Past President, four elected Officers and a maximum of ten elected Directors. (Rev. 11/3/98)
23. Each Director shall be a Trade SDBEA member in good standing.
24. All Directors shall be elected at the annual meeting, normally held in November, and serve for one year beginning on January 1 and ending on December 31. (Rev. 3/6/01)
25. The Board of Directors shall determine the policies and activities of the SDBEA, elect and discipline members, approve the budget, approve all bills, take counsel with committees, and have general management of the association. (Rev. 1/9/96)
26. The Board of Directors shall meet regularly at least once each month and at the call of the President, or by call of a majority of the Board of Directors. Official business may also be conducted by conference call, email or any other method agreed upon by the Board of Directors. At the discretion of the Board, the committee chairman shall meet with the Board of Directors in joint session. (Rev. 11/14/06)
27. A quorum of the Board of Directors shall be a majority.

ADVISORY BOARD MEMBERS (Rev. 3/6/01)

- 27.a. Advisory Board Members shall consist of a maximum of six Allied members in good standing as approved by the Board of Directors.
- 27.b. Advisory Board Members shall not hold offices on the Board of Directors and will not have voting privileges. They shall be invited to attend all regular Board of Directors meetings, serve on committees, participate in discussion, help formulate policies and procedures, and contribute to the overall well being of the Association.
- 27.c. Advisory Board members shall serve for one year and shall be approved by the Board of Directors.
- 27.d. Allied members desiring to serve as Advisory Board Members shall make their wishes known to the Board of Directors, in writing, at any time during the membership year.

ADMINISTRATIVE SERVICES (Rev. 10/23/01)

- 27.e The Board of Directors shall be authorized to hire administrative assistants as necessary to operate the association. Such assistants shall be paid from association funds as authorized by the board of directors. Terms and conditions of services contracted with specific administrative assistants shall be approved by the board of directors and documented in the official minutes of regular board meeting minutes.

27.e.1. Business Manager

The business manager shall report to the president and be responsible to assist the secretary, treasurer, and other officers with all of their duties and responsibilities. The manager shall prepare and maintain all records, correspondence, membership data and bank accounts, and shall perform other duties as directed by the board. The manager shall have authorization to solicit

and collect funds for the association, deposit funds into bank accounts, and prepare disbursement checks for signature by authorized board members.

27.e.2. Other Administrative Assistants

The board of directors is authorized to hire other paid assistants as necessary. Terms and conditions of services contracted with specific administrative assistants shall be approved by the board of directors and documented in the official minutes of regular board meeting minutes.

COMMITTEES

28. Standing committees shall be as follows:

- Membership
- Educational
- Meetings
- Social

29. Other standing committees may be established as necessary.

30. Each standing committee shall be composed of three or more members and shall serve for a term of one year, commencing on the first day of January. All members of a committee shall be appointed by the Board of Directors and shall be subject to removal by the Board of Directors. Each committee shall be responsible to the President and shall make such reports as directed.

31. Special committees or positions (assistants, liaisons, etc.) may be appointed by the President and they shall perform such duties as may be defined in their creation. (Rev. 3/6/01)

DUTIES OF STANDING COMMITTEES

32. The Membership Committee shall devise ways and means of maintaining an adequate membership of such standards as are provided in these by laws. The committee shall approve all applications for Trade memberships and shall submit its recommendations to the Board of Directors. The committee shall also devise effective plans for the orientation and induction of new members and the utilization of all members. The committee shall also promote the concept of regular attendance at all SDBEA events.

33. The Education Committee shall devise ways and means of providing educational opportunities for membership development as prescribed in these by laws. The committee shall be responsible for coordinating all educational programs.

34. The Meetings Committee shall provide for the most effective meetings possible for each monthly meeting of the year. Areas of responsibility involved include the program, house, reception and fellowship, as well as other areas which the committee may deem pertinent.

35. The Social Committee shall work closely with the Meetings Committee to provide special events meetings, such as holiday parties, public service projects, etc., that will promote the purposes and development of the SDBEA. (Rev. 1/9/96) (Rev. 11/3/98)

MEETINGS

36. Meetings will normally be held the 3rd Tuesday, Bi-Monthly, at 6:00 PM, in the months of January, March, May, July, September and November. (Rev. 1/9/96) (Rev. 11/3/98) (Rev. 3/1/05)
37. The Annual Meeting shall normally be the regular monthly meeting in January. The membership shall be given at least one month notice of the date and place of the annual meeting. (Rev. 1/9/96) (Rev. 11/3/98) (Rev. 3/6/01) (Rev. 3/1/05)

NOMINATION AND APPOINTMENT OF BOARD OF DIRECTORS & OFFICERS (Rev. 11/14/06)

38. The Secretary shall invite Trade Members to submit nominations for the incoming Board of Directors prior to December 1. Nominations shall be returned to the Business Manager via email by December 15. After the outgoing Board of Directors consider all nominations received they shall appoint the new Board of Directors at a regular Board Meeting prior to January 1. The new Board of Directors shall subsequently appoint the new Officers prior to January 1. (Rev. 3/1/05) (Rev. 11/14/06)
39. Appointments of new Board of Directors and Officers shall be announced to the membership at the annual meeting. Rev. 11/14/06
40. Deleted (Rev. 11/14/06)
41. Deleted (Rev. 11/14/06)
42. Deleted (Rev. 11/14/06)
43. Deleted (Rev. 11/14/06)
44. Deleted (Rev. 11/14/06)

REVENUE

45. The annual membership fee shall be \$75.00 for Trade members. (Rev. 1/20/04)
46. The annual membership fee shall be \$300.00 for Allied members. (Rev. 1/20/04)
47. Revenue from sources other than annual membership fees may be raised as determined by the Board of Directors.

FINANCE

48. A budget of estimated income and expenditures for the year shall be adopted by the Board of Directors prior to January 1.
49. The SDBEA's books of account shall be reviewed at least once each year. The reviewers shall be named by the Board of Directors. (Rev. 1/9/96)
50. The Board of Directors shall determine the official depository or depositories.
51. In case of the inability of persons designated to sign checks to perform their functions, the Board of Directors shall designate those who shall act as substitutes.

RULES OF ORDER

52. "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedures not specifically covered by these by laws.

AMENDMENTS

53. Any amendment of these by-laws may be adopted by two-thirds vote of the Board of Directors.

COMMUNICATIONS WITH MEMBERS (Rev. 11/14/06)

54. All routine communications with members regarding meetings, activities or other business shall be via email and the SDBEA web site. It shall be the responsibility of members to provide and update valid email addresses. If members are not able to communicate via email it shall be their responsibility to pro-actively communicate with the Association via telephone or US Mail to keep informed of SDBEA activities. (Rev. 11/14/06)
55. Annual Dues statements and other communications directed by the Board of Directors shall be sent via US Mail. It shall be the responsibility of members to provide and update valid mail delivery addresses. (Rev. 11/14/06)

These By Laws were originally adopted by a unanimous vote of the Board of Directors in San Diego, CA, on February 9, 1995.

Articles 6, 11, 12, 25, 36, 37, and 49 were revised by a 2/3 majority vote of the Board of Directors in San Diego, CA, on January 9, 1996.

Article 6 and 12 were revised and articles 4.a, 4.b, 10.a and 10.b were added by a 2/3 majority vote of the Board of Directors in San Diego, CA on January 23, 1996.

Article 10.c was added by a 2/3 majority vote of the Board of Directors in San Diego, CA on January 30, 1996.

Articles 21, 22, 36 and 37 were amended by a 2/3 majority vote of the Board of Directors in San Diego, CA on November 3, 1998.

Articles 3, 6, 12, 17, 24, 35 and 41 were amended and articles 27.a through 27.d were added by a 2/3 majority vote of the Board of Directors in San Diego, CA on March 6, 2001.

Articles 6 and 12 were amended and article 27.e was added by a 2/3 majority vote of the Board of Directors in San Diego, CA on October 23, 2001.

Articles 45 and 46 were amended by a 2/3 majority vote of the Board of Directors in San Diego, CA on January 20, 2004.

Articles 17, 21, 26, 38 and 39 were amended; articles 40, 41, 42, 43 and 44 were deleted; articles 54 and 55 were inserted; by a 2/3 majority vote of the Board of Directors in San Diego, CA on November 14, 2006.

By: *Kraig Akers - President*
John Sullivan - Secretary
Paul Liberto - Business Manager