



**BYLAWS  
OF  
ASSOCIATION FOR FACILITIES ENGINEERING**

**ARTICLE I: NAME and TAX STATUS**

The name of this non-profit corporation is the Association for Facilities Engineering. It is hereinafter referred to in these Bylaws as the "Association" or "AFE". A not-for-profit membership Association chartered under the corporation laws of the State of Illinois and exempt from Federal income tax pursuant to IRS Section 501 (c)(6).

**ARTICLE II: DEFINITIONS**

1. "Virtual Environment" shall mean any technology that facilitates remote meetings and dissemination of information such as: teleconferencing, video & data teleconferencing, chat rooms or any other similar means where people can communicate.
2. "Electronic Means" shall mean any technology that can be used for communications such as email, website, text messaging, online survey, online balloting, Facsimile, phone calls etc.
3. "Alternative Vote" shall mean any form of casting a vote other than in person.

**ARTICLE III: MEMBERS**

1. **Classes of Membership.** There shall be three classes of members.

(a) **Regular Member.** An individual actively employed in the profession of plant engineering/facilities management. This class of membership is a full voting member of AFE and may hold all local, regional and national offices of the Association. Within the Regular Member class, the Board of Directors may create subclasses of individuals, for unique recognition, such as: affiliate, retired, fellow, honorary, life, unemployed, who shall be recognized as such without affecting any voting rights.

(b) **Student Member.** An individual enrolled as a full-time student in an accredited institution of higher learning who intends to pursue a career that would involve-or interface with plant engineering/facilities management. This class of membership may have voting rights within their respective chapters only.

(c) **Organizational Members.** Corporate/business membership for business entities with an involvement in plant engineering/facilities management. Specific criteria for such membership may be set by the Board of Directors. This class of membership will have no voting rights.

2. **Chapter Membership.** All AFE Regular and Student members are encouraged to join a recognized AFE Chapter. An individual that does not designate an AFE Chapter is a Member at Large (MAL).

3. **Dues.** (a) The Board of Directors shall establish the membership term and a schedule of fees for participation in the Association's activities. Payment of such fees or dues shall be a condition of membership. No dues, fees or assessments shall be refunded to any member whose membership terminates for any reason.

(b) A portion of annual dues, as determined by the Board of Directors, collected by AFE shall be remitted to the Chapter designated by an individual. No portion of a year's dues shall be rebated to another Chapter if an individual transfers.

4. **Applications.** Applications for membership shall be filed with the Association on an application form provided by the Association. Any applications so filed shall be reviewed and upon the making of the finding that an applicant is eligible for membership, the applicant shall be notified and membership shall become effective as of the date of notification.

5. **Resignations.** Any member may resign by filing a written resignation with the AFE headquarters. Such resignation shall be effective upon receipt.

6. **Suspension and Removal.** Any member who is in default in the payment of dues for a period of 90 days after such dues become payable may be suspended from membership. Any member so suspended shall, until reinstated, forfeit all rights and privileges of membership. Upon paying current dues a member may then be reinstated. If a continuous membership record is desired, all dues in arrears must be paid that have occurred since the previous membership lapsed.

Notwithstanding the foregoing, an AFE member may be removed for cause by a 2/3's majority vote of the entire Board of Directors. Sufficient cause for removal shall be violation of these Bylaws or any lawful rule or practice adopted by AFE's Board of Directors, or bringing discredit upon AFE or its members. A member shall not be removed until after receiving "due process" consideration. A removed member may reapply for membership after twelve (12) months from final disposition.

## 7. Membership Meetings

(a). **Annual Business Meeting of Members.** The Annual Business Meeting of members shall be held at a time and place fixed by the Board of Directors or conducted in a virtual environment through electronic means as determined by the Board of Directors.

(b). **Special Meetings.** Special Meetings of the AFE membership may be called by:

- the Board of Directors or

- upon receipt of a written request by five (5) percent of the Regular Members providing no more than one-third of the requested signatures come from any one Organization Unit.

Such meetings shall be held at a time and place fixed by the Board of Directors or conducted in a virtual environment through electronic means as determined by the Board of Directors.

Special meetings shall be held with within thirty (30) days of written request.

**(c). Notice of Meeting.** Notification of the time and place of the Annual Business Meeting shall be in writing at least thirty (30) days prior to the meeting.

Notifications by mail shall only go to members who specifically request such.

A notice stating the time, and place, and purpose of any Special Meeting shall be by electronic means at least seven (7) days prior to the meeting, with phone calls made to those electing not to receive electronic mail.

**(d). Quorum.** The presence of a minimum of twenty-five (25) Regular Members in attendance, by person or proxy, of the Association shall constitute a quorum for the transaction of business at membership meetings

**(e). Voting.** At all AFE membership meetings, each Regular Member shall have one vote. Proposals to be offered to the Members for an alternative vote shall be conducted through electronic means as approved by the Board of Directors. Mail ballots shall be issued only to members who specifically request to participate by mail service. Each mail ballot must be returned within 30-days of the postmark of the mailing. A minimum of five calendar days will be allowed before opening mail ballots to allow for Postal Service Delivery. Mail ballots received with postmarks after the closing date will not be opened and will not be counted.

#### **ARTICLE IV: BOARD OF DIRECTORS**

**1. General Powers.** (a) The property, affairs, and business of the Association shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Association and to committees such powers as provided for in these Bylaws.

(b) The Board of Directors may establish, promulgate, and bestow certain honors, awards, and other forms of recognition to members and non-members, including organizations, as they may so designate from time to time.

**2. Number.** The number of Directors shall be nine (9), specifically: the Chair of the Board, Vice Chair – Finance, the Vice Chair – Membership, one (1) Industry Director, one (1) Academic Director, the Immediate Past Chair and three (3) Representative Directors. The Chief Executive Officer (“CEO”) shall serve on the Board as a non-voting participant.

**3. Qualification.** (a) The Chair, Vice Chair, Immediate Past Chair, and Representative Directors must be current AFE members;

(b) The Chair shall hold a current AFE certification;

(c) The Academic Director shall be an active or retired member of an educational institution having a Facility Engineering curriculum; and

(d) The Industry Director shall be an active or retired person having, or having had, a responsible managerial or directorial position in a company, corporation, or institution which serves the Facilities Engineering profession or which uses employees having qualifications for AFE membership.

**4. Terms and Election.** (a) Directors shall serve terms of two (2) years or until their successors are elected and qualified, and shall be seated on the first day of the following calendar year. Directors may succeed themselves in office. In order to maintain historical memory, procedures will be established so that one-half of the membership of the Board of Directors is elected each year.

(b) The Chair, Vice Chair – Finance, and Vice Chair – Membership, Academic Director and Industry Director shall be elected by the Regular Members per the procedures set forth in Article VI, Section 2(a). Representative Directors will be elected by the members of the Committee of Representation, pursuant to Article VI, Section 2(c). The Chair shall automatically succeed to Immediate Past Chair at the end of his/her term.

**5. Resignation.** Any Director may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair or Board of Directors.

**6. Removal.** The vote of a 3/4's of the number of the Directors established by these Bylaws, excluding the affected Director, who may not vote, shall be required to remove a Director from office prior to the expiration of the term for which that Director has been elected.

**7. Vacancies.** Vacancies among the elected Directors, whether caused by resignation, death, removal, or absence may be filled by the Chair, with the approval of the Board of Directors, for the remainder of the term. In case of a vacancy of the Chair, the Immediate Past Chair will fill the unexpired term.

**8. Corresponding Rights.** The provisions of Article IV, including, but not limited, to, Sections 4, 5, and 6, apply to Officers of the Association whose position as such is inextricably tied to their serving on the Board.

**9. Meetings.** (a) The Board of Directors shall meet during the Association's fiscal year a minimum of two (2) times. Time and location of regularly scheduled meetings shall be agreed upon by the Board.

(b) Special meetings of the Board of Directors may be called by the Chair or by request of six (6) voting Directors then in office to the CEO. Notice of such shall be made to each member of the Board not less than seven (7) days prior to the meeting and shall include the purpose of the meeting. The Chair shall by consensus fix any place or manner for holding any Special meeting.

**10. Quorum.** The presence in person, either live or by an electronic environment, of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

**11. Absence.** Any member of the Board who has an unexcused absence from two consecutive regular meetings of the board shall automatically vacate the seat on the Board of Directors. While not condoned, absences are excused if officers contact the Board of Directors and/or CEO with details regarding an absence. With the exception of unforeseen emergencies, all anticipated absences must be reported no later than one day prior to the meeting.

**12. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other or may vote by (e)mail ballot. No proxy voting is permitted.

**13. Informal Action.** Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

**14. Compensation.** Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board.

## **ARTICLE V: OFFICERS**

**1. Officers.** The officers of the Association shall be a Chair, Vice Chair – Finance, Vice Chair - Membership, and Immediate Past Chair. Officers serve as Board members and in the AFE House of Delegates. The Board of Directors may elect such other officers or agents, including Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

**2. Chair.** The Chair:

- Is the chief elected officer of AFE;
- Chairs the Board of Directors and the House of Delegates;
- Chairs the Annual Business Meeting;
- Has full authority to assign duties to committees and to form ad-hoc committees when needed;
- Serves as an ex-officio member with the right to vote on all committees; and
- Shall perform other duties as may be necessary to the office of the Chair of the Board or as may be prescribed by the Board of Directors or these Bylaws.

**3. Vice Chair - Finance.** Shall:

- Chair the Strategic Planning Committee
- In consultation with the CEO, develop the annual budget to be approved by the Board of Directors;

- Be responsible to ensure proper accounting procedures are maintained by the Chief Executive Officer;
- Ensure periodical validation that the financial reporting is accurate;
- Assist in the development of long-term financial strategies;
- Shall report on the financial condition of AFE at all scheduled meetings of the Board of Directors, at the Annual Business Meeting, and at other times when requested by the Board; and
- Shall perform other duties as may be necessary to the office or as may be prescribed by the Board of Directors or these Bylaws.

**4. Vice Chair – Membership.** Shall:

- Chair the Membership Committee;
- Shall be an ex-officio member of, and act as the reporter to the Board for, the Professional Development Committee;
- Be responsible for new membership growth;
- Be responsible the retention of existing members;
- Be responsible for the development of member services;
- Report on the status of membership and member services at regularly scheduled meetings of the Board and at the Annual Business Meeting, and at other times as requested by the Board of Directors; and
- Shall perform other duties as may be necessary to the office or as may be prescribed by the Board of Directors or these Bylaws.

**5. Immediate Past Chair.** Shall:

- Chair the Nominations Committee;
- Chair the Committee of Expertise;
- Report on the Committees activities at all regularly scheduled meetings of the Board, at the Annual Business Meeting, and at other times as requested by the Board of Directors;
- In the absence or inability of the current Chair, shall assume the duties of Chair;
- Shall perform other duties as may be necessary to the office or as may be prescribed by the Chair, Board of Directors or these Bylaws.

**6. Chief Executive Officer.** The CEO shall perform such duties as may be assigned by the Chair or the Board of Directors, that are lawful and within the scope of the contract of engagement

**ARTICLE VI: HOUSE of DELEGATES, COMMITTEES,  
CHAPTERS, ORGANIZATION UNITS, AFFILIATES**

**1. House of Delegates.** (a) Composition: The House of Delegates is composed of the Board of Directors, and the sitting President from each AFE Chapter, and other delegates authorized to represent the various Organization Units approved by the Board of Directors. Chapters may designate an alternate, via email or other written authorization, as its representative, in lieu of the President, for the purposes of participating in the meeting of the House of Delegates. Other delegates cannot designate an alternate.

(b) Responsibilities: The House serves as a vital advisory group to the Board of Directors. The House of Delegates may make recommendations to the Board of Directors regarding any policy action it deems worthy for the Association.

(c) Meetings, Quorum, Voting: Time and location of regularly scheduled meetings shall be agreed determined by the Board of Directors.. Each member of the House shall have at least one vote. To provide for proportional representation, the number of votes accruing to a Chapter Delegate shall be determined according to the following formula: Delegate Votes = total Chapter members / 15. The applicable number of voting Members shall be as contained in the official AFE membership records as of the date of the meeting announcement. The proportional representation of Organizational units, shall be based on the same formula noted above.

Voting may also be conducted in a virtual environment through electronic means as determined by the Board of Directors. Mail ballots shall be issued only to members who specifically request to participate by mail service. The date the mail ballot is postmarked begins the voting period. All mail ballots must be postmarked not later than 30 calendar days from the mailing to be considered valid. A minimum of five days will be allowed after the closing date for Postal Service delivery. All ballots postmarked after the closing dates will not be opened and will not be counted.

**2. Committees.** (a) General: In addition to the standing committees identified herein, the Chair may appoint committees or Task Forces as are necessary and are not in conflict with other provisions of these Bylaws. Special committees shall report to regularly scheduled Board meetings and as directed by the Chair. Notwithstanding the foregoing, no such committee/task force shall have the authority of the Board of Directors in electing, appointing or removing any member of any such committee or any Director or officer of the Association; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings thereof; adopting a plan for the distribution of the assets of the Association; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

(b) Term: Each member of a non-standing committee/task force shall continue for a term of one (1) year, unless otherwise specified in the committee charge, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

(c) Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

(d) Manner of Acting: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

**3. Standing Committees.** (a) **Nominations Committee:**

- (i) Its membership shall consist of: the Immediate Past Chair, one (1) representative chosen from and by the CoR, not currently at the end of his/her term nor up for re-nomination/election, and one (1) active board

member, not currently at the end of his/her term nor up for re-nomination/election, chosen by the Board Chair.

- (ii) The Committee shall annually establish and announce a timeline for its work.
- (iii) The Committee shall solicit from the membership and identify candidate(s) from among AFE Membership / Industry / Academia for each position scheduled to be vacated at the end of a term.
- (iv) Any AFE member in good standing may nominate another member in good standing and the Committee shall consider the individual in its deliberations. Any member nomination, accompanied by a petition of support signed by 1% of AFE members in good standing shall be listed on the final ballot along with the Committee's recommended slate.
- (v) The Committee shall, in accordance with the defined qualification criteria (Article IV, Section 3), offer its recommended ballot, identifying at least two nominees for each seat on the Board of Directors about to be vacant, to the Board at least 30 days prior to the election for approval; Board rejection of the Committee's slate requires an 2/3 "NAY" vote of the voting members of the Board.
- (vi) The candidate receiving the highest number of votes for a given office shall be elected.

**(b) Strategic Planning Committee:**

- (i) Its membership shall consist of the Chair, Vice Chair – Finance, Vice Chair – Membership, and one (1) CoR member, chosen annually by the CoR.
- (ii) Develops and/or updates recommendations for the Association's strategic plans and goals for the coming year.
- (iii) Presents recommendations to the Board for adoption by 1 July each year for implementation on 1 January the following year.

**(c) Committee of Representatives (CoR):**

- (i) Its membership, appointed or elected bi-annually, consists of representatives from AFE's elected representatives from each of AFE's recognized Organizational Units.
- (ii) The Committee shall elect its own Chair annually.
- (iii) In even years the CoR shall select from its membership two (2) individuals to serve as Board members. In odd years it shall select one (1) Board member.
- (iv) The committee shall provide input to the Board and facilitate service and communication to and from the general membership.

**(d) Committee of Expertise:**

- (i) Its membership shall consist of all Past Board Chairs (or Presidents), currently in good standing with AFE.
- (ii) The Committee shall provide ad-hoc service as assigned by the Chair of the Board.

**(e) Membership Committee:**

- (i) Its membership consists of the Vice Chair – Membership, a representative chosen by the CoR, the Academia Director, the Industry Director, and other AFE members appointed annually by the Chair.
- (ii) The committee shall advise the Board on membership and marketing issues, and develop, strategize and drive the implementation of the Annual Plan for the development of membership and member services.

**(f) Professional Development Committee:**

- (i) Membership consists of up to eight (8) AFE members and non-members appointed annually by the Chair of the Board according to need.
- (ii) An AFE member shall chair the committee.
- (iii) The committee shall advise the Board, as reported through the Vice Chair – Membership, on virtual and live training, education, development and certification, and develop, strategize and drive the implementation of the Annual Plan for the development of professional development and certification.

**4. Organization Units.** (a) To achieve the objectives of AFE and serve the interests of the membership, the AFE Board of Directors may at its discretion establish Organization Units.

(b) An Organization Unit is a defined grouping of members (e.g., geographic, region, industry, experience).

(c) Absent a defined term of existence, Organization Units shall continue to operate, and adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors, unless terminated by a 2/3's vote of the Board.

**5. Chapters/Affiliate Organizations.** The Board of Directors, may create, affiliate with or acknowledge the existence of Chapters of the Association or Affiliates of the Organization (including, but not limited to, controlled, or wholly owned subsidiaries). Chapters shall have and may exercise the authority granted by the Board of Directors. Chapters may not assess any dues/fees beyond those established by the Board without permission of the AFE Board. Affiliate Organizations shall pursue its stated purposes to further the AFE mission.

**ARTICLE VII: ADMINISTRATIVE and FINANCIAL**

**1. Fiscal Year.** The fiscal year of the Association shall be determined by the Board

**2. Contracts.** The Board of Directors may authorize any officer or officers, agent, or agents of the Association in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

**3. Checks.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent, or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of

Directors, such instruments shall be signed by the Vice Chair - Finance and countersigned by the Chair..

**4. Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

#### **ARTICLE VIII: INDEMNIFICATION**

AFE shall indemnify, hold harmless, and/or defend: all current and former officers; members of the Board (as defined by these Bylaws); AFE employees; or other such persons so designated in the discretion of the Board of Directors (e.g., Committee members), and their respective executors, administrators and heirs, against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, to the extent permitted by law, in which they are made parties, or a party, by reason of having been an officer, Board member, or employees of AFE, except wherein adjudged liable for gross negligence or willful misconduct in the performance of duty. AFE, at the election of the Board, may provide direct legal representation of their choice in lieu of payment for legal services.

#### **ARTICLE IX: DISSOLUTION**

Upon Dissolution of the Association, after paying all liabilities and winding up its affairs, the Board of Directors shall distribute any funds remaining to one or more regularly organized and qualified, educational, scientific or other not-for-profit organizations consistent with the purposes of the Association.

Existence of Chapters is dependant upon the continued operations of the AFE. If AFE dissolves, all AFE Chapters shall concurrently have their charters revoked and each Chapter shall distribute all remaining funds in a manner consistent with the directive above. Further, upon AFE dissolution and other AFE controlled, managed, related funds, held by in separate bank accounts, shall be disposed of consistent with the directive above.

#### **ARTICLE X: PROCEDURE**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Association where they are not inconsistent with the provisions of the Articles of Incorporation, these Bylaws or rules/policies adopted by the Board of Directors.

#### **ARTICLE XI: AMENDMENTS TO BYLAWS**

- 1. Proposing.** (a) Amendments to or repeal of these Bylaws may be proposed by:
- (1) the Board of Directors on its own initiative;
  - (2) written petition signed by 25% of the voting members of the House of Delegates, addressed to the Board; or
  - (3) written petition signed by 5% of the Members of AFE, addressed to the Board, with no more than 40% of those members coming from any one Organization Unit.

(b) The Chief Executive Officer shall be required to send no more than one pro and/or one con statement about each qualifying proposed amendment to the House of Delegates or the Members with the ballot containing the amendment. These statements must be no longer than 300 words and signed by no more than five members.

**2. Approval.** Amendments to or repeal of these Bylaws shall be approved upon a 2/3's vote of either of the following:

(1) The House of Delegates participating and voting at an Annual Business Meeting of AFE, with notice of the proposed changes being sent by electronic means to the members of the House of Delegates that are eligible to vote, at least thirty (30) calendar days before this meeting; or

(2) The House of Delegates voting by alternative ballot and information convey by electronic means at least thirty (30) calendar before the election balloting closes; or

(3) The general Members of AFE voting by mail or electronic ballot within 20 calendar days from the notification date. A maximum of five calendar days will be allowed after the closing period to accommodate any mail ballots from Members who have specifically requested them. Ballots with a postmark of later than the closing date will not be opened and not counted the form of the vote will be determined by the Board of Directors.