

BYLAWS OF IIBEC



Approved by IIBEC Membership
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IIBEC
434 Fayetteville Street
Suite 2400
Raleigh, NC 27601

800-828-1902 • 919-859-0742
www.iibec.org

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Article 1. GOVERNING AUTHORITY

The International Institute of Building Enclosure Consultants, hereinafter called IIBEC, consisting of a membership as defined in Article 14 of these Bylaws, is governed and operated in accordance with the laws of the state of North Carolina, the Articles of Incorporation, these Bylaws, the IIBEC Policy Guidelines Manual and other instructions of the Board of Directors, hereinafter called the "Board."

Article 2. PURPOSE

- A. The purpose for which IIBEC is formed is as set forth in its Articles of Incorporation which are, from time to time, amended, namely, to foster and promote on a not-for-profit-basis the interests of persons engaged in building enclosure consulting and to otherwise promote the growth of the industry.
- B. IIBEC is not formed for pecuniary or financial gain and no part of the assets, income, or profit is distributable to or may inure to the benefit of its Board or members except as is permitted by the North Carolina Non-Profit Corporation Act.

Article 3. DOMAIN

Section 1. Scope

The domain of IIBEC shall be international in scope.

Section 2. Regions

Within the domain of IIBEC there shall be established areas identified as Regions of IIBEC. The regions shall be geographically designated. Regions shall be established by the affirmative vote of not less than two-thirds (2/3) of all voting members of the Board.

Section 3. Chapters

Within the domain of the Regions, there may be Chapters as defined in Article 13 of these Bylaws.

Section 4. Branches

Within the domain of the Chapters, there may be Branches as defined in Article 13 of these Bylaws.

Article 4. IIBEC OFFICE LOCATION

The location of the principal office shall be determined by the Board.

Article 5. BOARD

Section 1. Government of IIBEC

The affairs of IIBEC shall be governed by its Board.

Section 2. Composition of the Board

The Board shall consist of the President, First Vice President, Second Vice President, Secretary/Treasurer, the Immediate Past President, the Directors, and the Executive Vice President and CEO. Board member participation shall be limited to no more than two (2) employees from the same corporate entity, or an associated or affiliate company. The Immediate Past President shall be a nonvoting member of the Board. The Executive Vice President and CEO shall be an *ex officio*, nonvoting members of the Board.

Section 3. Directors

- A. One (1) Consultant member from each geographical region shall be elected to the Board to serve as Director in accordance with Article 10 of these Bylaws.

Section 4. Duties

- A. The Board shall have control and management of the affairs of IIBEC, with authority to conduct its business.
- B. The Board may delegate to the Executive Committee duties as defined in Article 7, Section 2 of these Bylaws.
- C. The Board is authorized to adopt and modify from time to time, a *Policy Guidelines Manual*, including but not necessarily limited to procedures for hearings and a Code of Ethics to apply to the conduct of all members and registrants.

Section 5. Meetings

- A. The Board shall hold not less than two (2) regular meetings each year.
- B. Special meetings of the Board may be called by or at the request of the President or a majority of all voting Board members.
- C. Board meetings may be held in person or via modes of communication and telecommunication available. Board members shall receive not less than two (2) days advance written notice of meeting arrangement.
- D. The President shall preside at all Board meetings. In the absence of the President, the First Vice President shall preside.

Section 6. Quorum and Voting

A majority of the Board shall constitute a quorum at all of its meetings. At a meeting where

there is a quorum, business of the Board may be transacted by a vote of a majority of the voting members of the Board present.

Section 7. Order of Business

The order of business for meetings shall be determined by the presiding officer. These Bylaws and *Robert's Rules of Order, Newly Revised*, shall govern the conduct of the meetings.

Section 8. Vacancies

- A. A vacancy in an officer position shall be filled by the President's appointment of an interim officer and approved by a majority vote of the remaining Board, for the duration of the unexpired officer term. A person selected to fill a vacancy shall serve until the end of the term.
- B. A vacancy in a Region Director position shall be filled on a temporary basis by the President's appointment of an interim director and approved by a majority vote of the remaining Board, for the duration of the unexpired term.

Article 6. EXECUTIVE VICE PRESIDENT & CHIEF EXECUTIVE OFFICER/ CHIEF OPERATING OFFICER

Section 1. Executive Vice President & Chief Executive Officer

The Executive Vice President and CEO shall be an *ex officio*, non-voting member of the Board and the Executive Committee. The duties of the Executive Vice President and CEO are those as outlined in the IIBEC *Policy Guidelines Manual* and directed by the Executive Committee and Board. Both appointment and termination of the Executive Vice President and CEO must be approved by majority vote of the Board.

Section 2. Chief Operating Officer

The Chief Operating Officer shall not be a member of the Board but will maintain oversight of the day-to-day operations of IIBEC headquarters, under the guidance of the Executive Vice President & CEO, and in accordance with the IIBEC *Policy Guidelines Manual*. Both appointment and termination of the Chief Operating Officer must be approved by majority vote of the Board.

Article 7. EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the President, First Vice President, Second Vice President, Secretary/Treasurer, Immediate Past President and the Executive Vice President and CEO. The Executive Vice President and CEO is an *ex officio*, non-voting member of the Executive Committee for all matters. The Immediate Past President is a non-voting member of the Executive Committee except for matters where the vote on the floor is at deadlock. Only

in such cases, the Immediate Past President shall vote to break the tie vote on the Executive Committee.

Section 2. Duties

- A. The Executive Committee shall administer policies established by the Board and implement Board rulings.
- B. The Executive Committee shall exercise, at all times when the Board is not in session, the authority of the Board in the control and management of IIBEC's affairs.
- C. The Executive Committee may negotiate a contract with and appoint an Executive Vice President and CEO who shall manage the office(s) for a period determined by the Executive Committee.

Section 3. Meetings

Meetings of the Executive Committee may be held upon the call of the President and may be in person or via modes of communication and telecommunication available.

Section 4. Quorum and Voting

A majority of the voting members of the Executive Committee shall constitute a quorum. At a meeting where there is a quorum, business of the Executive Committee may be transacted by a vote of a majority of the voting members of the Executive Committee present.

Section 5. Order of Business

The order of business for meetings shall be determined by the President. *Robert's Rules of Order, Newly Revised*, shall be the guide for the conduct of the meetings, unless stated otherwise within these Bylaws.

Article 8. OFFICERS

Section 1. Officers

The officers of IIBEC shall be the President, First Vice President (President-Elect), Second Vice President, and Secretary/Treasurer. Only Consultant members who have been active members in good standing for the previous two (2) or more years may hold office.

Section 2. President

The President shall preside at the annual meeting of IIBEC and at all meetings of the Board and the Executive Committee; and shall be an ex officio member of all committees except the Jury of Fellows. The President shall perform such duties as are necessarily incident to the office of the President of IIBEC or as may be prescribed by the Board. In the temporary absence or disability of the President, the First Vice President shall discharge the duties of the President.

Section 3. Vice Presidents

- A. The Vice Presidents shall be members of the Executive Committee and the Board and shall have such assignments as may be made by the President, Executive Committee, or the Board.
- B. The First Vice President shall be President-Elect.

Section 4. Secretary/Treasurer

- A. The Secretary/Treasurer shall collect, receive, and record all monies and securities paid to, transferred to, or contributed to IIBEC. The Secretary/Treasurer shall deposit the funds and securities of IIBEC in such banks, trust companies or depositories as the Executive Committee shall designate; and shall, subject to the direction of the Executive Committee, disburse and dispose of the same, taking proper vouchers for such disbursements. The Secretary/Treasurer shall keep accurate books of account, recording therein the sources and the amounts of all monies, funds, securities, property, and assets in custody. The Secretary/Treasurer shall render to the Board, when it so directs, an account of all the financial transactions and the financial condition of IIBEC and shall after the close of the fiscal year present a report of the examination, records and transactions. All reports and records will be kept as required by law. The Secretary/Treasurer shall have such other duties as may be prescribed from time to time by the Board. The duties of the Secretary/Treasurer may be assigned in whole or in part to the Executive Vice President and CEO or to other assistants as the Board may determine.

Article 9. NOMINATION AND ELECTION OF OFFICERS

Section 1. Nomination of Officers

Except for the President position, the Nominating Committee shall solicit, qualify, and nominate no more than two (2) candidates for each office of IIBEC at least 120 days before the IIBEC annual meeting.

Section 2. Election of Officers and Their Terms

- A. All officers of IIBEC shall be elected by a vote of the voting membership. Write-in candidates will be accepted on all ballots provided they meet all requirements for office, and a candidate may be elected with a plurality of all the votes cast.
- B. The terms of officers shall begin at the conclusion of the annual meeting at which they were elected. The First Vice President shall assume the office of President at the conclusion of their term as First Vice President.
- C. The officers so elected shall hold office until their successors are elected, or otherwise selected in accordance with IIBEC Bylaws. Tenure shall be limited to a single one-year term.

Article 10. REGION DIRECTOR NOMINATION, ELECTION & TERM OF OFFICE

Section 1. Nomination of Region Directors

- A. Region Directors shall be Consultant members who have been active members in good standing for the previous two (2) or more years. The Board, in its sole discretion, may establish additional criteria to serve as a region director.
- B. The IIBEC Nominating Committee shall solicit, qualify, and nominate no more than two (2) candidates for region director, at least 120 days before the IIBEC annual meeting.
- C. The IIBEC Nominating Committee shall verify that the nominees meet the current eligibility criteria to serve as a Region Director, validate the nomination, and submit the names to the Secretary/Treasurer at least 90 days before the IIBEC annual meeting.
- D. Limitation: Elected Region Directors shall not succeed themselves after having served two (2) full terms without approval of the Board. Interim-appointed directors may run for Director but shall not succeed themselves following a second elected term without approval of the Board.

Section 2. Election and Term of Office

- A. Region Directors shall be elected by electronic ballot cast by all eligible members within the region. Write-in candidates will be accepted on all ballots cast, provided they meet all requirements for the director position.
- B. Consultant members, Consultant Affiliate members, and Industry members who are Registered Roof Consultants who attained the credential prior to March 1, 1995, may vote for the director of their respective region.
- C. A Director may be elected with a plurality of all votes cast.
- D. The Directors so elected shall hold office for two (2) years with a maximum of two (2) consecutive terms or until their successors shall be duly elected or otherwise chosen in accordance with these Bylaws. The terms of the Directors shall be staggered so that no more than four (4) of the directors' terms shall expire within one (1) year.

The terms of Directors shall begin at the conclusion of the annual meeting following their election.

- E. If any region shall fail to elect a Director prior to the close of the annual meeting, that Director's position shall be declared vacant, and the President of IIBEC elected at said meeting shall have authority to appoint an individual from said region to serve as interim Director, in accordance with Bylaws Article 5, Section 8-B.

Article 11. DISQUALIFICATION OF OFFICERS, DIRECTORS & COMMITTEE CHAIRS

Section 1. Removal

Upon recommendation of the Board, any director or officer may be removed with or without cause by majority vote of the voting members at a meeting called for such purposes.

Section 2. Termination of Membership

Officers or directors of IIBEC who cease to be members of IIBEC shall thereupon no longer hold such office in the organization.

Article 12. COMMITTEES

Section 1. General

The Board shall create such committees of the Board and of IIBEC and shall delegate to these committees such powers and functions as it finds desirable for the conduct of its business and for carrying out the purposes for which IIBEC has been organized. It may authorize reimbursement for justifiable expense by these committees. Committee chairpersons shall be appointed or re-appointed by the President according to IIBEC policy. All procedures and actions of any committee are subject to approval by the Board. Committees and their responsibilities shall be as outlined in the IIBEC Policy Guidelines Manual.

Section 2. Limitations of Authority

- A. No committee shall have authority to:
 - 1. Dissolve, merge, consolidate or change IIBEC Bylaws or amend the Articles of Incorporation, or sell, lease, or exchange all or any portion of IIBEC;
 - 2. Designate any additional members or fill vacancies on the committee.
 - 3. Amend or repeal any resolution of the Board.
- B. Any committee, or any member thereof, may be discharged or removed by action of a majority of the Board. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board or any member thereof of any responsibility of liability imposed upon it by law.

Section 3. Committee Structure

- A. IIBEC shall have Committees, Subcommittees and Task Forces.
- B. Committees are those which have administrative or program responsibilities, and which are permanent entities, that is, without definite term. All members of committees

shall be IIBEC members. Those committees made up solely of members of the Board shall be known as Board Committees.

- C. Subcommittees shall be formed for a specific purpose and shall report to the committee with which their action is most closely associated.
- D. Task Forces are a body of members appointed by the President and given a specific assignment/charge with a completion date. A task force is disbanded after completion of its assignment.

Article 13. IIBEC CERTIFICATION COUNCIL

Section 1. General

The IIBEC Certification Council (ICC) is the permanent, autonomous decision-making body for governing IIBEC certification programs, including the Certified Building Enclosure Commissioning Provider (CBECxP) program and future certification programs to be developed in response to emerging market trends in the building enclosure industry. Any future certification programs shall be created with the approval of the IIBEC Board.

Section 2. Duties

Per the provisions of the IIBEC Bylaws, the IIBEC Policy Guidelines Manual, the IIBEC Certification Council Charter and the IIBEC Certification Council Programs Manual, the IIBEC Certification Council (ICC) has permanent, autonomous authority regarding essential elements of IIBEC certification programs including: defining the scope of certification; establishing and maintaining policies and procedures; seeking and maintaining third-party accreditation; establishing certification eligibility and re-certification requirements; overseeing the development, administration, and scoring of examinations; establishing and administering appeal, complaint, and disciplinary policies; selecting subject matter experts; and operating within the approved budget.

Section 3. Limitations of Authority

The authority of the IIBEC Certification Council (ICC) is limited to the authority granted by the IIBEC Articles of Incorporation, the IIBEC Bylaws, the IIBEC Policy Guidelines Manual, the IIBEC Certification Council Charter, and the IIBEC Certification Council Programs Manual. The ICC does not have the authority to develop, deliver, endorse, or approve education, training, or examination preparation products designed to prepare candidates for certification. The ICC does not have the authority to create new certification programs, cease certification program operations, or authorize spending outside of the approved budget without the approval of the IIBEC Board.

Article 14. REGIONS, CHAPTERS, AND BRANCHES OF IIBEC

Section 1. General

Regions, Chapters, and Branches shall abide by the regulations and requirements of IIBEC as provided in these Bylaws and as adopted from time to time by the Board.

Section 2. Regions

Regions are geographical entities defined and established by the Board. They provide an organizational structure to assist in the administration of the objectives of IIBEC.

Each Region shall have an elected Director and consist of members of IIBEC who are in good standing, and whose address in IIBEC membership files falls within that region.

Section 3. Chapters

- A. The Board is authorized to charter a Chapter in any area within the domain of IIBEC.
- B. Approval of a Chapter shall be contingent upon acceptance by the Board of the proposed Chapter's bylaws. The Board shall accept and approve only those proposed Chapter bylaws, which are consistent with the provisions of the IIBEC Articles of Incorporation, the Bylaws, the IIBEC Policy Guidelines Manual, and the Chapter Organization Manual.
- C. A Chapter not located within a region shall be classified as a Chapter-at-Large.
- D. The Board may withdraw any Chapter's charter for being unable to meet the requirements of these Bylaws.
- E. Chapters may form Branches within their geographical area in accordance with the guidelines for Branch formation as outlined in the Policy Guidelines.

Section 4. Branches

- A. Any Chapter, with the approval of the IIBEC Board, may sponsor, establish, reform, or dissolve a Branch in their geographical area.

Article 15. MEMBERS AND THEIR ELECTION

Section 1. Membership Classification

IIBEC shall consist of Individual Consultant, Industry, Facility Manager, Associate, Quality Assurance Observer, Student, Retired, Emeritus, and Honorary members. Firms or corporations are not eligible for membership. The number of voting members per company or corporation including associated, affiliate, or subsidiary companies is limited to no more than ten percent (10%) of the total voting membership of IIBEC.

Section 2. Consultant Members

- A. Consultant members shall be those individuals who are practicing consultants, architects, or engineers. They shall not be employees or principals of any business entities controlling or directing the application, manufacture, distribution, sales, or marketing of roofing, waterproofing, and exterior wall products and services, and shall have no conflict of interest as defined in Article 16 of these bylaws.
- B. Consultant and Consultant Affiliate members shall be eligible to vote, serve on committees, and hold any office of IIBEC.

Section 3. Industry Members

- A. Industry members shall be those individuals who are employees or principals of any business entity directing and controlling the application, manufacture, distribution, sales, or marketing of building enclosure products and services.
- B. Industry members shall not be eligible to vote or hold office, unless they are Registered Roof Consultants who attained the credential prior to March 1, 1995. They may, however, serve on committees.

Section 4. Facility Manager Members

- A. Facility Manager members shall be those individuals whose professional responsibilities include management, development, or maintenance of buildings, both public and private.
- B. Facility Manager members shall not be able to vote or hold office but may serve on committees.

Section 5. Associate Members

- A. Associate members shall be those individuals who are not actually within the building enclosure industries, such as educators and employees of business concerns and government agencies, but who share an interest in the activities of IIBEC.
- B. Associate members shall not be eligible to vote or hold office but may serve on committees.

Section 6. Affiliate Members

- A. Affiliate members shall be sponsored or hosted by a Consultant or Industry member within the same firm as the Affiliate.
- B. Affiliate members shall have the same rights and privileges of their sponsoring Consultant or Industry members.
- C. The Affiliate member category shall not be offered after December 31, 2023. Those members in that category may remain affiliate members for the duration of their membership.

Section 7. Student Members

- A. Student members shall be full-time students enrolled in an undergraduate or graduate program in a curriculum related to construction in an educational institution.
- B. Student members shall not be eligible to vote or hold office but may serve on committees.

Section 8. Quality Assurance Observer Members

- A. Quality Assurance Observer members shall be those individuals who are independent quality observers. They shall not be employees or principals of any business entities controlling or directing the application, manufacture, distribution, sales or marketing of roofing, waterproofing, and exterior wall products and services and shall have no conflict of interest as defined in Article 18 of these Bylaws.
- B. Quality Assurance Observer members shall not be eligible to vote or hold office but may serve on committees.

Section 9. Retired Members

- A. Retired members shall be Consultant, Industry, Quality Assurance Observer or Associate members who are no longer engaged in income-producing activities. A member shall be eligible for Retired member status if the person has been a continuous member in good standing of IIBEC for a period of ten (10) years, is at least 65 years of age, and has retired from active practice. For these purposes, "active practice" shall mean providing consulting services totaling more than 300 compensated hours in a given calendar year. Retired members shall have the rights and privileges of consultant, industry, or associate members in accordance with the classification held at the time of application for a change in status.
- B. A member granted Retired member status shall receive a waiver of one-half of annual dues within their membership category.
- C. Members who wish to be granted Retired member status are entrusted to honor the provision concerning active service as stated above.

Section 10. Members Emeritus

- A. Members Emeritus shall have been members in good standing in IIBEC for the past twenty years, have reached the age of 70 years, and have submitted a documented application to the secretary/treasurer of IIBEC. Members so qualified may, upon approval of their application by IIBEC, be granted the status of Member Emeritus. Members Emeritus shall have the rights and privileges of the classification held at the time of application for change in status, and shall be entitled to print and otherwise use, as a suffix to their name, the title Member Emeritus.
- B. At their discretion, the Board shall have the authority to grant Member Emeritus to any active member of IIBEC.

- C. Members Emeritus are exempt from annual dues.

Section 11. Honorary Members

- A. Honorary members shall be individuals who have been recommended for such membership by their region or by documented application to the Secretary/Treasurer of IIBEC. Individuals so qualified may, upon approval of their application by IIBEC, be granted the status of Honorary member.
- B. Honorary members shall not be eligible to vote or hold office but may serve on committees.
- C. Honorary members are exempted from annual dues.

Section 12. Election of Members

- A. Upon receipt and acceptance of a membership application and the payment of dues, an applicant for membership shall become a member of IIBEC. Election to IIBEC shall impart membership in a region but shall not impart or convey membership to any chapter within the region.
- B. Any action taken by the Secretary/Treasurer under this section of the Bylaws may, within a period of one (1) year from the date of said action, be appealed to the Board for final determination. Appeals may be filed by any member or Chapter of IIBEC, including the member or applicant directly concerned.

Section 13. Members' Rights to Use IIBEC Name

- A. Charter members of IIBEC shall have the right and privilege to use the title Charter Member of IIBEC.
- B. The rights of Members, Members Emeritus, Honorary Members, and Fellows of IIBEC to use the organization name are defined in the IIBEC Policy Guidelines Manual.

Section 14. Changed Classification of Members

- A. If at any time a member no longer qualifies in their assigned membership classification due to a change in principal activities, employment or occupation, the member's classification shall be changed to that under which the member qualifies in their new principal activities employment or occupation. A Consultant member whose activities change temporarily so that the member would no longer qualify as such may nevertheless continue in their consultant membership classification for a period not exceeding six months, whereupon, if the disqualifying activity continues, the member's classification shall automatically become that of an Industry member.
- B. If the membership classification of officers or directors changes after election to office, that officer or director may continue in the office under the original membership classification until the expiration of the term of office.

- C. The Director and/or the Chapter Board shall take action on such changes in membership classification, and promptly notify the secretary/treasurer of the change. A member not affiliated with a Chapter shall submit a notice of change in activities to IIBEC Secretary/Treasurer, who shall take action on the change in membership status.
- D. If at any time a credential holder no longer qualifies in such position due to change of their principal activities, employment or occupation, membership classification shall be changed to that under which the member qualifies in their new principal activities, employment, or occupation. If at any time members holding these credentials are no longer in good standing with IIBEC, all rights, privileges and benefits of the member classification shall be suspended.
- E. If at any time a member is no longer in good standing with IIBEC, all rights, privileges and benefits of the classification shall be suspended.

Section 15. Duration of Membership and Resignation

Any member may withdraw from IIBEC by giving notice in writing to the Secretary/Treasurer sixty (60) days prior to the date of withdrawal, but this shall not relieve the member of liability for all dues or other obligations in arrears. All rights, privileges and interests of a member in or to IIBEC shall cease on the termination of membership. Dues shall not be subject to refund in the event of resignation.

Section 16. Suspension and Expulsion

- A. Any member may be expelled, censured or suspended as the Board shall determine for conduct on the member's part detrimental to the welfare, interest or character of IIBEC, violation of the IIBEC Code of Ethics, by affirmative vote of two-thirds (2/3) of the voting members of the Board, provided appropriate due process procedures are followed.
- B. Any member whose dues remain delinquent 90 days past the member's annual membership renewal date shall be deemed to have terminated membership in IIBEC provided the member has been notified of impending membership termination. Such termination shall not relieve any member of liability for unpaid dues or other obligations in arrears.

Section 17. Individual Property Rights

Individual members shall have no property rights in any property of IIBEC

Article 16. CREDENTIALS

IIBEC shall maintain credential programs for the building enclosure profession. The Board shall continue to develop and maintain additional credential programs beneficial to the membership.

Article 17. CERTIFICATION

IIBEC shall maintain a certification program for granting the Certified Building Enclosure Commissioning Provider (CBECxP) designation. Additional certification programs may be developed in the future to meet the industry's emerging market needs, per the approval of the IIBEC Board.

Article 18. CONFLICT RESOLUTION

Section 1. Codes of Ethics and Ethics Committee

The Board is authorized and directed to formulate and amend from time-to-time a Code of Ethics, Ethics Administrative Procedures and to provide for the appointment of an Ethics Committee to conduct investigations and make recommendations to the Board with respect to any member or credential holder that may have violated the Code of Ethics.

Article 19. JURY OF FELLOWS

Section 1. Composition and Terms of Office

The Jury of Fellows shall consist of all living Fellows of IIBEC who remain members in good standing in IIBEC.

Section 2. Qualifications for Fellowship

Any member of IIBEC may be advanced to fellowship if the individual has been a member for not less than four years, is in good standing and has notably contributed to the advancement of the roofing, waterproofing, exterior wall industry, building commissioning, or consulting through communication, education, research and/or service to IIBEC. Nomination and selection of members for fellowship shall be carried out in accordance with IIBEC policy guidelines.

Section 3. Rights and Privileges

- A. A Fellow of IIBEC shall retain the rights and privileges as a member, as applicable, and shall have the additional right and privilege to print and otherwise use the title Fellow of IIBEC or the initials F-IIBEC as a suffix to the Fellow's name.
- B. A member who has been advanced to fellowship shall retain all rights and privileges of a member of IIBEC, except voting rights in the event the member terminates membership in IIBEC, regardless of subsequent change in membership status, occupation, or retirement. A member having been advanced to fellowship shall lose all rights and privileges as a member and fellow if his membership is terminated as provided in these Bylaws.

Article 20. MEETINGS OF IIBEC

Section 1. Annual Meeting

IIBEC shall meet annually for the transaction of its business at a time and place fixed by the Board. All IIBEC members in good standing are allowed access to the annual meeting and can participate in discussion. Voting at the annual meeting is limited to IIBEC voting members.

Section 2. Special Meetings

Special meetings may be called whenever the Board shall deem it necessary and shall be called upon the written request to the president of IIBEC by a majority of the Region Directors or twenty-five percent (25%) of the voting membership.

Section 3. Announcement of Meetings

An electronic notice stating the purpose, place, day, and hour of a meeting shall be delivered not less than twenty days prior to the date of said meeting by electronic mail to each member entitled to vote at such meeting.

Section 4. Quorum and Voting

Ten percent (10%) of the voting membership of IIBEC shall constitute a quorum at any meeting of the members. At a meeting where there is a quorum, business of the membership may be transacted by a vote of a majority of the voting members present. A member may participate in a meeting by means through which all persons participating in the meeting can hear one another and such participation shall constitute presence in person at the meeting.

Section 5. Order of Business

The order of business for meetings of the members of IIBEC shall be determined by the Board. The order of business may be altered at any meeting by request of a majority of voting members present. *Robert's Rules of Order, Newly Revised*, shall govern, except when otherwise provided in these bylaws.

Section 6. Action by Ballot

Any action required or permitted to be taken at a meeting of the members, may be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes (or such larger number as may be required by these Bylaws); provided, that the number of members casting votes would constitute a quorum if such action had been taken at a meeting.

Section 7. Meetings Using Remote Communications

The Board, at its discretion, may allow any meeting of the membership to be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, a meeting is

conducted electronically if through the use of a conference telephone or other communications equipment or platform which permits all persons participating in the meeting to communicate with each other. Participating in a meeting by such means constitutes presence in person at the meeting.

Article 21. FISCAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of IIBEC shall be determined by the Board.

Section 2. Dues

The dues for each membership classification are set by the Board. Any change in the dues structure must be approved by a two-thirds majority (2/3) of those members of the Board present at a regularly scheduled Board meeting where quorum is established.

Article 22. AMENDMENTS

These Bylaws may be altered, amended, or repealed, or new Bylaws adopted only with approval by a two-thirds (2/3) majority of the IIBEC voting members who submit ballots.

Proposed amendments shall be presented to the Secretary/Treasurer either by a majority vote of the Board or by a Sponsor in the form of a written petition signed by no less than five (5) percent of the IIBEC voting membership. This percentage shall be based on the total number of voting members as of the date the petition is received by the secretary/treasurer.

The Sponsor shall be a voting member of IIBEC.

Within four weeks of the receipt of a petition, the Secretary/Treasurer shall verify the authenticity of the signatures and, if the petition complies with these Bylaws, send ballots by electronic communication to all IIBEC voting members. Ballots shall be returned by the voting membership to the Secretary/Treasurer within four weeks of that date.

IIBEC shall provide website space for IIBEC members to post comments concerning proposed amendments. Comments shall be limited to 500 words. The Secretary/Treasurer shall have the right to redact comments to assure propriety.

The Secretary/Treasurer will tabulate the returned ballots and shall certify the results to the Board. The amendment shall become an effective part of the Bylaws immediately upon notification to the Board by the Secretary/Treasurer that a two-thirds (2/3) majority of the ballots received have voted to approve it. The Secretary/Treasurer will promptly notify the IIBEC membership of Bylaws changes.

Article 23. ANTITRUST COMPLIANCE POLICIES AND PROCEDURES

Section 1. Jurisdiction

These policies and procedures apply to all meetings of the IIBEC membership, Board, committees, and other meetings sponsored by IIBEC, all meetings attended by representatives of IIBEC, and to IIBEC's employees in all of their activities within the scope of their employment.

Section 2. Prohibitions and Violations

- A. IIBEC has a policy of strict compliance with federal and state antitrust laws. The antitrust laws prohibit competitors from engaging in actions that could result in an unreasonable restraint of trade.
- B. Discussions of prices or price levels are prohibited. In addition, no discussion is permitted of any elements of a company's operations, which might influence price.
- C. It is a violation of the antitrust laws to agree not to compete; therefore, discussions of divisions of territories or customers or of limitations on the nature of business carried on or products sold are not permitted.
- D. Boycotts in any form are unlawful. Discussion relating to boycotts is prohibited, including discussions about unfavorable reports about particular companies, including their financial situation.

END OF DOCUMENT

File History:

Adopted 1994

Revised April 1995

Revised March 1996

Revised February 1997, Article 8, Section 3

Revised August 1997, Article 10, Section 2

Revised April 1998, Article 10, Article 1.

Revised September 2001

Revised December 2001

Revised June 2003

Revised November 2004

Revised September 2005

Revised March 2006

Revised March 2007

Revised March 2012, Article 20

Revised May 2014, Article 5, Section 2; Article 10, Section 1

Revised December 2015, Article 5, Section 4, Article 14, Sections 10-11,18, Article 16, Section 2

Revised February 2016, "Professional" Member to "Consultant" Member

Revised November 2018, Article 10, Section 2, Part A, adding, "or electronic"

Revised March 2019, RCI, Inc. rebranding to International Institute of Building Enclosure Consultants

Revised December 2023