

# BY LAWS

## ***SAN DIEGO BUILDING ENGINEERS ASSOCIATION***

### **NAME**

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 three classes of membership in the SDBEA:
  - Trade (Rev. 3/6/01)
  - Allied
  - Associate (Rev. 5/21/10)

#### **Qualifications for Trade Membership**

4. Trade membership is open to Facility Managers, 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. (Rev. 5/21/10)
- 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. Deleted (Rev. 5/21/10)
5. Deleted (Rev. 5/21/10)
6. Trade members must pay an annual membership fee. The membership year fee is due on the anniversary of joining the association. (Rev. 1/9/96) (Rev. 1/23/96) (Rev. 3/6/01) (Rev. 10/23/01) (Rev. 5/21/10)
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. Prospective Allied members must be invited by the Board of Directors to attend any meeting as a guest for membership consideration. Allied membership must be nominated and approved by a majority vote of the Board of Directors. (Rev. 5/21/10)
- 10.a. Allied members must pay an annual membership fee and shall be entitled to attend all non-director meetings. The membership year fee is due on the anniversary of joining the association. Allied membership is for one Primary Allied member and up to three Alternate members. Alternate members and other associates of the Primary Allied member are permitted to attend SDBEA events as guests of the Primary member as appropriate with the understanding that they must pay applicable guest fees. If the Primary member cannot attend an event they may designate one Alternate person from their company to attend in their place in which case the guest fee is waived. (Rev. 1/23/96) (Rev. 5/21/10)
- 10.b. Deleted (Rev. 5/21/10)
- 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. (Rev. 1/9/96) (Rev. 3/1/05) (Rev. 5/21/10)
12. Deleted (Rev. 5/21/10)
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.

### **Qualifications for Associate Membership**

- 14.a. Associate membership is open to individuals who demonstrate significant interaction with the Industry and provide a special service to the SDBEA. Prospective Associate members must be invited by the Board of Directors to attend any meeting as a guest for membership consideration or must have attended a meeting as a paid guest without Board of Director invitation. Associate membership must be nominated and approved by a 2/3 vote of the Board of Directors. (Rev. 5/21/10)
- 14.b. Any associate member serves at the discretion of the current Board of Directors and is subject to suspension from membership by a majority vote of the Board of Directors. (Rev. 5/21/10)
- 14.c. Any associate 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. 5/21/10)
- 14.d. Any associate 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. (Rev. 5/21/10)

### **OFFICERS**

15. The Officers of the SDBEA shall be a President, Vice-President, Secretary and Treasurer. The positions held by the Officers are non paid positions
16. Each officer shall be a Trade member in good standing. At the discretion of the Board of Directors, an Allied member in good standing may serve in one of the officer positions. (Rev. 5/21/10)
17. All officers shall be appointed by the Board of Directors annually and serve for two years beginning on January 1 and ending on December 31. The President and the Secretary are to be elected on even numbered years and the Vice President and the Treasurer are to be elected on odd numbered years. (Rev.3/6/01) (Rev. 11/14/06) (Rev. 8/3/10)
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 or designee 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 and at such other times as the President or the Board of Directors may require. (Rev. 5/21/10)
21. The Treasurer or designee 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 or designee shall notify the Secretary of all membership dues received. The Treasurer or designee 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 or designee 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. The positions held by the Board of Directors are non paid positions (Rev. 11/3/98)
23. Each Director can be a Trade member or Allied member in good standing with the proviso that Allied members may not serve on more than 40% of the director positions. (Rev. 5/21/10)
24. All Directors shall be elected by the previous Board of Directors, in December, 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 may meet regularly monthly 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, 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. The quorum voting must be made up by at least 2/3 trade members, the remaining can by Allied members. (Rev. 5/21/10)

### **ADVISORY BOARD MEMBERS**

- 27.a. Advisory Board Members shall consist of a maximum of six Allied members in good standing as approved by the Board of Directors. (Rev. 3/6/01)
- 27.b. Associate members not on the Advisory Board must 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. (Rev. 3/6/01)
- 27.c. Advisory Board members shall serve for one year and shall be approved by the Board of Directors. (Rev. 3/6/01)
- 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. (Rev. 3/6/01)

### **ADMINISTRATIVE SERVICES**

- 27.e The Board of Directors shall be authorized to hire independent contractors as 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. (Rev. 10/23/01)
- 27.e.1. Business Manager  
The business manager shall report to the president and may be responsible to assist the secretary, treasurer, and other officers with all of their duties and responsibilities. The manager may prepare and maintain all records, correspondence, membership data and bank accounts, and shall perform other duties as directed by the board. The SDBEA name, logo or other insignia are the property of SDBEA and all rights are reserved. The business manager as directed by the Board of Directors has authorization to solicit and collect funds for the association, deposit funds into bank accounts, and prepare disbursement checks for signature by authorized board members. (Rev. 10/23/01) (Rev. 5/21/10)
- 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. (Rev. 10/23/01)

### **COMMITTEES**

28. Standing committees may be as follows:
- Membership
  - Educational
  - Meetings
  - Social
- (Rev. 5/21/10)

29. Other standing committees may be established as necessary.
30. Each standing committee 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 is provided in these by laws. 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) (Rev. 3/6/01)

#### **MEETINGS**

36. Meetings will normally be held the 3rd Tuesday, Bi-Monthly, at 6:00 PM, in months determined by the Board of Directors. Additional meetings shall be added as needed by the committees (Rev. 1/9/96) (Rev. 11/3/98) (Rev. 3/1/05) (Rev. 5/21/10)
37. The Annual Meeting shall normally be the first regular monthly meeting in the New Year. 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) (Rev. 5/21/10)

#### **NOMINATION AND APPOINTMENT OF BOARD OF DIRECTORS & OFFICERS** (Rev.

38. The Secretary or designee will invite Trade and Allied Members to submit nominations for the incoming Board of Directors prior to November 1. Nominations shall be returned to the Business Manager via email by November 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. Membership fees will be posted on the website and any changes approved by 2/3 vote of the Board of Directors. (Rev. 1/20/04) (Rev. 5/21/10)

46. Deleted (Rev. 5/21/10)

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.

51.a. Upon the dissolution of the association, assets shall be distributed for one or more exempt

purposes with in the meaning of section 501(C)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the association is then located, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated for such purposes. (Rev. 5/21/10)

### **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**

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 or E-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, 35, 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 inserted 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, 35, 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, 31, 37 and 41 were amended and articles 27.a, 27.b, 27.c, and 27.d were inserted 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 articles 27.e, 27.e.1 and 27.e.2 were inserted 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 11, 12, 36, 37 and 38 were amended by a 2/3 majority vote of the Board of Directors in San Diego, CA on March 1, 2005.*

*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.*

*Articles 3, 4,6, 10, 10.a, 11, 16, 20, 23, 27, 27.e.1, 28, 36, 37 and 45 were amended; articles 4.b, 5, 10.b, 12 and 46 were deleted; articles 14.a, 14.b, 14.c, 14.d, and 51a. were inserted; by a 2/3 majority vote of the Board of Directors on May 21, 2010.*

*Article 17 was amended by a 2/3 majority vote of the Board of Directors on August 3, 2010.*

*By:*

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*Michael McNamara – President*

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*Wayne Harris – Vice President*

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*Paul Liberto – Business Manager*