

## **International Facility Management Association Bylaws**

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### **Article I: Membership**

#### **Section 1.**

##### *Membership*

- (a) Qualifications. IFMA membership shall consist of individuals who support the vision, mission, credo, goals, core values and Code of Ethics of the association.
- (b) Classification(s). There shall be eight classifications of membership: professional members, associate members, retired members, Fellow members, student members, young professional members, educator-head of FM program members and limited members. The Board may adopt procedures implementing the membership classification process.
- (c) Rights. Professional, associate, retired, Fellow and young professional members in good standing shall have the right to vote, hold office, serve as directors or delegates, serve on committees and/or task forces, participate in association activities and receive periodic information from the association. Subject to such limitations and qualifications as prescribed by these bylaws or the board of directors by adopted procedures, members may join association components and participate in its activities. Educator-head of FM programs and limited members cannot vote, hold office in the association or serve as a member of the board of directors. Student members cannot serve as officers of the association.

#### **Section 2.**

##### *Professional Member*

Professional membership is open to all facility professionals and instructors whose primary responsibilities are to provide, oversee or teach one (or more) facility management core competency(ies).

#### **Section 3.**

##### *Associate Member*

Associate membership is open to individuals whose primary responsibilities include: business development; sales and/or marketing as a consultant; representation of a manufacturer, vendor, dealer, distributor; and/or providing facility-related products and services.

**Section 4.***Retired Member*

Retired membership is open to professional and associate members in good standing upon their permanent retirement from full-time employment in a position qualified for professional or associate membership.

**Section 5.***Fellow Members*

Fellow membership is open to individuals who have been bestowed the title of IFMA Fellow and who, as a result, are exempt from annual dues.

**Section 6.***Student Member*

Student membership is open to individuals who are engaged in full-time study at an accredited college or university.

**Section 7.***Young Professional Member*

Young professional membership is open to IFMA members that are 35 years of age or younger. Young professional membership may not exceed five years.

**Section 8.***Educator-Head of FM Program Member*

Educator-head of FM program membership is open to individuals who are in a leadership role at an accredited college or university. In support of their work in advancing the profession, Educator-head of FM program members are exempt from dues.

**Section 9.***Limited Member*

Limited membership is open to individuals in special situations as defined and allowed by the Board of Directors. Limited members will have access to limited benefits. Limited membership shall apply to situations such as, but not limited to, members joining IFMA components from other organizations from which IFMA has a Memorandum of Understanding allowing activity such as joining certain components of the association, etc. Limited members cannot vote, hold office or serve as a Director of the association unless specifically allowed by the Board of Directors.

**Section 10.***Limitation of Rights and Privileges*

Such rights and privileges of membership shall not include use of association resources, the association's name or intellectual property, or the association's membership directories for the direct promotion of products or services unless approved by IFMA Service Center of Excellence.

**Section 11.***Application for Membership*

All applicants for membership shall complete an application and submit it with requisite dues as determined by Article II of these Bylaws.

**Section 12.***Acceptance of Membership*

Upon approval and classification by IFMA Service Center of Excellence staff, the applicant shall be deemed a member of the association. The President and Chief Executive Officer may reject a membership application for cause, subject to review by the Executive Committee. In the event of rejection, the application and payment shall be returned to the applicant.

**Section 13.***Term*

Membership shall be based on an annual term, renewable indefinitely and subject to reclassification, upon payment of dues as set by the Board of Directors in accordance with these Bylaws. All membership terms are approved by the Board of Directors.

**Section 14.***Reclassification*

If a member changes position or occupation and no longer qualifies for membership in the member's current classification, the member shall promptly notify IFMA Service Center of Excellence for reclassification. Subject to procedures adopted by the Board, IFMA Service Center of Excellence may, on a pro rata basis, make additional assessment for dues or a partial refund of dues based on the new membership class.

**Section 15.***Resignation*

A resigning member is not entitled to a pro rata refund of dues, fees or charges paid previously.

**Section 16.***Discipline*

Members may be disciplined for cause by the Executive Committee, subject to the review of the Board of Directors, after notice of the charges against the member and an opportunity to present a defense. Members only may be expelled by a unanimous vote of the Executive Committee or a two-thirds vote of the Board of Directors.

## **Article II: Dues and Fees**

### **Section 1.**

#### *Membership Dues*

The Board of Directors shall set all membership dues and fees, which shall reflect membership classification and the global and geographic needs of the membership. The Board of Directors may require additional dues payments or fees to join or participate in association components or to participate in other association activities. The Board of Directors may establish provisions and guidelines for complimentary membership in the association. Criteria for complimentary membership and limited membership shall be stated in board policy when such memberships are allowed.

### **Section 2.**

#### *Payment of Dues*

All dues, including dues attributable to membership in a component, must be paid directly to the association unless otherwise approved by the Board of Directors. IFMA Service Center of Excellence shall send annual dues notices to all members at least 60 days prior to the membership anniversary date, which shall be payable upon receipt. Dues may be paid on an annual or pro-rata basis as determined by the Board of Directors and as stated in Board policy.

### **Section 3.**

#### *Procedure for Non-Payment*

If the annual dues of any member remain unpaid after the anniversary date, a final notice shall be sent. If a member's dues remain unpaid for a period of time as determined by the Board of Directors after final notice, such membership shall be terminated automatically. If satisfactory explanation for non-payment is provided to IFMA Service Center of Excellence, the membership may be reinstated on terms in accordance with such procedures, if any, established by the Board of Directors.

### **Section 4.**

#### *No Assessments*

Association components do not have the power to levy any special assessment on any member of the association, other than regular annual dues and reasonable and necessary fees for attendance at association and component meetings, conferences, seminars and special events. Voluntary contribution programs for component support or other purposes may be established by the Board of Directors. The Board of Directors may, on a case-by-case basis or by adopted procedures, allow components the ability to charge additional and/or supplemental fees for services rendered by such component.

### **Section 5.**

#### *Membership Transfers between Chapters and Councils*

Members who transfer to another chapter or council will be required to pay the appropriate fee for services in order to receive membership benefits for the new chapter or council. IFMA Service Center of Excellence will prorate and adjust chapter dues remittances accordingly.

## **Article III: Officers, Directors and Official Staff**

### **Section 1.**

#### *Positions, Qualifications and Terms*

- (a) Positions
  - i. The officers shall be the Chair, First Vice Chair and Second Vice Chair as stated in the Constitution. No person shall hold more than one officer position at the same time.
  - ii. From time to time, the Chair shall fix a number between seven and 10 as the number of non-officer Directors. A reduction by the Board in the number of Directors shall not reduce the term of any Director then in office. The Chair shall appoint all Directors. From the date that the results of the Officers' elections are distributed to the membership through June 30 of the same year, the incoming Chair may fix the number of Directors and appoint new Directors, to take effect on July 1. After the Chair or incoming Chair has notified the President and Chief Executive Officer of the appointment of a Director, the Director shall receive notice for any future meetings of the Board, notwithstanding that the Director's appointment is not yet effective.
  - iii. The official staff shall consist of the President and Chief Executive Officer (Ex-Officio) and Secretary.
  - iv. The Chair shall invite the Immediate Past Chair to attend meetings of the Board of Directors, with the right to speak and make motions but not to vote.
- (b) Qualifications. All officers, Directors and official staff shall be over 18 years of age. As stated in Article I of these Bylaws, professional, associate, retired, young professional and Fellow members may serve as officers. All Officers, Directors, and the President and Chief Executive Officer shall be members of the association in good standing.
- (c) Terms
  - i. Officers shall serve for a one-year term commencing on July 1 and continuing through June 30 and until their successors are elected and qualified, or until their earlier resignations or removals. No member shall be eligible to serve more than two consecutive terms in the same office.
  - ii. Directors shall serve for a three-year fixed term commencing on July 1 and continuing through the third June 30 after their appointment and until their successors are appointed and qualified, or until their earlier resignations or removals. On an exception basis, Directors may be appointed for a term of less than three years.

### **Section 2.**

#### *Officer Election Procedure*

- (a) Nominating Committee Procedures: The Nominating Committee shall make one or more nominations for each elected office and submit its nominations to the President and Chief Executive Officer by March 1.
- (b) Nomination Process: The Officers shall be elected by the membership. Only those candidates for office who are nominated in accordance with the procedures outlined in this Article, by the Nominating Committee or by petition, shall be deemed eligible for election. All nominees must submit to the President and Chief Executive Officer by March 16, a signed statement consenting to candidacy and agreeing to serve if elected.
- (c) Petition Process: A candidate may be nominated by petition signed by at least 30 association members. The required signatures must be from members of at least three different association components. A petition must be submitted to the President and Chief Executive Officer by March 16.
- (d) Balloting Process: The President and Chief Executive Officer shall submit a ballot, containing the names of those candidates nominated by the Nominating Committee and those nominated by petition, to all members in good standing by April 1. The ballot shall list the name, title and address of each candidate, a brief statement by each candidate (the specific requirements of

which may be determined by the Board) and a notification indicating whether the candidate's nomination was by the Nominating Committee or petition.

### **Section 3.**

#### *Vacancies*

In the event of a vacancy in the office of Chair, the First Vice Chair shall succeed the Chair for the remainder of the Chair's term. In the event of a vacancy in the office of First Vice Chair, the Second Vice Chair shall succeed the First Vice Chair for the remainder of the First Vice Chair's term. A vacancy in the office of Second Vice Chair shall be filled by a member of the Board of Directors, selected by a majority vote of the Board of Directors, even if the remaining members of the Board constitute less than a quorum, for the remainder of the Second Vice Chair's term. No advance notice shall be necessary for filling a vacancy in the office of Second Vice Chair at a regular meeting of the Board. A vacancy in a Director's position shall be filled by appointment by the Chair for the remainder of the replaced Director's term.

### **Section 4.**

#### *Chair*

The Chair is the Chairman of the Board of Directors. The Chair shall preside over all meetings of the Executive Committee, Board of Directors and House of Delegates; have oversight for the business of the association; ensure that all directives, resolutions, adopted procedures, and policies of the Board of Directors and Executive Committee are put into effect; monitor the activities of the association's President and Chief Executive Officer. The Chair may designate a parliamentarian to assist at any meeting.

### **Section 5.**

#### *First Vice Chair*

The First Vice Chair shall preside over meetings when the Chair is absent.

### **Section 6.**

#### *Second Vice Chair*

The Second Vice Chair shall preside over meetings when both the Chair and First Vice Chair are absent.

### **Section 7.**

#### *President and Chief Executive Officer*

- (a) General duties. The Board of Directors shall employ a President and Chief Executive Officer. The President and Chief Executive Officer's roles and responsibilities are for overall responsibility for directing, managing and conducting the business of the association, subject to the Articles of Incorporation, the Constitution, these Bylaws and the policy decisions of the Board of Directors. Unless otherwise stated or unless such duties are in the nature of policy making, all duties imposed on the association by law, the Articles of Incorporation, the Constitution and these Bylaws shall be duties of the President and Chief Executive Officer, including, but limited to, the power to:
  - a. approve, revise and authorize use of a copyrights and trademarks;
  - b. adopt guidelines for supervision of the activities of association staff; and
  - c. determine the date and location of the association's annual conference at least 180 days in advance.
- (b) Specific duties. The President and Chief Executive Officer shall attend all regular meetings of the House of Delegates, Board of Directors and Executive Committee. The President and Chief Executive Officer shall prepare an annual budget for presentation to the Finance Committee and Board of Directors. Unless otherwise provided, the President and Chief Executive Officer shall provide all notices required by law, the Constitution, and these Bylaws and receive all communications addressed to the association. The President and Chief Executive Officer shall

maintain a record with all current policies and procedures adopted by the Board and shall distribute copies of the record to any member, regardless of membership class, upon request and payment of a fee to cover the cost of duplication, processing and delivery.

- (c) Delegation. Any duty assigned to the President and Chief Executive Officer by law, the Constitution, these Bylaws, Board policies, adopted procedures or directives may be delegated by the Board or the President and Chief Executive Officer to a member of the association staff. When there is no President and Chief Executive Officer in office, the powers and duties of the President and Chief Executive Officer shall rest with the Executive Committee, which may delegate some or all of such powers and duties to an acting President and Chief Executive Officer.

## **Section 8.**

### *Secretary*

The President and Chief Executive Officer shall, with the approval of the Board, appoint a corporate Secretary, who may be a member of the association staff. The Secretary shall maintain the association's corporate records and perform the obligations of a corporate Secretary required by law. The President and Chief Executive Officer may appoint a recording secretary for meetings of the Executive Committee, Board of Directors and House of Delegates.

## **Section 9.**

### *General duties*

In addition to those duties detailed in these Bylaws, the Officers, Directors and official staff shall perform such additional duties as prescribed by law, the Constitution and the Board's policies, adopted procedures, and directives, and such customary duties as detailed in the association's adopted parliamentary authority.

## **Section 10.**

### *Discipline*

- (a) The Board of Directors may subject an Officer or Director to discipline, including but not limited to suspension, but not to include removal from office, for cause, after affording the officer or Director notice and the opportunity to be heard.
- (b) An elected Officer only may be removed from office for cause, following the removal procedure prescribed in the association's adopted parliamentary authority as modified by these Bylaws. The Ethics Committee shall investigate and prosecute charges against the Officer, with a hearing on such charges to take place before the disinterested members of the Board. If the Board votes by a two-thirds vote to recommend removal of the Officer, it shall submit the question of removal to all members in good standing for a vote without a meeting as provided in the Constitution. The Officer shall be removed only by a majority of those members voting.
- (c) A Director only shall be removed from office for cause by a two-thirds vote by the Board of Directors, after affording the Director notice and the opportunity to be heard.
- (d) The President and Chief Executive Officer and the Secretary shall serve at the pleasure of the Board of Directors and may be removed from office by the Board with or without cause. The Board's authority to remove the President and Chief Executive Officer from office shall be without prejudice to his or her contract rights as an employee of the association.

## **Article IV: Board of Directors**

### **Section 1.**

#### *Powers and Responsibilities*

In addition to such powers, authority and responsibilities vested in the Board of Directors by the Constitution [Const. Art. V, § 1], the Board shall have all power and authority of the association not otherwise delegated to another body or individual by law, the Articles of Incorporation, the Constitution or these Bylaws, including, but not limited to, the power to:

- (a) enact policies and procedures for the governance of the association, including a Code of Ethics, a conflict of interest policy, a communications policy and a policy for indemnification of individual officers, Directors and employees of the association; provided that such policies and procedures are consistent with applicable law, the Articles of Incorporation, the Constitution, and these Bylaws;
- (b) approve, revise and authorize use of a corporate seal, association marks, certification marks, logos, and other intellectual property protected by law;
- (c) approve the budget, approval of which shall constitute authorization to spend within its limits unless otherwise provided by the Board;
- (d) establish the location of the principal corporate office, a registered office in the state of Michigan, USA and such additional offices as it may deem useful or necessary;
- (e) approve the annual independent audit of the association's financial condition;
- (f) adopt rules for its own proceedings.

Unless otherwise stated, all duties in the nature of policy making imposed on the association by law, the Articles of Incorporation, the Constitution and these Bylaws shall be duties of the Board of Directors.

### **Section 2.**

#### *Board of Directors' Meetings*

- (a) Regular meetings. Regular meetings of the Board of Directors shall be held at least two times a year at the call of the Chair at such time and place as determined by the Chair, in consultation with the President and Chief Executive Officer. The President and Chief Executive Officer shall provide at least 30 days' notice of the time and place of regular meetings.
- (b) Special meetings. The Chair, the Executive Committee or four members of the Board may request a special meeting by informing the President and Chief Executive Officer and stating the purpose for which the special meeting is to be called. The special meeting shall take place at such time and place as determined by the Chair in consultation with the President and Chief Executive Officer, but shall be scheduled no less than 30 days after the President and Chief Executive Officer has received the request for a special meeting. The President and Chief Executive Officer shall call the special meeting and provide members of the Board with at least one week's notice of the time and place of the meeting stating the purpose for which the special meeting is to be called. In case of emergency, such notice as is practical shall be deemed adequate. No business shall be transacted at a special meeting except in regard to the purpose stated in the meeting notice.
- (c) Quorum. A majority of the members of the Board shall constitute a quorum.
- (d) Agenda. Any member of the Board may submit a business item to the President and Chief Executive Officer 20 days in advance of a regular Board meeting for inclusion on the agenda. In consultation with the President and Chief Executive Officer, the Chair shall determine the order of business on the agenda. The agenda shall be circulated to all members of the Board at least three days before the meeting. The pre-circulated agenda shall constitute the order of business



for the meeting unless the Board by majority vote reorders the business items at the beginning of the meeting. A business item requiring action not on the pre-circulated agenda may be introduced only pursuant to a two-thirds vote.

- (e) Procedural Rules. Three members of the Board of Directors may demand that any vote be counted. Except as varied by special rule adopted by the Board, the provisions of "Robert's Rules of Order Newly Revised" applicable to small boards shall apply at all meetings of the Board of Directors regardless of the size of the Board.
- (f) Teleconference. Meetings may be held by teleconference provided that all members of the Board have access to teleconference facilities and all participants in the meeting can hear and be heard by all other participants in the meeting.
- (g) Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing.

### **Section 3.**

#### *Attendance*

If any member of the Board of Directors fails to attend two consecutive meetings without satisfactory excuse, the Chair, after communication with such member, may declare the position vacant, subject to the member's right to appeal the Chair's determination to the full Board.

### **Section 4.**

#### *Salaries*

No salaries shall be paid to members of the Board of Directors, except for the President and Chief Executive Officer.

### **Section 5.**

#### *Expenses*

Reimbursement of expenses incurred by a member of the Board of Directors shall be approved by the President and Chief Executive Officer for any and all association business expenses incurred by, for or on behalf of the association. Expenses incurred by the President and Chief Executive Officer shall be approved by the Chair or the Chair's designee.

## **Article V: House of Delegates**

### **Section 1.**

#### *House of Delegates Power, Authority, and Composition*

The power, authority and composition of the House of Delegates shall be as stated in the Constitution. Except for such votes as are provided for by the Constitution and these Bylaws, and as otherwise required by law, all the powers, rights and privileges of the association's membership exercisable at any meeting, whether annual or special, shall be exercised by the House of Delegates.

### **Section 2.**

#### *House of Delegates Representation*

- (a) Delegates. Each certified chapter, council, community and student chapter shall choose Delegates in accordance with procedures adopted by such components, which procedures shall conform to the Constitution, these Bylaws, and any policies and adopted procedures of the Board. The Board shall adopt procedures for the selection of delegates representing the members-at-large. Each component shall be entitled to the number of delegates equivalent to one percent of such component's membership count, rounded up to the next whole number. Each such component may select up to an equivalent number of alternate delegates. Each delegate shall have one vote and an alternative delegate may not vote without replacing the delegate. No delegate may represent more than one component. Delegates shall serve a term starting at the beginning of the annual conference after their selection and ending at the beginning of the following annual conference.
- (b) Record Date. The Board may fix record dates for determination of membership status for apportionment of delegates to components and for registration of delegates in advance of a meeting. The record date for registration of delegates shall not be more than 60 or less than 10 days before such meeting. A certified component shall mean certified by IFMA Service Center of Excellence as in compliance with these Bylaws and the Board's adopted policies and procedures as of the record date for apportionment of delegates to components.

### **Section 3.**

#### *House of Delegates Meetings*

- (a) Annual Meeting. The House of Delegates shall hold an Annual Meeting at the association's annual conference at such time and place as determined by the Board or as delegated to President and Chief Executive Officer. If the Board fails to establish a time and place for the Annual Meeting before the end of the calendar year in which the Annual Meeting is to take place, or if the Board is unable to comply with the advance notice requirements for the planning of an annual conference by the end of the calendar year, the Board may call for a special meeting in lieu of Annual Meeting as soon as practical, at which meeting the House of Delegates may transact any business required to take place at the Annual Meeting.
- (b) Special Meetings. The Board of Directors, 15 certified components or 500 members representing at least five components may request a special meeting of the House of Delegates by informing the President and Chief Executive Officer and stating the purpose for which the special meeting is to be called. The special meeting shall take place at such time and place as determined by the Chair in consultation with the President and Chief Executive Officer, but shall be scheduled not later than 60 days after the President and Chief Executive Officer has received the request for a special meeting. The President and Chief Executive Officer shall call the special meeting and provide delegates with notice of the time and place of the meeting, stating the purpose for which the special meeting is to be called. No business shall be transacted at a special meeting except in regard to the purpose mentioned in the meeting notice.

- (c) Notice. As required by law, written notice of meetings of the House of Delegates, whether annual or special, shall indicate the time, place and purposes of the meeting. The President and Chief Executive Officer shall either:
  - i. transmit such notices to all members of the House of Delegates at least 10, but no more than 60, days before the date of such meeting; or
  - ii. prominently display such notice in an association publication published at least twice annually and distributed to all members of the House of Delegates, provided that the publication including such notice is transmitted at least 10, but no more than 60, days before the date of such meeting.
- (d) Agenda. The agenda shall include reports of officers and committees and business items received by IFMA Service Center of Excellence from any member of the House of Delegates at least 30 days before the date of the House of Delegates meeting.
- (e) Annual Membership Meeting and Attendance of Members at House of Delegates Meeting. These meetings may be combined into one meeting, at which all association members are invited to attend. However, only Delegates may make motions or vote. By majority vote, the House of Delegates may go into executive session and only members of the House of Delegates and those specially invited to attend may remain in the meeting room. For purposes of this provision, alternate delegates when not serving as delegates shall have the same rights as all other association members.
- (f) Procedural Rules. The House of Delegates may adopt rules for its own proceedings. Twenty members of the House of Delegates may demand that any vote be counted. Forty members of the House of Delegates may demand that any vote be taken by roll call or ballot. The House of Delegates will approve the minutes of a House of Delegates meeting. Minutes shall be distributed and approved at the next meeting.
- (g) Quorum. A quorum of the House of Delegates shall consist of 25 percent of the members of the House of Delegates qualified to attend the meeting.
- (h) No Proxies. Members of the House of Delegates cannot attend or act at meetings by proxy.

#### **Section 4.**

##### *Referral*

Any action taken by the House of Delegates shall be in the nature of a recommendation. The President and Chief Executive Officer shall provide a summation of the action taken by the House of Delegates to the Board of Directors and association staff for review.

#### **Section 5.**

##### *Membership Votes without a Meeting*

- (a) Authorization. The Constitution, these Bylaws or the Board by resolution may authorize a vote of the membership on specific issues. Any such vote shall be taken by ballot without a meeting.
- (b) Record Date. The record date for determination of membership status before distribution of ballots for a vote without a meeting shall be the date of the submission of ballots to the members.
- (c) Procedure. Any such ballots shall be distributed to all members in good standing. The ballot should include instructions regarding the manner of voting, the method of submission of ballots, and the date and time for members to submit completed ballots to IFMA Service Center of Excellence. All members may submit ballots by mail or other form of physical delivery, or by secure facsimile, email, Internet submission or such other electronic means as authorized by the Board. To be valid, votes must be received by IFMA Service Center of Excellence no more than 45 days after the submission of the ballot to the members. The Board may adopt detailed procedures implementing the balloting procedure.

- (d) Quorum. In any vote submitted to the membership by ballot without a meeting, unless otherwise required by law, the result shall be valid if at least 5 percent of the total members in good standing submit ballots.
- (e) No Proxies. In any vote submitted to the membership for a vote by ballot without a meeting, members may not vote by proxy.

## **Article VI: Committees, Task Forces and Commissions**

### **Section 1.**

#### *Standing Committees*

The association's standing committees shall include the following:

- (a) Executive Committee
- (b) Nominating Committee
- (c) Finance Committee
- (d) Ethics Committee
- (e) Audit Committee
- (f) Governance Committee

### **Section 2.**

#### *Executive Committee*

- (a) **Composition.** As stated in the Constitution [Const. Art. IV], the Executive Committee shall consist of the officers of the association and the President and Chief Executive Officer (Ex-Officio).
- (b) **Authority.** The Executive Committee shall exercise the authority of the Board in the control and management of the association's affairs when the Board is not in session. The Executive Committee cannot modify action taken by the Board and the Board may modify any unexecuted action approved by the Executive Committee.
- (c) **Meetings.** Two members of the Committee may request the Chair or the President and Chief Executive Officer to call meetings of the Executive Committee. Such meetings shall take place not more than two weeks after such request, at such time and place as determined by the Chair, in consultation with the President and Chief Executive Officer. The President and Chief Executive Officer shall provide at least three days' notice of such meetings, except in case of emergency. A majority of the Executive Committee shall constitute a quorum. Meetings may be held by teleconference provided that all participants in the meeting have access to teleconference facilities and all participants in the meeting can hear and be heard by all other participants in the meeting.
- (d) **Procedural Rules.** Except to the extent that the Board may prescribe rules for the proceedings of the Executive Committee, the Executive Committee may adopt rules for its own proceedings.

### **Section 3.**

#### *Nominating Committee*

- (a) **Composition.** The Nominating Committee shall consist of the Immediate Past Chair as Committee Chair, if willing and able to serve, and otherwise the most recent Immediate Past Chair willing and able to serve, and a minimum of two association members appointed by the Committee Chair. No more than one member shall be a member of the same chapter. At least one member shall not be a Board member. If a member of the Nominating Committee becomes a candidate for office, that member must resign from the Nominating Committee.
- (b) **Authority.** The Nominating Committee shall perform those tasks relating to nomination of officers detailed in the Constitution. The Nominating Committee shall perform as detailed in Board policy. The Chair may request that the Nominating Committee assist in the investigation and location of potential Directors and standing committee members.
- (c) **Meetings.** As prescribed by the currently constructed committee.
- (d) **Procedural Rules.** Except to the extent that the Board may prescribe rules for the proceedings of the Nominating Committee, the Nominating Committee may adopt rules for its own proceedings.

#### **Section 4.**

##### *Finance Committee*

- (a) **Composition.** The Finance Committee shall be composed of the First Vice Chair, Second Vice Chair, and President and Chief Executive Officer. The President and Chief Executive Officer shall designate one additional staff member to serve the Committee in an advisory capacity.
- (b) **Authority.** The Finance Committee shall be responsible for overseeing the association's short- and long-term investments; directing the President and Chief Executive Officer regarding timeframes for presenting the association budget to the Committee and the Board; and reviewing the association's annual budget prior to presentation to the Board of Directors.
- (c) **Meetings.** As prescribed by the currently constructed committee.
- (d) **Procedural Rules.** Except to the extent that the Board may prescribe rules for the proceedings of the Finance Committee, the Finance Committee may adopt rules for its own proceedings.

#### **Section 5.**

##### *Ethics Committee*

- (a) **Composition.** The Ethics Committee shall consist of the Immediate Past Chair as Committee Chair, if willing and able to serve, and otherwise the most recent Immediate Past Chair willing and able to serve, and the two next most recent Immediate Past Chairs willing and able to serve. The President and Chief Executive Officer shall serve the Committee in an advisory capacity. If a member of the Ethics Committee is the subject of a conflict of interest as determined by the Board's Conflict of Interest Policy, the Past Chair who served as Chair most recently before the serving Committee members and who is willing to serve, shall serve as a replacement Committee member. The Board may approve the creation of subcommittees of the Ethics Committee, chaired by an Ethics Committee member and including other association members appointed by the Ethics Committee who are not Ethics Committee members, to carry out investigations under the supervision of the Ethics Committee.
- (b) **Authority.**
  - i. The President and Chief Executive Officer shall receive all unresolved charges of violations by an association member, Director or Officer of the association's Articles of Incorporation, Constitution, Bylaws, or adopted policies and procedures, including but not limited to the Code of Ethics. The President and Chief Executive Officer shall forward all such charges to the Ethics Committee for review and investigation. The Ethics Committee shall report on the results of its investigation of each such charge to the Executive Committee and the Board, with a recommendation whether discipline is warranted and, if so, the appropriate form of discipline.
  - ii. The Ethics Committee shall prosecute any removal action against an elected Officer pursuant to Bylaws Article III, § 10(b).
  - iii. Any association member may refer a question regarding interpretation of the Code of Ethics to the President and Chief Executive Officer for possible referral to the Ethics Committee for an advisory opinion, which the Ethics Committee shall report to the inquirer and the Board.
- (c) **Meetings.** As prescribed by the currently constructed committee.
- (d) **Procedural Rules.** Except to the extent that the Board may prescribe rules for the proceedings of the Ethics Committee, the Ethics Committee may adopt rules for its own proceedings.

**Section 6.***Audit Committee*

- (a) Composition. The Audit Committee shall be composed of the Second Vice Chair and four association members in good standing, no one of whom shall be an employee of the association.
- (b) Authority. The Audit Committee is empowered to provide oversight relating to the association's financial reporting process and systems of internal control. All of the Audit Committee's findings will be reported to the Board of Directors through the Second Vice Chair.
- (c) Meetings. In accordance with the Audit Committee Charter
- (d) Procedural Rules. In accordance with the Audit Committee Charter

**Section 7.***Governance Committee*

- (a) Composition. The Governance Committee shall consist of a minimum of five and no more than seven members. Standing members of the committee are the President and Chief Executive Officer, Corporate Secretary and Immediate Past Chair. The Committee Chair shall be appointed by the Board Chair.
- (b) Authority. The Board of Directors of IFMA authorizes the Governance Committee, within the scope of its roles and responsibilities, to:
  - i. Periodically review the board's practices regarding conflict of interest and confidentiality and suggest improvements as needed.
  - ii. Periodically review the board's policy guidelines and practices and suggest improvements as needed.
  - iii. Periodically review and update the association's Constitution and Bylaws and suggest improvements as needed.
- (c) Meetings. Meetings will be conducted at a minimum of once a year or more often if called by the Committee Chair. The Chair will develop an agenda to be distributed to the committee members ten days prior to each meeting. The Chair is responsible for overseeing the operation of the committee, chairs the meetings in cooperation with the association staff and coordinates meetings, both physical and virtual.
- (d) Procedural Rules. Except to the extent that the Board may prescribe rules for the proceedings of the Governance Committee, the Governance Committee may adopt rules for its own proceedings.

**Section 8.***Special Committees*

With the approval of the Board of Directors, the Executive Committee shall establish and determine the terms and charter of additional special committees. The members of such committees shall be selected by the Executive Committee and approved by the Board of Directors. The charter for all Special Committees formed by the executive committee include specific directives to the committee, term limits, leadership roles and rotation, number of members, sun setting provisions, staff liaison, etc.

**Section 9.***Task Forces*

The Chair with approval of the Executive Committee shall establish and determine the terms of task forces. The members of such task forces shall be selected by the Chair or Executive Committee. The charter for all Task Forces shall include specific directives to the Task Force.

**Section 10.***International Credentials Commission*

- (a) **Composition.** The International Credentials Commission appoints all its members according to the guidelines of the accreditation body as outlined in the International Credentials Commission Operating Rules.
- (b) **Authority.** The International Credentials Commission shall be responsible for the independent oversight, development and operation of the association's credential programs, including certificate programs and certifications. All policy decisions relating to credentialing matters shall be the sole decision of the International Credentials Commission and are not subject to approval by any other body. The International Credentials Commission shall be responsible for oversight of the job task analysis process, including the development of the competency statements which form the basis of the facility management body of knowledge.
- (c) **Meetings.** The International Credentials Commission shall hold its annual meeting in person at IFMA's annual conference. Additional meetings may be held by teleconference provided that all participants have access to teleconference facilities and all participants in the meeting can hear and be heard by all other participants in the meeting.
- (d) **Procedural Rules.** The International Credentials Commission shall adopt Operating Rules for the governance of credentialing activities in order to ensure compliance with the requirements and standards of the applicable third-party accrediting bodies.

**Section 11.***Authority to Act*

A committee, task force or commission may act immediately upon notification to the members of the committee, task force or commission that the committee, task force or commission is complete.



## **Article VII: Special Interest Groups**

### **Section 1.**

#### *Purposes*

Special Interest Groups (SIG) are Councils, Communities and other groups which may be formed around specific industries, interests, and facility types, providing an opportunity for the exchange of information in areas relating to unique interests of particular segments of the association membership. SIG formation is at the direction of the association's Board of Directors as stated in Article IX, Section 4(d) of these Bylaws.

### **Section 2.**

#### *Councils*

- (a) Councils shall be chartered and shall be affiliated with the association.
- (b) Membership. SIG membership shall be restricted to association members or members of organizations that the association has formal written alliances that permit such participation. The SIG may invite non-members to attend SIG meetings and events in accordance with such policies and procedures, if any, adopted by the association Board of Directors.
- (c) Organization. Each Council shall adopt a set of bylaws approved by the association Board of Directors as provided in the following section. The association Board may adopt model Council bylaws for the advice of association members organizing a Council. The Council bylaws shall provide that the Council:
  - i. Will abide by applicable law, the association's Articles of Incorporation, Constitution, and these Bylaws, and policies and procedures adopted by the association's Board;
  - ii. Is organized and operated exclusively for purposes consistent with Section 501 (c) (6) of the United States Internal Revenue Code, 26 U.S.C. § 501 (c) (6) or the corresponding provisions of any successor statute;
  - iii. Is a separate entity and the association is not financially responsible for it;
  - iv. Shall immediately notify IFMA Service Center of Excellence of the results of Council elections of officers;
  - v. Council delegates shall be selected directly by the Council members or indirectly by officers or a board of directors elected by the Council members; and
  - vi. Shall furnish all records and reports requested by IFMA Service Center of Excellence, including regular reports on the financial condition of the Council. All subsequent changes in the Council bylaws must be approved by the Board of Directors.
- (d) Council Formation Requirements. To become an association Council, the organizers of the proposed Council must submit and the association Board of Directors must approve:
  - i. The names of a minimum of 10 association members who are eligible for membership under the proposed Council bylaws;
  - ii. The names, addresses, email addresses and telephone numbers of the members who will serve as temporary officers of the Council; and
  - iii. A complete set of proposed bylaws.
- (e) Recertification. Each Council shall submit a request for recertification to the association's Service Center of Excellence each year by the date established by the association's Service Center of Excellence. The request shall include such information as required by the policies and procedures adopted by the association's Board of Directors. The association's Board of Directors shall review the request for recertification and approve or deny the request based upon the professional activity of the Council and its officers. The Board may grant conditional recertification upon such terms and conditions as the Board deems appropriate.
- (f) Suspension and Termination. For failure to:
  - i. Obtain recertification;
  - ii. Meet financial obligations; or

- iii. Conduct itself according to the association's Constitution and Bylaws or policies and procedures adopted by the association's Board of Directors, a Council may be suspended by the association's Executive Committee or terminated by the association's Board of Directors. Suspension shall result in:
  - a. The immediate cessation by the Council of all activity except such activity as is necessary to maintain the solvent existence of the Council;
  - b. Suspension of remittance of dues attributable to the Council by the association; and
  - c. The suspension of any Council delegates from participation in the House of Delegates.

If the Council is suspended, the association's Board shall consider Council termination at its next meeting. The association's Board may reverse a suspension by the association's Executive Committee. If the association's Board determines that the circumstances listed in this section exist, it may terminate the Council and revoke its charter or choose to continue to recognize the Council as an active component upon such terms and conditions as the association's Board deems appropriate.

- (g) Council Dissolution. In the event that the Board terminates a Council or a Council votes to dissolve voluntarily, the Council shall immediately return its charter to the association's Service Center of Excellence. The Council then shall take all action necessary to dissolve. If the Council is unable to dissolve and liquidate its assets, the association's President and Chief Executive Officer or the President and Chief Executive Officer's designees shall be deemed the Council's representative and may perform all acts useful and necessary for the dissolution of the Council and the liquidation of its assets. Any properties, funds or moneys, securities or other assets remaining in the treasury of, or held to the account of, or otherwise belonging to the Council shall be disposed of as follows:
  - i. All liabilities and obligations of the Council shall be paid and discharged or adequate provision shall be made by the members of the Council to do so; and
  - ii. All remaining assets held by the Council shall be transferred or conveyed, without obligation or restriction, to the association to be used in whatever manner the association's President and Chief Executive Officer and Board shall deem appropriate.

### Section 3.

#### Communities and Other Groups

- (a) Communities and other groups shall be chartered and shall be affiliated with the association.
- (b) Membership. SIG membership shall be restricted to association members or members of organizations that the association has formal written alliances that permit such participation. The SIG may invite non-members to attend SIG meetings and events in accordance with such policies and procedures, if any, adopted by the association Board of Directors.
- (c) Organization. Each Community shall adopt a charter approved by the association Board of Directors. The charter will include specific directives, roles and responsibilities, Strategic Advisory Group (SAG) leadership roles and term limits. The community:
  - i. Will abide by applicable law, the association's Articles of Incorporation, Constitution, and these Bylaws, and policies and procedures adopted by the association's Board;
  - ii. Community Strategic Advisory Group members shall be appointed by the SAG Chair and approved by the IFMA Board Chair; and
  - iii. Shall furnish all records and reports requested by IFMA Service Center of Excellence.
- (d) Formation Requirements. Based on the recommendation from the Councils Committee and approval by the association Board.

## **Article VIII: Association Chapters**

### **Section 1.**

#### *Purposes*

Association Chapters shall foster the vision, mission, credo, goals, core values and Code of Ethics of the association in a distinct geographic area. Members of association chapters shall strive to implement the association's professional policies among themselves and in the organizations which they serve.

### **Section 2.**

#### *Chapters*

Chapters shall be chartered and shall be affiliated with the association.

### **Section 3.**

#### *Membership*

As stated in the Constitution [Art. VII], membership in chapters shall be restricted to association members. The chapter may invite non-members to attend chapter meetings and events in accordance with such policies and procedures, if any, adopted by the association's Board of Directors.

### **Section 4.**

#### *Organization*

Each chapter shall adopt bylaws approved by the association's Board of Directors, as provided in the following section. The association's Board of Directors may adopt model bylaws for the advice of association members organizing a chapter. The chapter bylaws shall provide that the chapter:

- (a) Will abide by applicable law, the association's Articles of Incorporation, the Constitution and these Bylaws, and policies and procedures adopted by the association's Board;
- (b) Is organized and operated exclusively for purposes consistent with Section 501 (c) (6) of the United States Internal Revenue Code, 26 U.S.C. § 501 (c) (6) or the corresponding provisions of any successor statute;
- (c) Is a separate entity and the association is not financially responsible for it;  
  
Shall immediately notify the association's Service Center of Excellence of the results of chapter elections of officers;
- (d) Delegates shall be selected directly by the chapter members or indirectly by officers or a board of directors elected by the chapter members; and
- (e) The chapter shall furnish all records and reports requested by the association's Service Center of Excellence, including regular reports on the financial condition of the chapter, minutes of all meetings of the chapter Board of Directors, meeting notices, etc. All subsequent changes in the chapter bylaws must be approved by the association's Board of Directors.

## **Section 5.**

### *Formation Requirements*

To become an association chapter, the organizers of the proposed chapter must submit and the association's Board of Directors must approve:

- (a) The names of a minimum of 10 association members who are eligible for membership under the proposed chapter bylaws.
- (b) The names, addresses, email addresses and telephone numbers of the members who will serve as temporary officers of the chapter; and
- (c) A complete set of proposed bylaws.

## **Section 6.**

### *Recertification*

Each chapter shall submit a request for recertification to the association's Service Center of Excellence each year by the date established by the association's Service Center of Excellence. The request shall include such information as required by policies and procedures adopted by the association's Board of Directors. The association's Board of Directors shall review the request for recertification and approve or deny the request based upon the professional activity of the chapter and its officers. The Board may grant conditional recertification upon such terms and conditions as the Board deems appropriate.

## **Section 7.**

### *Suspension and Termination*

For failure:

- (a) To obtain recertification;
- (b) To meet financial obligations or;
- (c) To conduct itself according to the association's Constitution and these Bylaws or policies and procedures adopted by the association's Board of Directors, a chapter may be suspended by the association's Executive Committee or terminated by the association's Board of Directors. Suspension shall result in
  - i. The immediate cessation by the chapter of all activity except such activity as is necessary to maintain the solvent existence of the chapter; and
  - ii. Suspension of remittance of dues attributable to the chapter by the association's Service Center of Excellence.

If the chapter is suspended, the association's Board shall consider chapter termination at its next meeting. The association's Board may reverse a suspension by the association's Executive Committee. If the association's Board determines that the circumstances listed in this section exist, it may terminate the chapter and revoke its charter or choose to continue to recognize the chapter as an active component upon such terms and conditions as the association's Board deems appropriate.

## **Section 8.**

### *Dissolution*

In the event that the Board terminates a chapter or a chapter votes to dissolve voluntarily, the chapter shall immediately return its charter to the association's Service Center of Excellence. The chapter then shall take all action necessary to dissolve. If the chapter is unable to dissolve and liquidate its assets, the association's President and Chief Executive Officer or designee shall be deemed the chapter's representative and may perform all acts useful and necessary for the dissolution of the chapter and the liquidation of its assets. Any properties, funds or moneys, securities or other assets remaining in the treasury of, or held to the account of, or otherwise belonging to the chapter shall be disposed of as follows:

- (a) All liabilities and obligations of the chapter shall be paid and discharged or adequate provision shall be made by the members of the chapter to do so; and
- (b) All remaining assets held by the chapter shall be transferred or conveyed, without obligation or restriction, to the association to be used in whatever manner the association's President and Chief Executive Officer and Board shall deem appropriate.

### **Section 9.**

#### *Student Chapters*

Student chapters may be established at accredited universities and colleges which have a facility management or related field of study. To become an association student chapter, the organizers of the proposed student chapter must submit and the association's Board of Directors must approve:

- (a) A petition for recognition as an association student chapter with the signatures, printed names, addresses, e-mail addresses, and telephone numbers of a minimum of five students at the institution, each one of whom shall have expressed the intention of pursuing the profession of facility management or an affiliated profession; and
- (b) A complete set of proposed bylaws, with the minimum contents prescribed in Section 4.

Upon approval of a student chapter, the association's Board shall grant the student chapter a charter in compliance with adopted policies and procedures. The association's Service Center of Excellence shall supply to each student chapter such funds as determined by policies and procedures adopted by the Board of Directors. To the extent not otherwise provided for in the Constitution or these Bylaws, those provisions of this Article applicable to chapters shall apply to student chapters.

## **Article IX: Additional Declarations and Administration**

### **Section 1.**

#### *Official Journal Publication*

The official journal publication of the association is the FMJ. The association's annual report to the membership shall be published in FMJ.

### **Section 2.**

#### *Official Logo*

The logo of the association shall consist of the following:



This logo and designation may not be used by any person, company, business, organization or group for any purpose without the express written consent of the association.

### **Section 3.**

#### *Parliamentary Authority*

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the association, its Board, House of Delegates, committees and components in all cases in which they are applicable and in which they are not inconsistent with the Articles of Incorporation, the Constitution, these Bylaws, or any special rules of order that the association, the Executive Committee, the Board, the House of Delegates or such components may adopt for their own governance. Rules in the nature of rules of order contained in the Constitution and these Bylaws may not be suspended unless the rule provides for its own suspension.

### **Section 4.**

#### *Definitions*

- (a) "Cause" for discipline, including expulsion from membership or removal from office, shall include, but is not limited to: violation of the association's Articles of Incorporation, Constitution, Bylaws, or adopted policies and procedures, including but not limited to the Code of Ethics, and conduct tending to injure the association's good name, disturb its well-being, or hamper its work.
- (b) "Member in good standing" shall mean a member who has neither voluntarily resigned from membership nor been expelled or suspended from membership.
- (c) "Past Chair" shall mean a member in good standing who served to the end of a term as Chair after election or succession. "Immediate Past Chair" shall mean the Past Chair, if any, who served immediately before the commencement of the current full annual officers' term, and who agrees to serve in the roles assigned by these Bylaws to the Immediate Past Chair.
- (d) "Components" (i.e., geographic chapters, student chapters, councils, communities) are operational groups within the association. The association's Board of Directors is authorized to form new components as needed and to determine the structure, qualifications, limitations and requirements of such components.
- (e) "Task Force" shall mean an action-oriented group that may consist of association members and non-members. The Chair with approval of the Executive Committee may establish a task force, appoint its members, determine its duration, monitor its progress and terminate its function, and

each task force shall be responsible to the Executive Committee. The charge of a task force may include addressing specific goals, completing a specific task or considering a particular issue.

**Section 5.**

*Disqualification for Interest*

A member of the Board of Directors or of a committee shall be disqualified from participation concerning or voting on any item of business as to which the member has a direct personal or pecuniary interest not common to the other members of the Board or committee, respectively, in accordance with the Conflict of Interest Policy adopted by the Board.

## **Article X: Amendment and Interpretation**

### **Section 1.**

#### *Amendment*

Any elected officer or Director may propose an amendment to these Bylaws to the Governance Committee. The Governance Committee shall present proposed amendment in writing to the President and Chief Executive Officer at least 30 days before a board meeting. The President and Chief Executive Officer shall notify the members of the Board of the proposed amendment at least 20 days before the board meeting. The Board may amend these Bylaws by a two-thirds vote, provided that at least a majority of the members of the Board then in office vote in the affirmative. The Bylaws may be amended without previous notice by a unanimous vote of the members of the Board.

### **Section 2.**

#### *Notice of Amendments*

Following amendment of these Bylaws, the President and Chief Executive Officer shall publish the updated Bylaws.

### **Section 3.**

#### *Interpretation*

These Bylaws are intended to effectuate the association's Articles of Incorporation and Constitution. To the extent that a provision of these Bylaws conflicts with a provision of the Articles of Incorporation or the Constitution, the Articles of Incorporation and the Constitution shall control.