



POLICY GUIDELINES MANUAL

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I. Authority

- A. These rules are policy decisions made by the Board of Directors of IIBEC for conducting the affairs of IIBEC. They supplement the provisions of the Articles of Incorporation and Bylaws.
- B. IIBEC written procedures give guidance and further define administrative practices for implementing Bylaws and Board policies and rulings.
- C. In the event there is a conflict between this document and the Bylaws or the Articles of Incorporation, the Articles of Incorporation take precedence, followed by the Bylaws.

II. General Policies

A. IIBEC Mission Statement

The mission of IIBEC is to advance the profession of building enclosure (roofing, waterproofing and exterior wall) consultants.

- B. Strategic Plan will be reviewed annually.
- C. Dividends: No dividends may be declared by IIBEC and none shall be paid.
- D. Gifts: The board may accept on behalf of IIBEC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of IIBEC.
- E. Books and Records: IIBEC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and committees and shall keep at the registered or principal office of the association a record giving the names and addresses of the members. Books and records may be inspected by any member for any proper purpose at any reasonable time. Review of IRS Form 990, original applications for tax-exempt status, and audited financial statements will be allowed by members. IRS Form 990-T is considered confidential and not available for public inspection.
- F. Waiver of Notice: Whenever any notice is required to be given to any member or Board member by law, by the charter, or by the Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated, therein shall be equivalent to the giving of such notice.
- G. IIBEC Seal: The Board of Directors shall approve and standardize the use of one seal, which shall appear on documents that are official IIBEC documents.
- H. Use of IIBEC Logo and Affiliated Materials:
 - 1. “International Institute of Building Enclosure Consultants” shall be retained as the name of the organization, and a logo with the letters “IIBEC” shall be emphasized. Headquarters’ staff shall develop a set of standards as to style, size of type, and color of the logo letters, for use by the organization. For Chapter usage, these standards shall be followed.

2. The IIBEC logo is intended for use on IIBEC, region, and Chapter official publications, region conference promotion material, letterhead, membership certificates, podium and stage banners, and awards.
3. IIBEC Chapters and regions have the right to use the IIBEC logo on letterheads and official publications, provided that such publications are prominently identified with the Chapter or region name.
4. Any use of the IIBEC logo by a member, Chapter or region other than provided in paragraphs 2 and 3 above, requires prior approval. A request for the use of the IIBEC logo shall be submitted to the executive vice president & CEO. A representative sample of the item shall be submitted with the request. The executive vice president & CEO shall review and approve or reject the request based on the appropriateness of use in accordance with IIBEC policy.
5. Use of IIBEC letterhead is restricted to its Board, committee chairs, and staff for IIBEC business.

I. Use of Initials and Titles

1. These rules and guidelines shall be utilized in listing members' names in correspondence, directories, membership certificates, certification achievement certificates, honor and awards certificates, ballots, and publications.
2. When it is impractical due to lack of space or other reasons to list all designations that a member is entitled to use, designations not associated with IIBEC membership, honors, and certification may be eliminated. These rules are not intended to define how a member lists designations on letterheads, business cards, telephone directories, publications of other organizations, and for other uses not related to IIBEC.
3. To the extent possible, IIBEC shall list designations as requested by a member, if the request does not conflict with these rules. Unusual requests and situations not covered by these rules and guidelines shall be determined by IIBEC.
4. Initials shall be uppercase unless otherwise stipulated by granting organization or precedence, without periods except for multiple letter abbreviations, and separated by commas.

J. Indemnification & Fidelity Bond

1. IIBEC shall indemnify every person who is or was a director, officer, or employee of IIBEC, or who is serving or has served at its request as a director, officer, or employee of any other corporation (hereafter referred to as "other

corporation") against reasonable expenses, including attorneys' fees and disbursements, judgments, decrees, fines, penalties, and amounts paid in settlement, in connection with any pending or threatened claim, action, suit or proceeding (civil, criminal, administrative, or investigative) in which he may be involved or threatened to be involved, as a party or otherwise, by reasons of being or having been such director, officer, or employee; provided a determination is made in the manner provided in 2 of this section that such person:

- a. Was not willfully negligent or guilty of willful misconduct in the performance of duty to IIBEC or other corporation of which the individual is or was a director, officer or employee;
- b. Acted in good faith in what he reasonably believed to be the best interest of IIBEC or other corporation;
- c. Was not in any matter the subject of a criminal action, suit or proceeding, had not reasonable cause to believe that his conduct was unlawful, and,
- d. In the case of amounts paid in settlement, that such settlement is or was reasonable and in the best interests of IIBEC or other corporation; provided, however, that if at any time any provisions are contained in the law of the state of North Carolina prohibiting indemnification in respect of any claim, action, suit or proceeding except upon a determination of the extent thereof in the manner provided therein, then indemnification in respect thereof shall be made in accordance with such provisions.

2. The determination as to a), b), c) and d) in the preceding paragraph may be made by an adjudication of a court of competent jurisdiction. All determinations, except those made by such prior adjudication, shall be made:

- a. By a majority vote of a quorum consisting of disinterested members of the Board of Directors (namely those who are or were not parties to or threatened with any such claim, action, suit or proceeding);
- b. If such a quorum is not obtainable or, even if obtainable, if the quorum of disinterested members of the board so directs, by independent legal counsel in a written opinion.

3. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by IIBEC to the director, officer, employee or his legal counsel prior to the final disposition thereof upon receipt of an undertaking by the director, officer, or employee to repay such amount as shall not ultimately be determined to be payable to him hereunder.

4. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such director, officer or employee now or hereafter may be entitled; shall continue to a person who has ceased to be an officer, director, or employee; and shall inure to the benefit of such person's heirs and legal representatives.

5. IIBEC shall acquire and maintain directors' and officers' insurance.

6. Fidelity Bond: Every person entrusted with the handling of funds or property of IIBEC shall be bonded in such form and in such amount and with surety satisfactory to the Board, for any fraudulent or dishonest act or acts committed against IIBEC while acting alone or in collusion with others. The cost of said bond shall be paid by IIBEC.

K. IIBEC Office Location

1. Principal Offices: The principal office of IIBEC shall be located at such site as shall hereafter be selected by the Executive Committee of IIBEC and approved by the Board.

2. Registered Office: The registered office of IIBEC required by law to be maintained in the state of North Carolina may be, but need not be, identical to the principal office.

3. Other Offices: The organization may have offices at such places, either within or without the state of North Carolina, as the Board may designate or as the affairs of IIBEC may require from time to time.

III. Board of Directors

A. Responsibilities

1. Officers-elect and directors-elect, attending Board meetings at the invitation of the president prior to beginning their terms of office are encouraged to participate in discussions but will not participate in actions of the Board.

2. The first vice-president shall be coordinator of the region directors.

3. The second vice-president shall be coordinator of the annual convention.

4. The secretary/treasurer shall be coordinator of the committee chairpersons, is responsible for membership development, and shall have oversight of IIBEC's fiscal assets.

5. Directors shall serve as members of the Board of Directors and act as the communication link between IIBEC and the members and Chapters in the region in which they reside.

6. The immediate past president and the executive vice president and CEO shall comprise the remainder of the Board.

B. Election to Office

1. The IIBEC Nominating Committee shall consist of the chair and Consultant members appointed by the president one from each region for a three-year term. Members of the Board shall be ineligible to serve on the Nominating Committee.

2. The funding of all campaign efforts is the sole burden of the candidate (travel/ads/materials/other).

3. Pursuant to Article II, Section H, use of IIBEC logos are for official organizational use only and therefore not permitted for campaign or solicitation purposes.

4. IIBEC Region Director Elections and Officer elections take place over the course of two consecutive election periods.

a. Elections for IIBEC Region Directors shall conclude prior to the Annual Meeting with results provided to the IIBEC Board of Directors, successful candidates, and membership upon completion.

b. Elections for IIBEC Officers will be conducted as a second election which ends in advance of the Annual Meeting. Electronic balloting will take place prior to the Annual Meeting at a pre-determined time and closing just prior to the Annual Meeting.

(1) Should an in-person meeting not be held due to circumstances beyond IIBEC control, officer election may be conducted entirely through electronic balloting.

(2) Members shall be notified how to cast their ballot prior to the initiation of voting.

5. No endorsements of any type will be recognized as official endorsements by IIBEC. Candidates are not to solicit endorsements from IIBEC leadership concerning their campaign for any official position. Personal solicitation of support is encouraged. Publication of support of individual candidates by IIBEC Regions, Chapters, Committees, or other subgroup within the leadership of IIBEC is prohibited.

6. Nomination of Officers

a. Nomination of officers shall be made by the Nominating Committee. Nominations of candidates to an IIBEC office will be acknowledged by the Nominating Committee upon receipt of the Candidate Profile, consisting of headshot, biography, and platform information, by the communicated deadline. Candidates shall be given a template to provide this information. This information is limited to one page, with text limited to a 10pt font in Times New Roman, with half-inch margins. Headings shall include no more than the following, although candidates may decide to forgo one or more of the below headings, if they so choose:

(1) Candidate Name and Professional Designation(s)

(2) Professional Experience

(a) IIBEC Experience

(b) Other Professional Affiliations and Work History

(3) Education

(4) Position Statement

(5) Personal information

b. The Nominating Committee shall make one or more nominations for the office of the two vice presidents and secretary/treasurer as their terms expire and submit its nominations to the secretary/treasurer prior to the annual meeting.

c. In the event that the first vice-president is unable to serve as president, the Nominating Committee shall make one or more nominations for the office of president and shall submit same to the secretary/treasurer prior to the annual meeting.

d. All nominees for officers shall be Consultant members of IIBEC in good standing for a minimum of two years.

e. The Nominating Committee's list of nominees for officers shall include members from at least three different regions.

7. Candidate Interactions with Voting Members

a. Due to anti-spam legislation in some membership regions, IIBEC shall not distribute a list of eligible voting members to candidates for widespread email communications.

- b. Official candidate headshots, biographies and position statements provided to IIBEC by the communicated deadlines will be published on the IIBEC website along with the member voting process.
- c. Candidates may use personal email distribution lists, social media accounts, websites, or advertisements to communicate with potential voters provided that:
 - (1) Candidates take responsibility for ensuring that all personal communications abide by applicable anti-spam laws and regulations; and
 - (2) All communications to potential voters include a stated link to the official election page on the IIBEC website for official information as well as abide by the official IIBEC regulations for use of IIBEC logos.

8. Campaigning Timeline & Jurisdiction

- a. Candidates may begin campaigning for their intended position after their nomination has been reviewed and accepted by the IIBEC Nominating Committee. Campaigning shall cease immediately after the election.
- b. Candidates may advertise or display campaign items at venues sponsored by IIBEC, within reason. Items should not distract from or compete with official IIBEC displays or sponsored displays.
- c. All presentations or speeches directed to the membership concerning the election shall follow the IIBEC Policy Guidelines.

Procedures for the nomination of IIBEC officers:

- d. The EVP/CEO or an IIBEC staff member specifically assigned by the EVP/CEO will conduct a routine background check on every officer candidate for the board of directors.

9. Election of Officers and Their Terms

- a. Each nominee for a contested position shall have an opportunity to address the voting membership during the election period, in advance of the annual meeting.

- b. Non-official IIBEC campaign materials shall not be permitted inside of the Annual Meeting.
- c. All officers of IIBEC shall be elected by a vote of the voting membership. The vote shall be by secret ballot cast by those members eligible to vote, in accordance with IIBEC Bylaws Article 9, Section 2. 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.
- d. The Nominating Committee shall follow the IIBEC Policy Guidelines Appendix A - Procedures for On-site IIBEC Elections during the voting process of the IIBEC Annual Meeting of the Members.
- e. The number of votes cast shall be confidential and only the name of the winner of the vote will be disclosed.
- f. No person running for the position of officer of IIBEC is entitled to have an observer present during the counting of the ballots.
- g. Following the announcement of the vote, a motion shall be made by the nomination committee chairperson to destroy all ballots. Providing the motion passes all votes are to be destroyed.
- h. 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 the term as First Vice-President.
- i. The president, first vice-president, second vice-president, and secretary/treasurer so elected shall hold office for one year or until their successors are elected or otherwise selected in accordance with IIBEC Bylaws.

C. Procedure for the Election of Region Directors

1. Each Region Director is responsible for coordinating the election of his/her successor. At least 120 days prior the IIBEC Annual Meeting in the year that the Region Director's term expires, the Region Director will use the assistance of the IIBEC Nominating Committee to identify and select qualified candidates to fill the Region Director position. The Region Director shall establish a time frame for sending out ballots, deadline for their return, and time for opening in accordance with IIBEC Bylaws.

2. The Region Director and the Members of the Nominating Committee shall solicit nominees for Regional Director position.
3. The Region Director must verify the eligibility of each candidate with IIBEC Headquarters.
4. Nominations of candidates to an IIBEC office will be acknowledged by the Nominating Committee upon receipt of the Candidate Profile, consisting of headshot, biography, and platform information, by the communicated deadline. Candidates shall be given a template to provide this information. This information is limited to one page, with text limited to a 10pt font in Times New Roman, with half-inch margins. Headings shall include no more than the following, although candidates may decide to forgo one or more of the below headings, if they so choose:
 - a. Candidate Name and Professional Designation(s)
 - b. Professional Experience
 - (1) IIBEC Experience
 - (2) Other Professional Affiliations and Work History
 - c. Education
 - d. Position Statement
 - e. Personal information

Upon receipt, candidates invited to each address the Nominating Committee and Region Director for a brief period of time during a teleconference. The order of presentation shall be by random lot.

5. The Region Director and Nominating Committee shall undertake a question-and-answer session with all candidates.
6. Candidates shall exit the teleconference after the question-and-answer session. The Region Director and Nominating Committee shall discuss each presentation, and by vote, accept or excuse from consideration each candidate. The list of region nominees shall be communicated to the Board of Directors.
7. A certification statement shall be included with each ballot and nominee's resume. Such statement attests the voter is an IIBEC member and eligible to vote in this election. It shall be signed and returned in the same envelope with the completed, unsigned ballot. The ballots and certification statements are to be duplicated onto differently colored paper. Should the ballot be sent electronically, a certification statement must be included along with the electronic ballot with available space for required individual member endorsement.
8. The EVP/CEO or an IIBEC staff member specifically assigned by the EVP/CEO will conduct a routine background check on every officer candidate for the board of directors.

9. The newly elected director and the Board of Directors shall be notified immediately as to the election results.

IV. Regions

A. Region Administration

1. Each region director shall be the primary liaison and communication link between IIBEC and the Chapter.
2. The regions shall comply with IIBEC Bylaws, policy, and other administrative and organizational rules.

B. Boundaries: Region boundaries shall encompass the following (by states or provinces except as noted):

1. Region I: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont and West Virginia.
2. Region II: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee and Virginia.
3. Region III: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, South Dakota and Wisconsin.
4. Region IV: Arkansas, Louisiana, Oklahoma, Texas; and Mexico.
5. Region V: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington and Wyoming
6. Region VI: Alberta, British Columbia, Manitoba, Northwest Territories, Nunavut, Saskatchewan, Yukon
7. Region VII: Newfoundland/Labrador, Quebec, Prince Edward Island, Nova Scotia, New Brunswick, and Ontario

C. Membership Location: The region of an applicant for membership, otherwise eligible as set forth in Article 14 of the Bylaws, shall be determined solely by the applicant's residence or principal place of business.

D. Chapter Liaison

1. It is the intention of the Board of Directors of IIBEC that Region Directors play an active role in the development and maintenance of Chapters. To assist in

serving this function, the Region Director shall be an ex officio member on the Board of Directors of each Chapter in his or her region.

2. Ex officio membership status is to confer on the Region Director all of the privileges of being a Chapter officer without any of the obligations. In other words, the Region Director is not required to attend each Chapter meeting, work on committees, participate in fund-raising events, etc. Region Directors are not intended to be voting members of Chapter boards of directors. The Director shall receive all board communications, including minutes of meetings, budget reports and copies of pertinent correspondence.

3. Region Directors shall coordinate the resources of IIBEC in the formation of local Chapters within their region. Region members shall include the Region Director in all aspects of the start-up of a Chapter.

4. Region Directors shall provide assistance in the continuing operations of Chapters within their Region. Assistance shall include mentoring of Chapter leaders, coordination of the interaction between IIBEC and Chapters, and support during changes in leadership from one term to the next.

5. Region Directors shall not manage the Chapter. It is IIBEC's intention that Region Directors act as a resource to assist in the ongoing operations of Chapters within their region.

V. Chapters

A. Chapter Bylaws/Charters

1. The first Chapter established in a state or province shall serve the needs of the entire area. When more than one Chapter is located within the state or province, each Chapter shall serve a city or area smaller than the entire state or province.

2. As soon as practicable, Chapters shall consult legal counsel regarding the advisability of incorporating as a nonprofit organization.

3. Should any Chapter wish to change its name from that given in its Bylaws, the Chapter may do so if the IIBEC Board of Directors approves.

4. A new Chapter shall first submit proposed Bylaws to the secretary/treasurer, who will review them and make appropriate recommendations for revisions. After the secretary/treasurer is satisfied that the Bylaws are in substantial compliance with the IIBEC Bylaws, the secretary/treasurer shall make a recommendation to the Board to approve the Bylaws of the proposed Chapter and charter it.

5. Chapters shall determine by vote of their members whether funding will be the result of dues, special events or a combination of sources. The Chapter shall

establish a checking account requiring a dual signature for authorization. Collection of dues, fund raising and management of the financial activities of the Chapter are to be conducted on a local level.

B. Chapter Endorsements

1. Chapters shall refrain from officially commenting on the value of manufacturers' material.
2. All incidents involving publications of a company, firm, or corporation, indicating that such company, firm, or corporation is a member of IIBEC, are in violation of the IIBEC Bylaws. Chapters shall promptly report such incidents to the executive vice president & CEO for disposition by the IIBEC president.

C. Chapter Responsibilities

1. Chapters shall actively campaign for new IIBEC members.
2. Chapters shall participate in proposed construction industry revisions to obsolete or inequitable provisions of local building codes by:
 - a. Providing cooperative liaison with other local professional societies in behalf of, and in promulgation of, such proposed revisions.
 - b. Providing Consultant member representatives at municipal or other hearings concerning such proposed revisions.

D. Chapter Awards: Chapters shall not publicize the names of nominees for IIBEC awards until the awards have been approved by IIBEC.

E. Withdrawal of Chapter Charters

1. The Board is authorized to withdraw from any Chapter its charter, for being unable to meet the requirements of IIBEC Bylaws or for being unable to maintain a membership of not less than six Consultant members in good standing. Withdrawal may be for any conduct or action of the Chapter in the opinion of the board prejudicial to the welfare, interest or character of IIBEC.
2. At least 20 days before a meeting of the board, notice in writing, together with a copy of the reason or reasons for intention to withdraw, shall have been sent to all members of IIBEC in good standing who are members of record in the Chapter, and to the director concerned who may have legal representation at said meeting in defense of the charges leading to the intention to withdraw. The majority decision of the Board shall be final.

VI. IIBEC Committees

A. Committee Charges

1. Refer to the Committee Directory for committee charges, high priority objectives, detailed descriptions of each committee organization, and mission statements.

B. The Executive Committee of the Board shall:

1. Exercise such part of the authority of the Board in the control and management of IIBEC's affairs as the Board may delegate to it.
2. Authorize allocation of funds for accomplishment of all approved committee programs.
3. Establish the number of members, composition, and number of meetings for committees except as otherwise provided by IIBEC policy; select committee and subcommittee appointees; approve matrix of committee activities and formulate committee objectives; approve activities and receive reports of committees and subcommittees supervised; and make recommendations, as applicable, to the Board.
4. Serve as/establish an Executive Search Task Force for the purpose of identifying and hiring an executive VP/CEO when necessary.
 - a. The President may expand Executive Search Task Force membership to include additional IIBEC member representatives for the purpose of providing the greatest practical diversity and representation of membership regions.
 - b. The Executive Search Task Force should engage a professional executive search firm to assist with position assessment, searching and screening of preliminary candidates, and transition management.
 - c. The Executive Search Task Force shall commission a stakeholder's survey to solicit input on the search for a new EVP/CEO. Survey group may include (but is not limited to): IIBEC BOD, Chapter Presidents, Jury of Fellows, Emerging Professionals, and other member representatives as deemed beneficial by Task Force members (survey should include 50-75 respondents).
 - d. Executive Search Task Force members in addition to the Executive Committee shall provide input to the task force for the purpose of consideration, but final selection of candidates will be

made by the IIBEC BOD, with a super majority (2/3 minimum) required confirming the selection.

- e. An employment offer and contract will be prepared by the IIBEC Executive Committee.
- f. New EVP/CEO should be engaged prior to the next Strategic Plan update, to the greatest extent possible.

5. Review EVP/CEO employment agreement at regular intervals, and update/revise as may be necessary to accommodate changes in status of the EVP/CEO and/or IIBEC. EVP/CEO performance reviews will be conducted by the EC, and information will be made available to the BOD.

6. Review and approve EVP/CEO expense reports at regular intervals (review may be limited to President and/or Secretary/Treasurer).

C. Committees:

1. Bylaws Committee

2. Registration Committee

- a. Members shall include the chair and chairs of working subcommittees.
- b. Subcommittees of the Registration Committee shall be established as appropriate to accomplish registration programs such as Registered Roof Consultant, Registered Exterior Wall Consultant, Registered Waterproofing Consultant, Registered Roof Observer and Registered Exterior Wall Observer.
- c. Eligibility for service on the subcommittees shall be consistent with the certification program under its purview and based on the individual's experience and demonstrated expertise, including achievement of certification and award of certificates.
- d. Records: All applications, correspondence, and examinations will be maintained in a confidential file by IIBEC.

3. Education Committee

4. Ethics Committee

5. Nominating Committee

6. IIBEC *Interface* Editorial Board
7. Annual Convention Committee
8. Chapter Development Committee
9. Advocacy Committee
10. Technical Advisory Committee
11. Emerging Professionals Committee
12. Building Enclosure Symposium Committee
13. Codes & Standards Committee
14. Industry Liaison Committee
15. Diversity & Inclusion Committee
16. Excellence in Building Enclosure Consulting Awards Committee

D. Subcommittees: Long-term subcommittees can report directly to the Board via liaisons. Short-term subcommittees report to the committee chairs.

1. RRC Exam Development (Subcommittee of Registration)
2. RWC Exam Development (Subcommittee of Registration)
3. RRO Exam Development (Subcommittee of Registration)
4. REWC Exam Development (Subcommittee of Registration)
5. REWO Exam Development (Subcommittee of Registration)

E. Task Forces: Task Forces are appointed by the President and given a specific assignment/charge with a completion date for the task and are disbanded after completion.

F. Committee Administration

1. Except as otherwise provided in the Bylaws and IIBEC Policy, appointments to committees shall be for three years. No more than one consecutive reappointments shall be made to the same committee unless an exception should be approved by the sitting IIBEC President. Members of the Board shall not be appointed to committees except as required by the IIBEC Policy.

2. As soon as individuals have accepted appointments, the president-elect will announce appointments to committees. Within thirty-five (35) days after committee meetings, the chair shall prepare a report and submit it to the Executive

Committee or Board through the designated officer. Each chair shall submit at least one report annually.

VII. Liaison

A. Definition, Goals and Objectives

IIBEC liaison is defined as an individual who will interact with other organizations or associations for the purposes of establishing cooperation in the exchange of information, identifying cooperative projects and reporting the organizations' activities to the IIBEC Board of Directors. Liaisons shall be appointed by the IIBEC President and will serve as liaison until such time as the President selects a replacement.

The objectives of the IIBEC liaison are to attend meetings, seminars, and/or technical committee meetings for the purposes of providing an exchange of information between organizations, and to keep the IIBEC Board of Directors informed about activities of other organizations. The liaison should identify and report on areas of common interest that could result in joint activities and/or technical development between the two organizations that would benefit IIBEC's members and goals. Liaisons shall identify marketing opportunities for IIBEC membership, and educational seminars, publications, etc. Participation in any activities of an organization beyond those activities described here, shall be as an individual and not as a representative of IIBEC

The liaison will be appointed by the IIBEC President and will serve as liaison until such time as the President selects a replacement. Liaisons should possess good communication skills and foster the development of a professional relationship between IIBEC and the assigned organization.

Liaisons will prepare status reports for the Board of Directors and Executive Committee four times per year; two Board of Directors meetings (spring and fall) and two Executive Committee meetings (summer and winter).

B. General Activities

1. IIBEC, a nonprofit organization as guided by federal laws, may participate in governmental activities with executive and judicial branches of municipal, state, provincial and Federal governments which are deemed essential to the objectives of IIBEC, under policies and procedures established by the IIBEC Board.

2. IIBEC, its Regions, Chapters, individual members, and employees acting as agents or representatives of the organization, its Regions or Chapters, may engage in legislative activity at any level of government. Legislative activity is defined as either: (1) attempting to secure legislation to influence legislative activity in any way; or (2) taking a position or making a statement in favor of or opposition to

matters within the consideration of the legislature. Positions taken by Regions and Chapters must follow IIBEC board approved policy statements.

3. IIBEC, its Regions, and Chapters may conduct informational, technical, and professional liaison with zoning boards, engineering departments, construction divisions, standards and code writing and enforcement authorities planning agencies and other non-lawmaking regulatory units of municipal, state, and federal governments, provided that:
 - a. While liaison with district offices of federal government agencies may be undertaken at the region or Chapter level, liaison with the national headquarters office of federal agencies is reserved to IIBEC
 - b. The objectives of any region or Chapter liaison have been approved by the region or Chapter board of directors in full accord with the region or Chapter Bylaws and IIBEC Articles of Incorporation, Bylaws, and those policies and procedures established by the Board of Directors.
4. Liaison with national or international standards or code writing entities is reserved to IIBEC
5. Liaison is strongly encouraged at the region or Chapter level of IIBEC for the advancement of technology.
6. When practicable, IIBEC will participate in seminars conducted by other groups by sending a lecturer to discuss subjects pertaining to construction technology.

C. Authority and Responsibility

1. Staff participation in federal agency design or construction-related committees or organizations and in national standards-writing entities shall be the responsibility of the executive vice president & CEO.
2. IIBEC participation in committees created by other national or international entities for the primary benefit of the other entity shall be the responsibility of the IIBEC president with the advice of the Executive Committee. The benefits of this participation shall be reviewed annually to determine if continued participation is of benefit to IIBEC or its members.
3. Other entity participation in committees created by IIBEC for the primary benefit of IIBEC shall occur only with the approval of the president. Cost of the participation shall normally be paid by the other entity.
4. Liaison for the mutual benefit of IIBEC and another national or international entity shall be the responsibility of the Executive Committee. This liaison effort

requires the commitment of both groups to undertake activities for their mutual benefit. All liaison activities in this capacity must be in full accord with the mission, goals, or objectives of IIBEC and be consistent with the Articles of Incorporation and Bylaws. Cost of IIBEC participation will normally be paid by IIBEC with the other entity paying its own expense.

D. Government Advisory Council

1. The Government Advisory Council consists of state, provincial, and federal personnel (those in charge of construction and/or capital allocation to projects in their jurisdiction).
2. In exchange for answering any questionnaires or surveys, the council member may choose to receive a VIP subscription to IIBEC's technical journal *IIBEC Interface*.
3. The council requires no membership, but if a council member desires membership in IIBEC, then the Associate membership category and fees would apply.

VIII. Meetings

- A. Jurisdiction: These policies and procedures apply to all meetings of the Board of Directors, committee 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.
- B. Meeting Agenda and Minutes
 1. An agenda shall be prepared in advance of all IIBEC-sponsored meetings.
 2. Minutes of each meeting shall be prepared and circulated to all members in attendance following the meeting.
 3. In all meetings attended by representatives of IIBEC where discussion can border on an area of antitrust sensitivity, IIBEC's representative shall request that the discussion be stopped and ask that the request be made a part of the minutes; or IIBEC's representative should excuse himself from the meeting and request that the minutes show that he left the meeting at that point and why he has left. Any such instances should be reported immediately to the president and secretary/treasurer and through them, to legal counsel, so that the matter can be reviewed and a determination can be made as to the necessity of further action.
- C. Notification: A copy of the Antitrust Compliance Policies and Procedures are to be given to each officer, director, committee member and IIBEC employee annually.

The same shall be read as the first order of business at all membership and governance meetings of IIBEC.

D. Annual Meeting

1. Regulations for annual meetings of IIBEC shall be adopted at the fall meeting of the Board each year for use at the annual meeting the next year.
2. The annual meeting of the members shall be scheduled for the final days of the convention.
3. An appropriate amount of time at each annual convention shall be reserved for a meeting of IIBEC officers, directors, staff representatives, key committee chairs, and current and incoming Chapter presidents or authorized representatives.
4. Meetings of committees, delegations, or other groups shall not conflict with the annual meeting, convention program, or exhibit hours at the annual convention.
5. A complete report on the actions taken by the Board on those resolutions approved at the annual meeting of the members shall be published in a regularly published issue of IIBEC *Interface* by IIBEC within four months after the annual meeting.
6. Board Meetings: Members of IIBEC may attend meetings of the Board as observers only. Members who wish to attend meetings of the Board shall secure advance permission from the president.

E. Committee Meetings

1. The Nominating Committee shall meet each November to select nominees for IIBEC officers.
2. The Jury of Fellows shall meet each year to deliberate and evaluate the merits of candidates for elevation to Fellowship in IIBEC.
3. The number and frequency of meetings for all other committees shall be determined by the Executive Committee and/or individual committees based on need.

- F. Executive Committee Recommendations: All recommendations of the Executive Committee shall be accompanied by a committee report and/or minutes upon which these actions have been based.

IX. IIBEC Awards

A. The following listed awards are authorized to be given each year:

1. Joe F. Hale Lifetime Achievement Award
2. Herbert W. Busching, Jr. Award
3. William C. Correll Award
4. Richard M. Horowitz Award
5. Michael DeFrancesco Volunteer of the Year Award
6. Outstanding Volunteer Award(s)
7. Certificate(s) of Appreciation

B. Jury of Fellows

1. Nominees for fellowship in IIBEC shall be proposed in writing to the Jury of Fellows by any director or officer, region or Chapter, or by not less than five voting members. The proposal shall be executed in the form required by the Jury.

2. A Consultant, Industry or Associate member may be advanced to fellowship only by a concurring vote of the majority of the Jury of the Fellows in attendance at the annual meeting. If a nominee for fellowship fails to be advanced by vote of the Jury of Fellows, he shall not be disqualified thereby for later advancement. His nomination shall be reconsidered if it is formally resubmitted to the jury. If any nominee fails to be advanced to fellowship after the nomination has been under consideration for three consecutive years, at least two years must elapse before the nomination may again be presented for consideration.

X. Ethics

A. A Code of Ethics shall be revised and published by IIBEC on a regular basis and applies to all members. The Code of Ethics and the administrative procedures are found in the IIBEC Policy Guidelines Appendix D.

XI. IIBEC Programs

A. Membership

1. All membership applications are subject to verification of the information submitted.

2. Member Classifications: A member's classification shall be determined in accordance with Article 14 of the Bylaws. The IIBEC staff shall administer the assignment of member classifications. The following specific work functions are established for the four principal membership classifications:

- a. Consultant Members: 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 the Bylaws. The production and sale of equipment that is used within the trade by an individual shall not exclude that individual from the Consultant Membership category as long as there is no conflict of interest.

Consultant and Consultant Affiliate members shall be eligible to vote, serve on committees, and hold any office of IIBEC

Consultant members may sponsor up to two Consultant Affiliate members.

- b. Industry Members: Individuals who are employees or principals of any business entity directing and controlling the application, manufacture, distribution, sales, or marketing of roofing, waterproofing, and exterior wall products and services.

Industry members shall not be eligible to vote or hold office unless they are Registered Roof Consultants who attained registration prior to March 1, 1995. They may, however serve on committees.

Industry members may sponsor up to two Industry Affiliate members.

- c. Facility Manager Members: Individuals whose professional responsibilities include management, development, or maintenance of buildings, both public and private.

Facility Manager members shall not be able to vote or hold office, but may serve on committees.

- d. Associate Members: Individuals who are not actually within the roofing, waterproofing and exterior wall industries such as educators and employees of business concerns and government agencies, but who share an interest in the activities of IIBEC

Associate members shall not be eligible to vote or hold office, but may serve on committees.

- e. Affiliate Members: Individuals sponsored or hosted by a Consultant or Industry member within the same firm as the Affiliate.

Affiliate members shall have the same rights and privileges of their sponsoring Consultant or Industry members.

- f. Student Members: Full-time students enrolled in an undergraduate or graduate program in a curriculum related to construction in an educational institution.

Student members shall not be eligible to vote or hold office, but may serve on committees.

- g. Quality Assurance Observer Members: 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 16 of the Bylaws.

Quality Assurance Observer members shall not be eligible to vote or hold office, but may serve on committees.

- h. *Government Liaison Members: One IIBEC Government Liaison member shall be permitted from each state or province.

Government Liaison members shall not be eligible to vote or hold office, but may serve on committees.

Government Liaison members are exempted from annual dues.

*This category of membership was eliminated by board action on March 25, 2010. However, Government Liaison members at the time of this change may continue to be Government Liaison members as well as participate in the Government Advisory Council effective as of this date (see VII. Liaison, D. Government Advisory Council).

- i. Retired Members: Retired members shall be consultant, industry 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 15 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, except those imposed by the IIBEC Bylaws, for a change in status

Exceptions to the above can be requested by an individual by documented application to the secretary/treasurer of IIBEC to be evaluated on a case-by-case basis.

A member granted Retired Member status shall receive a waiver of one-half of annual dues.

Members who wish to be granted Retired Member status are entrusted to honor the provision concerning active service as stated above.

- j. **Members Emeritus:** Individuals who have been members in good standing in IIBEC for the past twenty years, have reached the age of seventy 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. Members Emeritus are exempted from annual dues.

At their discretion, the Board of Directors shall have the authority to grant Member Emeritus to any active member of IIBEC.

- k. **Honorary Members:** 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.

Honorary Members shall not be eligible to vote or hold office, but may serve on committees.

Honorary Members are exempted from annual dues.

3. Chapter Affiliation:

- a. Chapters shall accept any member of IIBEC as a Chapter member upon proper application of the member to the Chapter and the payment of the Chapter dues.

- b. No Chapter shall exercise or maintain a policy to restrict its Chapter membership through a ratio of members by classification or any other practice that might be construed as exclusionary.
- c. Should a Chapter have restrictive provisions on membership in its Bylaws, or in other policy, it shall immediately amend its Bylaws or policy to remove the restrictions.
- d. Upon application of an IIBEC member for Chapter membership, should the Chapter have reason to believe the member is not properly classified, the Chapter may submit its reasons to the IIBEC secretary/treasurer for determination.
- e. New applications for membership in IIBEC, submitted through a Chapter, shall be promptly processed by the Chapter so as not to delay action on the application.
- f. Members of more than one Chapter are required to declare a home Chapter.
- g. Members at Large: Members of IIBEC not living within recognized regional boundaries will be designated members at large.
- h. IIBEC shall accept all applicants for membership without Chapter affiliation where so indicated, such applicant being accepted based on supplied information in the form and content required by the Board. The Chapter nearest the applicant's mailing address should be notified of such applicant in order to stimulate Chapter recruitment.
 - (1) IIBEC, in all endeavors, shall always promote the importance of Chapter membership and involvement, and shall transmit to the Chapter located within easy driving distance from applicant's home, information regarding applicants not having Chapter acceptance.
 - (2) IIBEC membership without Chapter affiliation, though not preferred, has not proved detrimental to the growth or enthusiasm of IIBEC or its Chapters. The IIBEC Region Director shall keep Chapters informed of new members in Chapter vicinity or where a Chapter is near a member. These members shall be apprised of that IIBEC Chapter with the name and address of the president or secretary/treasurer

4. Misconduct: All members are required to agree to the provisions of the IIBEC Code of Ethics. Whenever a member's conduct appears to be in conflict with

these provisions, information should be submitted to the IIBEC Ethics Committee for review and recommendation of potential action.

B. Convention: IIBEC shall sponsor an International Convention and Trade Show annually to coincide with the annual meeting of the members.

C. Education

1. IIBEC Education Programs:

a. The Education Committee shall formulate educational programs aimed at Industry and Associate members by appropriate modification to existing educational programs. Current educational programs include:

On-site Courses

- (1) Roof System Thermal and Moisture Design
- (2) Waterproofing
- (3) Exterior Walls Technology & Science
- (4) Vegetative Roofing for the Design Professionals
- (5) Roofing Basics
- (6) Masonry Wall Systems
- (7) Professional Building Consulting
- (8) Roof Asset Management
- (9) Roof Technology and Science I
- (10) Roof Technology and Science II
- (11) Rooftop Safety for Consultants and Building Owners
- (12) Rooftop Quality Assurance
- (13) RRC (Registered Roof Consultant) Review and Update
- (14) Metal Roofing
- (15) Stucco and Exterior Finish Cladding Systems
- (16) Concrete Exterior Walls
- (17) Slate Roofing Systems
- (18) Sheet Metal Flashing Design
- (19) Litigation Support Services for Building Enclosure Experts

e-Learning

- (1) Wind Design for Low-Slope Roofs –
Part I: Understanding ASCE 7-05 Wind Load Calculations
- (2) Wind Design for Low-Slope Roofs –
Part I: Understanding ASCE 7-10 Wind Load Calculations
- (3) Wind Design for Low-Slope Roofs - Part II: FM Global
Guidelines and
Best Practice Considerations
- (4) Roofing Basics
- (5) Roof Drain Design and Calculations
- (6) Roof System Thermal and Moisture Design

- (7) Rooftop Quality Assurance
- (8) Roof Technology and Science I
- (9) Roof Technology and Science II
- (10) Metal Roofing
- (11) Waterproofing
- (12) Litigation Support Services for Building Enclosure Experts
- (13) Stucco and Exterior Finish Cladding Systems
- (14) 2017 Building Envelope Symposium Presentations
- (15) 2018 Building Envelope Symposium Presentations

- b. IIBEC is to provide appropriate commercially technical manuals and documents to its members at a pricing structure lower than retail as a benefit of IIBEC membership.

2. Technical, Education, and Registration Programs

a. Policy for Endorsements

(1) The Board considers it of mutual advantage to IIBEC and manufacturers to make editorial comments for improvements to manufacturers' technical documents; however, neither endorsement thereof nor the use of the name of IIBEC in connection with the content thereof is permitted.

(2) IIBEC will not grant official endorsement to documents prepared or sponsored by the several professional societies or other groups unless IIBEC has participated in the development of such documents. IIBEC will not enter into the field of comparative testing and evaluation of materials.

- b. Chapter Efforts: A Chapter-published technical study shall avoid creating any misunderstanding or misconception that the study is an official IIBEC document either by its format or color or printing stock. Such studies shall be positively identified, clearly and prominently, by a statement of the source of authorship

3. IIBEC Technical Programs

- a. The name of the author shall not be permitted on Technical documents.
- b. Building Enclosure Symposium

D. Official Publications

1. Chapter/Region Publications:

- a. The use of a commercial publication as the official voice of a Chapter of IIBEC is not allowed.
- b. As soon as practicable after receiving its charter, each Chapter should publish its own monthly newsletter or bulletin, which shall be clearly identified as such and shall avoid creating any misconception that it is a publication of IIBEC. Copies of Chapter newsletters should be sent to all members of the Board, the editor of IIBEC *Interface*, and editors of all other Chapter newsletters.
- c. Region directories are not authorized without the approval of the IIBEC Board of Directors.

2. IIBEC Publications:

- a. *IIBEC Interface*
 - (1) *IIBEC Interface* is published 11 times a year. The executive vice president & CEO is authorized to adjust advertising rates for *IIBEC Interface* commensurate with growth and expanded circulation, and in keeping with practices of other organizations and the publishing industry.

Payment of honorariums to authors of appropriate manuscripts for publication in *IIBEC Interface*, within the magazine's budget, is authorized.

- b. IIBEC-Online
 - (1) IIBEC-Online, an electronic internet Web site, is open to all IIBEC members and the general public.
 - (2) IIBEC-Online shall contain: (a) a calendar of events; (b) timely memoranda concerning activities of the Board, IIBEC committees, and IIBEC staff; (c) announcements; and (d) region, Chapter and member news items.
- c. *The Guide: An Overview of IIBEC Services*, shall be published annually.

E. IIBEC Registration Programs

1. IIBEC Registered Roof Consultant

- a. An IIBEC Registered Roof Consultant shall meet certain requirements established by IIBEC. These include: education, professional registration and/or personal work experience, continuing educational hours, other matters regarding character and ethics, and passing of a computer-based examination. The

above requirements shall be defined by IIBEC's Board of Directors.

- b. Applicants for IIBEC Registered Roof Consultant shall have work experience of not less than four years in roof consulting at the time of their application.
- c. IIBEC Registered Roof Consultants shall have the right and privilege to use the initials RRC as a suffix to their names, or the title IIBEC Registered Roof Consultant.
- d. To maintain this designation, the individual renewal fees for the RRC must be paid, and a total of 12 Continuing Educational Hours (CEHs) must be earned annually.

2. IIBEC Registered Waterproofing Consultant

- a. An IIBEC Registered Waterproofing Consultant shall meet certain requirements established by IIBEC. These include: education, professional registration and/or personal work experience, continuing educational hours, other matters regarding character and ethics, and passing of a computer-based examination. The above requirements shall be defined by IIBEC's Board of Directors.
- b. Applicants for IIBEC Registered Waterproofing Consultant shall have a minimum of four years of experience directly related to the field of waterproofing or roof consulting at the time of their application.
- c. IIBEC Registered Waterproofing Consultants shall have the right and privilege to use the initials RWC as a suffix to their names, or the title IIBEC Registered Waterproofing Consultant.
- d. To maintain this designation, the individual renewal fees for the RWC must be paid, and a total of 12 Continuing Educational Hours (CEHs) must be earned annually.

3. IIBEC Registered Exterior Wall Consultants

- a. An IIBEC Registered Exterior Wall Consultant shall meet certain requirements established by IIBEC. These include: education and personal work experience, continuing educational hours, other matters regarding character and ethics, and passing of a computer-based examination. The above requirements shall be defined by IIBEC's Board of Directors.

- b. Applicants for IIBEC Registered Exterior Wall Consultant shall have work experience of not less than six years in exterior wall consulting at the time of their application.
- c. IIBEC Registered Exterior Wall Consultants shall have the right and privilege to use the initials REWC as a suffix to their names, or the title IIBEC Registered Exterior Wall Consultant.
- d. To maintain this designation, the individual renewal fees for the REWC must be paid and a total of 12 Continuing Educational Hours (CEHs) must be earned annually.

4. IIBEC Registered Building Enclosure Consultants

- a. The Registered Building Enclosure Consultant (RBEC) designation shall be awarded to individuals who have earned the Registered Roof Consultant (RRC), Registered Waterproofing Consultant (RWC), and Registered Exterior Wall Consultant (REWC) registrations.
- b. The RBEC title will be listed in addition to the other three consultant titles. Individuals desiring this designation will be required to complete a form. No fee or exam is involved.
- c. To maintain this designation, the individual renewal fees for the RRC, RWC, and REWC must be paid, and a total of 15 Continuing Educational Hours (CEHs) must be earned annually.

5. IIBEC Registered Roof Observers

- a. An IIBEC Registered Roof Observer shall meet certain requirements established by IIBEC. These include: personal work experience, continuing educational hours, other matters regarding character and ethics, and passing of a computer-based examination. The above requirements shall be defined by IIBEC's Board of Directors.
- b. Applicants for IIBEC Registered Roof Observer shall have work experience of not less than two years in roofing at the time of their application.
- c. IIBEC Registered Roof Observers shall have the right and privilege to use the initial RRO as a suffix to their names, or the title IIBEC Registered Roof Observer.

- d. To maintain this designation, the individual renewal fees for the RRO must be paid, and a total of 10 Continuing Educational Hours (CEHs) must be earned annually.

6. IIBEC Registered Exterior Wall Observers

- a. An IIBEC Registered Exterior Wall Observer shall meet certain requirements established by IIBEC. These include: personal work experience, continuing educational hours, other matters regarding character and ethics, and passing a computer-based examination. The above requirements shall be defined by IIBEC's Board of Directors.
- b. Applicants for IIBEC Registered Exterior Wall Observer shall have work experience of not less than two years in exterior wall systems at the time of their application.
- c. IIBEC Registered Exterior Wall Observers shall have the right and privilege to use the initial REWO as a suffix to their names, or the title Registered Exterior Wall Observer.
- d. To maintain this designation, the individual renewal fees for the REWO must be paid, and a total of 10 Continuing Education Hours (CEHs) must be earned annually.

XII. Executive Vice President & CEO

The executive vice president & CEO shall have power to select the office staff and shall conduct all of the business of IIBEC, subject to the direction of the board, the executive committee and the president. The executive vice president & CEO shall be paid a salary to be determined by the executive committee and shall hold office at its pleasure. An employment agreement for the EVP/CEO shall be prepared by the Executive Committee, and reviewed at regular intervals for revision/adjustment as may be prudent. The executive vice president & CEO shall keep an accurate record of the proceedings of IIBEC; solicit new members; compile information, statistics and the like of interest to the members and, from time to time, furnish same to all members; communicate with the members on all subjects of interest; and be available to them for answering questions that they may have with respect to the industry; assist the secretary/treasurer in the preparation and service of notice of meetings and in the sending of statements of dues, including statements of delinquent dues; and in general be responsible under the direction of the Executive Committee for maintaining the day-to-day operations of IIBEC, including disbursement of such funds as may be necessary for such operations. The executive vice president & CEO shall also serve on the board of directors of the IIBEC Foundation and IIBEC Foundation Canada.

The executive vice president & CEO shall, at the end of each year, make a report in writing of the finances, condition, and operation of IIBEC to the Board and members at the annual meeting

of the membership and, in general, perform duties of executive vice president & CEO as may be prescribed by the Board or the Executive Committee. No executive vice president & CEO shall serve as such until he has posted a surety bond written by a surety company acceptable to the board in an amount not less than 75% of the average cash balance. The premium for said bond shall be paid by IIBEC. The executive vice president & CEO shall maintain a regular office at either the principal or registered office of the association whenever practical or at such other place as may from time to time be designated by the board. The executive vice president & CEO shall be a nonvoting member of the Board and the Executive Committee.

XIII. Legal and Financial Authority

- A. **Contracts:** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and/or on behalf of IIBEC, and such authority may be general or confined to specific instances.
- B. **Checks and Drafts:** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued by or in the name of IIBEC shall be signed by such officer or officers, agent or agents of IIBEC and in such manner as shall from time to time be determined by resolution of the Board.
- C. **Loans:** No loans shall be contracted on behalf of IIBEC and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general and confined to specific instances. No loans shall be made to its members.
- D. **Member Dues**
 - 1. All IIBEC dues for renewal of membership shall be sent to the IIBEC office.
 - 2. Effective January 1, 2023, IIBEC member dues shall be as follows (reflected in U.S. currency).

Classification	Dues
Consultant	\$ 530
Consultant Affiliate	\$460
Industry	\$615
Industry Affiliate	\$545
Quality Assurance Observer	\$385
Facility Manager	\$225
Associate	\$380
Student	\$180
Retired	50% off
Emeritus	\$ 0
Honorary	\$ 0

3. The amount of membership dues allocation towards IIBEC *Interface* will be equal to the annual average print and mail costs associated with the magazine for the prior fiscal year.
4. Initial dues shall accompany the membership application.
5. Subsequent membership dues shall be payable in full annually by the anniversary date of initial membership.
6. Annual dues renewal notices shall be mailed to members at least two months prior to the anniversary date of initial membership.
7. Any member whose dues remain delinquent more than 90 days past the 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.

E. Compensation

1. Board members shall not receive compensation in any form for their services but may, by action of the board, receive reimbursement for any expenses incurred in connection with attendance at meetings or the transaction of business for the organization.
2. Staff Benefits: Following common practices of similar organizations, private enterprise, and government, all members of the IIBEC staff shall participate in the benefit program.

F. Travel Expenses and Reimbursement

1. All reasonable and customary travel expenses of the IIBEC president incurred as a consequence of official IIBEC business shall be borne by IIBEC
2. Members of the Board, Committees, and others authorized to travel on IIBEC business will be reimbursed transportation expenses, including reasonable air and ground travel, lodging, and meal costs. (see Appendix C for the IIBEC Volunteer Travel and Expense Reimbursement Policy)

3. Board-Elect Expenses:

- a. Executive Committee-elect members who are not presently on the Board shall be reimbursed for two days of reasonable lodging and meal costs while attending the convention Executive Committee and Board meetings.
- b. IIBEC Directors-elect who are not presently on the Board shall be reimbursed for two-days reasonable lodging and meal costs while attending the convention Board meeting.

4. The IIBEC annual budget for directors shall cover reimbursement for the cost of travel (other than the director's home Chapter) within their region. In addition, reimbursement will be made for postage, telephone expense, etc. for the official IIBEC business within their region, based proportionately on the number of Chapters within the region. Registration fees for region meetings are allowable items for reimbursement, though the total budget will not be increased to cover these fees.

5. Reimbursable expenses which are submitted more than sixty days after the last day of the month when the expense was incurred will not be honored.

6. Complimentary registration for the IIBEC convention shall be provided to the IIBEC Board of Directors, IIBEC Foundation Board of Directors, and IIBEC Past Presidents.

7. Complimentary registration for the Building Enclosure Symposium shall be provided to members of the IIBEC Board of Directors.

G. IIBEC Annual Budget

1. The Board of Directors shall review, modify as necessary, and approve the Annual Budget consistent with the policies and directives of the Board.

2. A preliminary budget, in summary form, shall be presented by the staff to the Board of Directors. The budget summary submitted to the Board for ratification shall be segregated by major program categories.

3. No less than quarterly, the treasurer shall provide each member of the Board with a report containing: (1) summary balance sheet, (2) statement showing major income and expense lines, and (3) listing of key financial performance indicators (e.g., cash balance, fund balance ratio, debt-to-equity ratio, etc.).

4. No contract or other obligation shall be entered into or extended for a period exceeding five years except in the case of office lease, and such shall not exceed

ten years without prior Board approval. Items listed in the Board ratified budget shall be considered as having such prior approval.

H. Fiscal Authorization

1. The executive vice president & CEO, with advice and counsel of the secretary/treasurer and Executive Committee, is empowered to manage IIBEC funds to assure a continuing sound fiscal policy.
2. In connection with fiscal operations, the executive vice president & CEO may open and close bank and investment accounts and make deposits, withdrawals, and borrow money, with advice and counsel from the secretary/treasurer. Checks drawn on IIBEC accounts will bear a single authorized signature. The executive vice president & CEO as well any officers designated by Board resolution are authorized to sign checks for payment of all obligations. When the signature of the executive vice president & CEO or cannot be obtained, checks shall be signed by other signatory as designated by Board resolution.
3. Checks in amounts of over \$25,000 require the dual approval of the current CEO as well as the standing Secretary/Treasurer, while allowing the standing Secretary/Treasurer access to all IIBEC financial statements and accounts, without signing privileges.
4. The Investment Policy of IIBEC shall conform to the following criteria:
 - a. Investment choices considered for the Underwriting Reserve Fund and the General Operating Fund shall be prudent and made in the best interest of IIBEC
 - b. Investments of the funds shall be diversified as to minimize risk.
 - c. Prohibited investments shall include direct private placements (DPPs), real estate investment trusts (REITs), managed futures, oil and gas partnerships, limited partnerships, business development corporations (BDCs), private equity, hedge funds, equipment leasing and private market precious metals and stones. Multi-property REITs may be considered if IIBEC can redeem shares/units within a reasonable time.
 - d. Semi-annually, the investments and their status shall be reported to the Board.
 - e. The Executive Committee is authorized to retain the services of an investment advisor and/or an investment management company.

- I. Underwriting Reserve Fund: A sum of money equal to at least 40% of one year's annual operating budget shall be set aside annually to be assigned to the IIBEC Underwriting Reserve Fund. Release of any portion of the IIBEC Underwriting Fund shall be made only upon the approval of the Board.

End of Document

Procedures for On-site IIBEC Elections

Nominating Chair Duties during the Annual Meeting

1. Announce results of voting
2. Introduce new board
 - Thank unsuccessful candidates and encourage them to run next year.
 - Congratulate newly elected officers
3. With acceptance of the vote the vote record document will be destroyed.

Notice to Voting Members Concerning IIBEC Elections and Candidate Information

For the purpose of all elections within IIBEC and associated candidate information and communications please be advised of the following:

- ✓ All official IIBEC election information shall be posted to the official IIBEC website and and/or distributed by IIBEC with the IIBEC logo and a statement confirming the information is official election information.
- ✓ All official candidate information pertaining to any IIBEC elections shall be validated by and distributed with clear indication they are official publications concerning the election process and shall bear the IIBEC logo that is trademarked and not for individual or candidate use.
- ✓ Candidates are allowed the use of social media and in-person methods of campaigning. Voting members are urged to remember that only information provided through official IIBEC channels of communication (website, email, social media) are considered vetted and endorsed.

IIBEC should be notified if the use of the IIBEC logo or statement are noted elsewhere in candidate promotional means. All official candidates for IIBEC elected offices are provided with guidelines to assist them with compliance with IIBEC requirements.

IIBEC Volunteer Travel and Expense Reimbursement Policy (approved November 2021)

GENERAL

The following are travel and expense policies for use by volunteers on IIBEC business. These policies are subject to change without notice.

The Executive Vice President & CEO of IIBEC must approve all travel activities on behalf of IIBEC prior to such travel.

Travel is typically authorized for:

- attendance at the IIBEC Board of Directors, Executive Committee, and special committee meetings
- periodically, by invitation, for IIBEC Board members to represent IIBEC at a particular meeting or function

Unusual expenses or expenses not specifically covered by this reimbursement policy must be approved, in advance, by the Executive Vice President and CEO.

Travel expenses for travel companions are not covered by IIBEC.

Volunteers should:

1. Exercise good judgment with respect to expenses.
2. Spend the organization's money as carefully and judiciously as they would their own.
3. Report all expenses and advances promptly and accurately within 30 days of traveling with required documentation.

The following guidelines apply to all travel where applicable:

- **Air or Train Travel to destination city:** The maximum reimbursement is \$500 (if average airfare is more than \$500, please contact IIBEC staff for approval): coach class airfare purchased at least 14 days in advance (first class tickets will not be reimbursed, nor will "special seat purchases", or travel insurance). Fees for one checked bag will be reimbursed, if required by the carrier. For travel by train in lieu of air, the same \$500 maximum applies.
- **Car Travel in lieu of Air or Train to reach destination city:** Reimbursement for rental cars is only appropriate if the cost is less than personal vehicle mileage or fare for air or train. Rental cars are not reimbursable unless there is a preauthorization by IIBEC executive staff. Personal vehicle mileage is reimbursed at the rate set by the IRS each year. Mileage should be fully documented as to date, starting location, and ending location. Volunteers may not combine personal vehicle mileage reimbursement with a rental car.
- **Additional/Miscellaneous expenses:** Hotel expenses will be reimbursed only at the IIBEC host hotel at the negotiated rate, meals outside what is provided at the event, local ground transportation to and from the airport and event site only, and only for the official dates of the meeting. Itemized receipts are required for all expenses. The volunteer will not be reimbursed if itemized receipts are not provided.
- Spouse/family travel costs and recreational activity expenses are not reimbursable. Expenses for individuals not involved with IIBEC business will not be reimbursed.
- **Travel for President's Spouse:** The IIBEC president's spouse can be reimbursed for up to two airline tickets per term of office (no more than \$500 each) and these are subject to the same limitations found above.

Business Meals

IIBEC will reimburse volunteers, where applicable, on IIBEC business for reasonable actual meal expense (not alcohol) incurred on the same date as the volunteer duties. When dining with others on

IIBEC business, separate itemized checks should be requested. If this is not possible, the dining companion(s) must be noted on the receipt. Gratuities should not exceed 20%.

Itemized receipts must be attached for all meals purchased while on IIBEC travel.

Business related meals for IIBEC members or with other IIBEC approved guests must be described as follows: date, amount, place and explanation of nature of business. A list of names of those entertained must be included. An itemized receipt is required for all entertainment expenses regardless of the amount.

The IIBEC EVP/CEO, COO, and President may authorize reimbursement for wine and bar tabs only if they are associated with a business meeting and are approved prior to the meeting. Entertaining expenses, unless for stated business purpose, are not a reimbursable expense.

BOARD OF DIRECTORS, EXECUTIVE COMMITTEE & SPECIAL COMMITTEE MEETINGS

For attendance at Board of Directors, Executive Committee, and special committee meetings¹, Board members and/or Executive Committee members will be reimbursed for:

- airfare (or other public conveyance) or mileage up to \$500
- expenses (hotel, meals, local transportation, etc.) for the official dates of the meeting
- tips may not exceed 20% for reimbursement
- spouse/family travel costs, alcoholic beverages and recreational activity expenses are not reimbursable

AUTOMOBILE TRAVEL REIMBURSEMENT

Reimbursement for approved personal automobile expenses for business purposes will be at the standard mileage rate established at that time by the Internal Revenue Service. Reimbursement will not be granted if the mileage expense exceeds the cost of air travel or other transportation.

Rental cars **must be authorized in advance** and will be authorized only if the cost of the rental car is equal to or lower than equivalent alternate transportation.

➤ **GROUND TRANSPORTATION**

All reasonable taxi, shuttle, and ride share costs necessary to conduct IIBEC business may be reimbursed. Tips may not exceed 20% for reimbursement for ground transportation.

INCIDENTALS

The following costs will also be reimbursed when submitted with an IIBEC expense form:

- reasonable tips (may not exceed 20%) for baggage handling, taxi, or other services
- valet/laundry costs if out-of-town travel exceeds seven days
- gratuity for meals, taxi, or other ground transportation should not exceed 20%.

ANNUAL CONVENTION & TRADE SHOW

Presenters at the Annual Convention & Trade Show will be provided complimentary registration to the Annual Convention & Trade Show.

**IIBEC is not responsible for any travel or transportation costs to and/or from the convention for presenters.

BUILDING ENCLOSURE SYMPOSIUM

The President and First Vice President will be reimbursed for airfare and hotel accommodations for attendance at the Building Enclosure Symposium.

All members of the Board of Directors will receive complimentary registration for the event.

Presenters will be provided complimentary registration to the Building Enclosure Symposium.

**IIBEC is not responsible for any travel or transportation costs to and/or from the site of the Building Enclosure Symposium for presenters.

➤ **EXPENSE REIMBURSEMENT**

Travel expense claims must be filed within 30 days of the traveler's return home.

Reimbursement for expenses submitted to IIBEC will be processed for payment within 30 days following receipt.

Detailed receipts must be submitted with the IIBEC Expense Report form (attached).

CODE OF ETHICS

IIBEC, Incorporated

Adopted July 17, 2001

Revised March 28, 2006

Revised September 19, 2015

Revised September 24, 2022

Introduction: IIBEC, Incorporated (IIBEC) is dedicated to the highest standards of professionalism, integrity, and competence. The standards contained in this Code of Ethics (Code) are statements of ethical principles by which the professional conduct and obligations of all IIBEC members and registrants shall be guided.

Under the IIBEC Bylaws, all IIBEC members and registrants are required to comply with the Code of Ethics and to report any observed violations. Adherence to this Code must be above reproach and beyond the influence of competing interests. Even the appearance of a conflict of interest shall be avoided.

The standards contained in this Code of Ethics are statements of ethical principles having broad applicability to members and registrants of IIBEC.

Members and registrants of IIBEC shall recognize that their profession and their practice may be governed by various laws (federal, state, provincial, local, or otherwise) and regulations regarding professional registration and the conduct of trade. It is their responsibility, therefore, to be familiar with those laws and regulations and to conduct themselves accordingly.

Standard of Care Statement: This Code is not intended to define the Standard of Care a member or registrant is required to meet and shall not be used as a reference or part of a civil action against a member or registrant.

General Obligations: Members and registrants shall maintain and further their knowledge of the profession in which they practice and shall maintain the utmost standard of professional judgment and conduct. Members and registrants shall conduct themselves and their practice honestly and impartially, serving with integrity the organization (IIBEC), other members, their clients, employers, and the public.

IIBEC does not tolerate harassment, discrimination, racism, violence, retaliation, and other disrespectful or inappropriate behavior. Members and registrants shall conduct themselves with

integrity, in a professional manner and treat everyone with respect and dignity, including those with differences including but not limited to gender, gender identity, race, color, age, disability, sexual orientation, ethnic origin, veteran status, religion, or other legally protected characteristics.

IIBEC members and registrants are committed to diversity and inclusion and shall value and embrace diversity in the profession and participation in IIBEC programs and activities

Fundamental Canons

Members and registrants of IIBEC, in the performance of their duties, shall:

1. Hold paramount the safety, health, and welfare of the public.
2. Conduct themselves in a professional and respectful manner and recognize the contributions of the project team engaged in consulting, design, and construction.
3. Value, and treat with respect and dignity all individuals, regardless of gender, gender identity, race, color, age, disability, sexual orientation, ethnic origin, veteran status, religion, or other legally protected characteristics.

Rules of Practice

1. Safety, Health, and Welfare of Public Responsibilities:
 - a. Adhere to applicable laws and regulations.
 - b. When necessary, rely on the advice of other competent and qualified persons as to the intent and meaning of such applicable laws and regulations.
 - c. Be honest in conduct, and promote effective use of resources through transparent, and impartial service with fidelity to the public, employers, associates, and clients;
 - d. Approve and/or issue only those documents that they prepare or review and that are determined to be safe for public health and welfare, in conformity with accepted industry standards and applicable laws;
 - e. Neither offer to nor make payments or gifts to public officials, private clients, or industry representatives with the intent of influencing that person's judgment or decision in connection with an existing or prospective project in which the member/registrant is interested.
 - f. Do not mislead about the results that can be achieved through the use of the members' or registrants' services or products, nor shall the members or registrants state that they can achieve results by means that violate applicable laws;
 - g. If a member's or registrant's judgment is overruled under circumstances that, in the opinion and best professional judgment of the member or registrant, may endanger life may cause substantial damage to property, or is not compliant with applicable laws and regulations, the member or registrant shall:
 - i. Advise an employer and/or client about the decision,
 - ii. Refuse to consent to the decision, and
 - iii. Notify the appropriate Authority Having Jurisdiction charged with the enforcement of the applicable laws or regulations.

2. Professional Responsibility:
 - a. Be respectful and considerate to others in obtaining work and employment, and while participating in IIBEC events;
 - b. Exercise unprejudiced and unbiased judgment and conduct when performing services;
 - c. Make accurate, truthful, and appropriate statements or claims about their qualifications, experiences, or performance;
 - d. Perform services in areas of professional and personal competence;
 - e. Undertake assignments only when qualified by education and experience in the specific technical fields involved;
 - f. Further knowledge of technical and non-technical capabilities including, but not limited to, the science, principles, and ethics of the profession and community;
 - g. Evaluate and decline activity or employment, financial or other interest, and refuse contribution if it reasonably appears that such involvement could compromise judgment and the best interests of the clients or employers. Provide full disclosure to the client or employer and obtain consent thereto;
 - h. Restrict the use of their names or firms nor associate in business ventures with persons or firms that they have reason to believe are engaged in fraudulent or dishonest business or professional practices.
 - i. Similar to statement c. above Engage only in accurate, appropriate, and truthful promotion of their practice;
 - j. Be objective and truthful in reports, statements, testimony, and on social media;
 - k. Maintain client and employer confidentiality when applicable;
 - l. Comply with obligations relating to confidential information and applicable data privacy laws in relation to its use, processing, and storage of professional and personal data;
 - m. Refrain from making false statements about the work of others and shall not maliciously injure or attempt to injure the prospects, practice, or employment position of others;
 - n. Develop and disseminate accurate information related to consultation, design, and construction of building enclosure systems.
 - o. Do not accept compensation – financial or otherwise – from more than one party for services on the same project, or for services pertaining to the same project, unless the circumstances are fully disclosed.
 - p. Members and registrants having substantial information leading to a reasonable belief that another member or registrant has committed a violation of this Code that raises a serious question as to the honesty, trustworthiness, or fitness of the other member or registrant are encouraged to initiate a complaint with the IIBEC Ethics Committee and/or applicable Authority Having Jurisdiction.

Enforcement and Amendment

1. Enforcement of the Code of Ethics is administered through the IIBEC Ethics Committee, appointed by the IIBEC Board of Directors, and the Board of Directors as set forth in the *IIBEC Ethics Administrative Procedures*.
2. The IIBEC Code of Ethics may be amended by the IIBEC Board of Directors upon a two-thirds vote of the Board.