

IIBEC AFFILIATED CHAPTER DEVELOPMENT HANDBOOK

(All you ever wanted to know about chapter development but were afraid to ask.)



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Introduction

One avenue to increase service to IIBEC members is through the formation and development of IIBEC Affiliated Chapters. Properly structured, a Chapter can stay in grass roots contact with IIBEC members and potential members in a manner that can supplement the programs and services provided by IIBEC, Inc. Affiliated Chapters can be the delivery conduit for services that have been developed by IIBEC or they can develop additional programs and services to meet the unique needs of their local members.

Although closely affiliated with IIBEC, Chapters are separate legal entities subject to their local laws. In the United States, they must be independently incorporated (or otherwise independently established if permitted by State law), with their own bylaws, Board of Directors, bank account, accounting system, State and Federal identification numbers, etc. In Canada and other countries, they must organize in accordance with that country's law and must then submit appropriate organization documentation to IIBEC.

The IIBEC Board of Directors is charged with reviewing each application submitted for Affiliated Chapter recognition. It is critical that Affiliated Chapters meet the IIBEC requirements for Chapter establishment as well as applicable laws regarding non-profit organizations. IIBEC has developed this handbook to assist you as you go through the process.

IIBEC Criteria for Chapters

No group of IIBEC members shall identify itself as an Affiliated Chapter of IIBEC until an Affiliated Chapter Charter request has been submitted and approved by the IIBEC Board of Directors. In order to receive a charter, the Chapter must comply with the following set of standards:

- All members of an IIBEC Affiliated Chapter must be members of IIBEC.
- The application to the IIBEC Board of Directors must include the names of at least six (6) Consultant Members of IIBEC who will be members of the Chapter. (Failure to maintain this minimum could result in Chapter Charter withdrawal.)
- The Chapter must be formed in accordance with state, federal, and provincial laws, etc. regarding formation and approval of non-profit organizations. (Note: IIBEC has a group exemption letter that can cover its U.S. Affiliated Chapters for IRS tax exemption purposes.) If the chapter is outside the U.S., it must comply with its local laws. *Appendix A* describes a typical process for establishing a non-profit organization within the U.S. and some other resources that may be used. *Appendix B* is a request for Federal employer identification number. *Appendix D* is a sample of 'Articles of Incorporation'.
- The Chapter name, mission statement, and bylaws must be consistent with the IIBEC branding, mission statement, and bylaws. To assist in Affiliated Chapter establishment, the IIBEC Chapter Development Committee has developed model chapter bylaws and model chapter operating procedures, which are available from IIBEC.
- The Board of Directors will approve Chapter geographical boundaries and will make the final decision regarding any changes in or disputes over boundaries.

Application for Chapter Charter

When the local organization has been formed, it should promptly apply for an IIBEC charter. *Appendix C* is a checklist of documents that must be submitted to IIBEC with the request for charter.

IIBEC will review the application and request any additional information needed. When the package is complete, the IIBEC Board of Directors will review the application and issue or deny the charter within 30 days. If denied, the Board will explain its reasons in writing and the Chapter will have an opportunity to remedy any deficiencies in the application.

Chapter Operations

IIBEC has developed and will furnish to new Affiliated Chapters a set of procedures that include membership development, municipal representation, local industry liaison, IIBEC logo use, website development, and other issues that should be beneficial to the Chapters.

Membership and Membership Recruiting

It is suggested that each chapter start a membership/ potential membership database. A list of members in the geographical boundaries is sent to chapter presidents and can also be obtained from the respective region director. When a new member application is received, the chapter should confirm with IIBEC that the member is an IIBEC member.

All IIBEC memberships are for individuals, not corporations. Upon request, the IIBEC Director of Membership Services can furnish you with general membership information as well as IIBEC promotional materials to use for recruiting members.

If the number of IIBEC Consultant members who belong to the Chapter falls below six (regardless of the total number of chapter members), the Chapter must take one of the following actions and provide documentation, including a list of Consultant members, to IIBEC within 60 days:

1. Increase its membership to six Consultant members in its current area,
2. Merge with a geographically contiguous chapter, or
3. Change its geographical boundaries to increase the number of eligible Consultant members.

Options 2 and 3 may necessitate a change in the organizing document and bylaws or other legal changes with state, federal, and provincial governments. The Chapter(s) involved should consult with legal counsel and amend any documents necessary, providing copies of amended documents to IIBEC.

Continuing Educational Hours for Educational Programs

IIBEC Affiliated Chapters are encouraged to sponsor educational programs. IIBEC has established criteria for affiliated chapter programs to qualify for IIBEC Continuing Educational Hours (CEHs). Please note the following regarding IIBEC CEH program approval:

- Submit an application to the Director of Registrations at least 45 days prior to the event to verify that the presentation will qualify for CEHs before promoting the program.
- To be approved, the event must be technical in nature, related to the roofing, exterior walls, and/or waterproofing industries and pertinent to those who seek or hold IIBEC designations. Program must be at least one hour long.
- Program approval guidelines and fillable PDF application forms are available online or upon request.
- Once program is approved and delivered, certificates should be distributed to attendees.
- Meeting attendees may self-report earned CEHs online in his or her member record.

Speakers for Meetings

Talented and knowledgeable speakers are always being sought for IIBEC programs. The following are suggestions for identifying Chapter speakers:

- Visit the IIBEC website at www.iibec.org and search the IIBEC Technical Articles Library by topic for articles published in *IIBEC Interface*. This information can be used to start a speaker pool in each Chapter.
- IIBEC issues *Call for Papers*, asking anyone interested in presenting on a certain topic to submit his/her ideas for consideration. This can also be done on the chapter/region level. Often it is easier for someone to present to a smaller group at first (the Chapter), then progress to a larger group (the Region) and finally to present at a Building Envelope Symposium and/or Convention.
- Contact the IIBEC Director of Educational Services to contract chapter delivery of an IIBEC Educational Course and/or utilize “Train the Trainer” approved instructors.

General Process for Forming a U.S. Non-profit Organization

Note: This is a suggested process only and may not be applicable in all jurisdictions. You may wish to consult legal counsel during this process to ensure that you are complying with your state laws and procedures. More specific information may be obtained from your Secretary of State or State Attorney General's office, many of which also have information available on the internet.

General information about organization and governance are also available from the following sources: www.irs.gov (Internal Revenue Service web site); www.boardsource.org, and www.nonprofits.org (helpful nonprofit information web sites); and IRS Publication 557, *Tax-Exempt Status for Your Organization*.

1. Appoint an initial Board of Directors that will make organizing decisions and ongoing operations.
2. Draw up and approve a mission statement (directly related to Article III, Section 1, of the model bylaws).
3. Approve Articles of Incorporation, Articles of Association, or other charter document required in your state. File document as required with Secretary of State or other appropriate official. General contents of articles of incorporation (subject to differences in State law) include:
 - a. Corporate name
 - b. Registered office and agent
 - c. Incorporator
 - d. Specification that this is a membership organization
 - e. Provisions for distribution of assets if the organization ceases to exist
 - f. Principal office
4. File for a Federal employer identification number (see Appendix B).
5. Open a bank account.
6. Draw up and approve bylaws, using IIBEC-provided model bylaws adjusted for any state requirements. Bylaws may not be required in every state but are still required for IIBEC Affiliated Chapter approval.
7. Approve (probably very rough drafts) of the strategic plan based on the *IIBEC Strategic Plan*, and an annual budget.
8. Establish a record keeping system for the official records – corporate documents, board meeting minutes, financial reports, and other official records must be preserved for the life of the organization.
9. Establish an accounting system.
10. File for an IRS determination of Federal tax-exempt status or advise IIBEC that you wish to be covered under the group exemption letter.
11. File for any state and local tax exemptions for which you may qualify.

Form SS-4 (Rev. December 2017) Department of the Treasury Internal Revenue Service	Application for Employer Identification Number (For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.) ▶ Go to www.irs.gov/FormSS4 for instructions and the latest information. ▶ See separate instructions for each line. ▶ Keep a copy for your records.	OMB No. 1545-0003 EIN		
Type or print clearly.	1 Legal name of entity (or individual) for whom the EIN is being requested			
	2 Trade name of business (if different from name on line 1)	3 Executor, administrator, trustee, "care of" name		
	4a Mailing address (room, apt., suite no. and street, or P.O. box)	5a Street address (if different) (Do not enter a P.O. box.)		
	4b City, state, and ZIP code (if foreign, see instructions)	5b City, state, and ZIP code (if foreign, see instructions)		
	6 County and state where principal business is located			
	7a Name of responsible party	7b SSN, ITIN, or EIN		
	8a Is this application for a limited liability company (LLC) (or a foreign equivalent)? <input type="checkbox"/> Yes <input type="checkbox"/> No	8b If 8a is "Yes," enter the number of LLC members <input type="checkbox"/> ▶		
	8c If 8a is "Yes," was the LLC organized in the United States? <input type="checkbox"/> Yes <input type="checkbox"/> No			
	9a Type of entity (check only one box). Caution. If 8a is "Yes," see the instructions for the correct box to check.			
	<input type="checkbox"/> Sole proprietor (SSN) _____ <input type="checkbox"/> Partnership _____ <input type="checkbox"/> Corporation (enter form number to be filed) ▶ _____ <input type="checkbox"/> Personal service corporation _____ <input type="checkbox"/> Church or church-controlled organization _____ <input type="checkbox"/> Other nonprofit organization (specify) ▶ _____ <input type="checkbox"/> Other (specify) ▶ _____			
<input type="checkbox"/> Estate (SSN of decedent) _____ <input type="checkbox"/> Plan administrator (TIN) _____ <input type="checkbox"/> Trust (TIN of grantor) _____ <input type="checkbox"/> Military/National Guard <input type="checkbox"/> State/local government <input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> Federal government <input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises Group Exemption Number (GEN) if any ▶ _____				
9b If a corporation, name the state or foreign country (if applicable) where incorporated	State _____ Foreign country _____			
10 Reason for applying (check only one box)				
<input type="checkbox"/> Started new business (specify type) ▶ _____ <input type="checkbox"/> Banking purpose (specify purpose) ▶ _____ <input type="checkbox"/> Changed type of organization (specify new type) ▶ _____ <input type="checkbox"/> Purchased going business _____ <input type="checkbox"/> Hired employees (Check the box and see line 13.) <input type="checkbox"/> Created a trust (specify type) ▶ _____ <input type="checkbox"/> Compliance with IRS withholding regulations <input type="checkbox"/> Created a pension plan (specify type) ▶ _____ <input type="checkbox"/> Other (specify) ▶ _____				
11 Date business started or acquired (month, day, year). See instructions.	12 Closing month of accounting year			
13 Highest number of employees expected in the next 12 months (enter -0- if none). If no employees expected, skip line 14.	14 If you expect your employment tax liability to be \$1,000 or less in a full calendar year and want to file Form 944 annually instead of Forms 941 quarterly, check here. (Your employment tax liability generally will be \$1,000 or less if you expect to pay \$4,000 or less in total wages.) If you do not check this box, you must file Form 941 for every quarter. <input type="checkbox"/>			
<table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:33%; text-align: center;">Agricultural</td> <td style="width:33%; text-align: center;">Household</td> <td style="width:33%; text-align: center;">Other</td> </tr> </table>		Agricultural	Household	Other
Agricultural	Household	Other		
15 First date wages or annuities were paid (month, day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien (month, day, year) <input type="checkbox"/> ▶				
16 Check one box that best describes the principal activity of your business.				
<input type="checkbox"/> Construction <input type="checkbox"/> Rental & leasing <input type="checkbox"/> Transportation & warehousing <input type="checkbox"/> Health care & social assistance <input type="checkbox"/> Wholesale-agent/broker <input type="checkbox"/> Real estate <input type="checkbox"/> Manufacturing <input type="checkbox"/> Finance & insurance <input type="checkbox"/> Accommodation & food service <input type="checkbox"/> Wholesale-other <input type="checkbox"/> Retail <input type="checkbox"/> Other (specify) ▶ _____				
17 Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided.				
18 Has the applicant entity shown on line 1 ever applied for and received an EIN? <input type="checkbox"/> Yes <input type="checkbox"/> No				
If "Yes," write previous EIN here ▶ _____				
Third Party Designee	Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.			
	Designee's name	Designee's telephone number (include area code)		
	Address and ZIP code	Designee's fax number (include area code)		
Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.		Applicant's telephone number (include area code)		
Name and title (type or print clearly) ▶ _____		Applicant's fax number (include area code)		
Signature ▶ _____	Date ▶ _____			

Do I Need an EIN?

File Form SS-4 if the applicant entity does not already have an EIN but is required to show an EIN on any return, statement, or other document.¹ See also the separate instructions for each line on Form SS-4.

IF the applicant...	AND...	THEN...
Started a new business	Does not currently have (nor expect to have) employees	Complete lines 1, 2, 4a-8a, 8b-c (if applicable), 9a, 9b (if applicable), and 10-14 and 16-18.
Hired (or will hire) employees, including household employees	Does not already have an EIN	Complete lines 1, 2, 4a-6, 7a-b (if applicable), 8a, 8b-c (if applicable), 9a, 9b (if applicable), 10-18.
Opened a bank account	Needs an EIN for banking purposes only	Complete lines 1-5b, 7a-b (if applicable), 8a, 8b-c (if applicable), 9a, 9b (if applicable), 10, and 18.
Changed type of organization	Either the legal character of the organization or its ownership changed (for example, you incorporate a sole proprietorship or form a partnership) ²	Complete lines 1-18 (as applicable).
Purchased a going business ³	Does not already have an EIN	Complete lines 1-18 (as applicable).
Created a trust	The trust is other than a grantor trust or an IRA trust ⁴	Complete lines 1-18 (as applicable).
Created a pension plan as a plan administrator ⁵	Needs an EIN for reporting purposes	Complete lines 1, 3, 4a-5b, 9a, 10, and 18.
Is a foreign person needing an EIN to comply with IRS withholding regulations	Needs an EIN to complete a Form W-8 (other than Form W-8ECI), avoid withholding on portfolio assets, or claim tax treaty benefits ⁶	Complete lines 1-5b, 7a-b (SSN or ITIN optional), 8a, 8b-c (if applicable), 9a, 9b (if applicable), 10, and 18.
Is administering an estate	Needs an EIN to report estate income on Form 1041	Complete lines 1-6, 9a, 10-12, 13-17 (if applicable), and 18.
Is a withholding agent for taxes on non-wage income paid to an alien (i.e., individual, corporation, or partnership, etc.)	Is an agent, broker, fiduciary, manager, tenant, or spouse who is required to file Form 1042, Annual Withholding Tax Return for U.S. Source Income of Foreign Persons	Complete lines 1, 2, 3 (if applicable), 4a-5b, 7a-b (if applicable), 8a, 8b-c (if applicable), 9a, 9b (if applicable), 10, and 18.
Is a state or local agency	Serves as a tax reporting agent for public assistance recipients under Rev. Proc. 80-4, 1980-1 C.B. 581 ⁷	Complete lines 1, 2, 4a-5b, 9a, 10, and 18.
Is a single-member LLC (or similar single-member entity)	Needs an EIN to file Form 8832, Classification Election, for filing employment tax returns and excise tax returns, or for state reporting purposes ⁸ , or is a foreign-owned U.S. disregarded entity and needs an EIN to file Form 5472, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business (Under Sections 6038A and 6038C of the Internal Revenue Code)	Complete lines 1-18 (as applicable).
Is an S corporation	Needs an EIN to file Form 2553, Election by a Small Business Corporation ⁹	Complete lines 1-18 (as applicable).

¹ For example, a sole proprietorship or self-employed farmer who establishes a qualified retirement plan, or is required to file excise, employment, alcohol, tobacco, or firearms returns, must have an EIN. A partnership, corporation, REMIC (real estate mortgage investment conduit), nonprofit organization (church, club, etc.), or farmers' cooperative must use an EIN for any tax-related purpose even if the entity does not have employees.

² However, do not apply for a new EIN if the existing entity only (a) changed its business name, (b) elected on Form 8832 to change the way it is taxed (or is covered by the default rules), or (c) terminated its partnership status because at least 50% of the total interests in partnership capital and profits were sold or exchanged within a 12-month period. The EIN of the terminated partnership should continue to be used. See Regulations section 301.6109-1(d)(2)(iii).

³ Do not use the EIN of the prior business unless you became the "owner" of a corporation by acquiring its stock.

⁴ However, grantor trusts that do not file using Optional Method 1 and IRA trusts that are required to file Form 990-T, Exempt Organization Business Income Tax Return, must have an EIN. For more information on grantor trusts, see the Instructions for Form 1041.

⁵ A plan administrator is the person or group of persons specified as the administrator by the instrument under which the plan is operated.

⁶ Entities applying to be a Qualified Intermediary (QI) need a QI-EIN even if they already have an EIN. See Rev. Proc. 2000-12.

⁷ See also *Household employer* on page 4 of the instructions. **Note:** State or local agencies may need an EIN for other reasons, for example, hired employees.

⁸ See *Disregarded entities* on page 4 of the instructions for details on completing Form SS-4 for an LLC.

⁹ An existing corporation that is electing or revoking S corporation status should use its previously-assigned EIN.

Application for Approval of IIBEC Affiliated Chapter

To: IIBEC Board of Directors

_____ (Name of chapter) hereby applies for a charter as an IIBEC Affiliated Chapter, with the accompanying rights and obligations.

The following information is submitted in support of this application:

- Conformed organizing document (Articles of Incorporation, Articles of Association, or other document satisfying state or provincial requirements) on file in the state/province of _____.
- Membership territory (cities, states, provinces, etc.) covered by the chapter: _____.
- Approved bylaws which conform to the requirements of the *IIBEC Bylaws*, mission statement and *Policy Guidelines Manual*, and which are consistent with the recommended *Model Chapter Bylaws*.
- A list containing the name, address and member number of Consultant members who will be charter members of the affiliated chapter (minimum six required to receive and maintain a charter).

Additional Requirements for U.S. Chapters:

On behalf of this organization, I certify that we (*please check one*):

- Have applied for our own tax exemption from IRS (copy attached), or
- Wish to be included for tax exemption in a group exemption letter for IIBEC and its affiliated chapters and have provided:
 - The Federal employer identification number issued by IRS, which is _____.
 - A general statement regarding the source of income and nature of expenses for this organization.

_____ Name of individual requesting approval _____ Date

_____ Title of individual requesting approval

_____ Signature _____ Phone # _____ Email

_____ Full legal name of chapter

_____ Mailing address of chapter

IIBEC Action: Approved Disapproved Pending further information

Signed: _____ (President, IIBEC Board of Directors)

Date signed: _____

SAMPLE

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

CERTIFICATE OF INCORPORATION
OF

GULF COAST CHAPTER OF THE ROOF CONSULTANTS INSTITUTE, INC.
Filing Number: 800363777

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 07/09/2004

Effective: 07/09/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

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Prepared by: Delores Eitt

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