

## **AFE Twin Cities Chapter 13 Bylaws**

### **ARTICLE I NAME AND LOCATION**

The name of this organization shall be the Association for Facilities Engineering Twin Cities Chapter 13. This chapter is headquartered in the Minneapolis-St. Paul metropolitan area and serves facility engineers/managers in the surrounding communities of Minnesota and Western Wisconsin.

### **ARTICLE II OBJECTIVES**

The objectives of this chapter shall be the same as the organization purposes defined in the AFE Bylaws. These are:

- Maintain a forum for the exchange of ideas, experiences and opinions.
- Promote continuing education and scientific advances of engineering and management.
- Enhance the image and presence of facilities engineering/management.
- Collect, serve as a clearinghouse and disseminate information on all facets of facilities engineering and management.
- Provide tangible evidence of demonstrated competence.
- Encourage facility engineers and managers to maintain professional excellence and to use these talents to the betterment of their employers and society.
- Conduct or engage in all lawful activities in pursuit of these purposes. The major focus of the Chapter's programs and activities shall be in the fulfillment of the needs and expectations of members located in Minnesota and Western Wisconsin.

### **ARTICLE III USE OF FUNDS**

Chapter shall use its funds only to accomplish the purposes and objectives referenced above. No funds shall inure to the benefit of or be distributed to the members of this chapter. This does not preclude member expense reimbursement where duly authorized by the Executive Board. A standing committee called the 'Donation Evaluation & Scholarship Committee' shall be established to evaluate and recommend disbursement of funds donated to Chapter 13. This committee shall have 2 members from the Executive Board, at least 2 members from donation fundraising activity subcommittees, and one at-large member. These members shall be nominated and approved by the executive board as vacancies occur. The task of this standing committee is to evaluate and recommend amounts and recipients of donated funds. The Executive Board will review and approve these recommendations.

### **ARTICLE IV MEMBERSHIP**

This Chapter shall accept the membership classifications as determined by the ASSOCIATION FOR FACILITIES ENGINEERING, INC. (National Headquarters).

#### **Section 1—Individual Member Classifications**

**MEMBER:** An individual involved or interested in facilities (engineering, management, operations, administration, sales, or education) as defined in AFE National by-laws. A member is a full voting member of AFE and may hold all local, regional and national offices of the Association, with the exception of AFE national president-elect and president unless the member holds a CPE designation.

#### **Section 2—Organization Membership**

Any firm, corporation, institution, or association that promotes or adheres to the AFE purposes, objectives, and policies governing the participation of organization members shall be determined by the AFE Board of Directors.

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### Section 3—Application for Membership

All applicants shall complete and sign the official membership application provided by AFE along with required fees. Chapters will be provided the opportunity to review applicants for chapter membership before final approval.

### Section 4—Removal

Members of any category may be removed from membership by the Board of Directors for cause by a two-thirds vote. Sufficient cause for removal shall be violation of these Bylaws or any lawful rule or practice adapted by AFE's Board of Directors. The Board of Directors shall afford "due process" to anyone affected by this section before a removal vote is taken. "Due process" shall include: (a) written notice including complete reasoning of the proposed action (b) the opportunity to submit written rebuttal and (c) the right to a hearing including cross examination of accusers before the Board.

### Section 5—Resignation

Any member may resign by filing a written resignation with AFE headquarters.

### Section 6—Membership in AFE Chapters

Individuals qualified for any of the AFE individual membership categories are encourage to hold membership in an AFE chapter. All members of an AFE chapter shall hold membership in the national organization in the individual membership category for which they are qualified. Individuals may transfer from one chapter to another without restriction or change in AFE membership category.

### Section 7—Member-at-Large

An individual who does not become a member of an AFE chapter shall be known as a member at large in the individual AFE membership category for which qualified.

## ARTICLE V MEETINGS

### Section 1—Chapter Meetings

Regular meetings will be held on the third Monday of each month commencing in January and ending in November with the exceptions of the months of June, July and August. Exceptions to this must be approved by the Executive Board and the membership notified at least 10 (ten) days in advance.

### Section 2—Special Meetings

Special meetings of AFE may be called by the Board of Directors at any time or shall be called by the President upon receipt of a written request by 10% of the members.

### Section 3—Notice of Meetings

Written notice of these special meetings of AFE shall be mailed to the last known address of each participant not less than 10 days before the date of the meeting.

### Section 4—Quorum

At a scheduled meeting of members, a quorum shall consist of 50 percent of those registered for this meeting, provided that at least 25 Members are present. A majority of those members present and voting shall govern.

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### Section 5—Conduct of Chapter Meetings

Chapter meetings shall be chaired by the Chapter President. In the absence of the President, meetings shall be chaired by the Vice President or other Chapter officers selected by the President. The meetings shall be conducted according to Article XII of these Bylaws (Rules of Order).

### Section 6—Voting by Mail

Proposals that are to be offered to the Members for a mail vote, except election ballots, shall be first approved by the Board of Directors. Wherein a proposal has been endorsed by 10% of the Members, Board approval shall not be necessary. On any mail vote, except as otherwise provided in these bylaws, a majority of those voting shall determine the action.

## ARTICLE VI EXECUTIVE BOARD; OFFICERS

### Section 1—Authority

The Chapter's Executive Board shall be the governing body of the Chapter.

### Section 2—Composition

The Board shall consist of five officers. The five officers are: President; Vice-President; Treasurer; Secretary; and Past President. All are elected by the voting members of the Chapter. The past president is the Chapter delegate at the National Conference. The Executive Board may designate an alternate delegate who must be a chapter member.

## ARTICLE VII EXECUTIVE BOARD; OFFICERS

### Section 3—Nomination and Election

#### A. Nomination of Officers

1. A nominating committee appointed by the president with the past president as the chairperson will nominate candidates for all open offices and place them before the general membership during the September meeting.
2. At the September meeting additional nominations for all open offices will be taken from the floor to be voted on by the general membership.
3. Permission of nominee must be obtained prior to nomination at the September meeting.

#### B. Election of Officers

1. Ballots shall be prepared by the secretary with the names of the nominees and sent to the voting members before October 1 following the September meeting. If no nominations are received from the floor and only one person is nominated for each office, a voice vote shall be held during the September meeting.
2. The votes shall be counted by an election committee, chaired by the secretary. The results shall be announced at the October meeting.

#### C. Installation of Officers

1. Officers shall be installed at the November meeting.

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### Section 4—Term of Office

1. All officers shall serve one year terms beginning January 1st of the year following the election. No officers may succeed their office.

### Section 5—Replacement of Officers in Mid-term

1. In the case of resignation or death of the President, the Vice-President shall assume the duties for the remainder of the term. If the Vice-President is not available, the Past President shall assume the presidency.
2. In the case of resignation or death of any of the officers, the Executive Board shall appoint a member to the open office for the remainder of the term.

### Section 6—Board Meetings Quorum

1. The Board shall meet monthly at the time and place designated by the Chapter President.
2. In meetings of the Board two-thirds of the Board members shall constitute a quorum.
3. Meetings shall be conducted according to Article XII of these Bylaws (Rules of Order).

## ARTICLE VIII DUTIES OF OFFICERS

### A. President

1. The President shall conduct all general meetings, appoint committees, promote and execute the activities of the Chapter, and AFE, and shall preside at the meetings of the Executive Board.
2. The President shall appoint a qualified alternate, if the Past President is unable to perform their duties.
3. The President shall be the Newsletter Editor.

### B. Vice President

1. The Vice President shall conduct meetings in the absence of the President.
2. The Vice President shall be chairperson of the programs for the monthly meetings.
3. Act as Executive Board liaison to the Trade Show Committee.
4. The main duties of this office shall be to maintain and increase membership by:
  - Contacting (by letter or phone) and following up on getting members from non-participating companies in the area to join.
  - Act as Executive Board liaison to Membership Committee.
  - Arrange and coordinate education activities through National to obtain CEU's (Continuing Education Units) for certified members.

### C. Treasurer

1. The treasurer shall keep accurate accounts of all moneys received and paid out and pay all bills authorized by the Executive Board.
2. Report member turnover and absenteeism to the Executive Board so they might seek improvements to better serve the members.
3. Maintain accurate and up-to-date records of membership.
4. Act as Board Liaison to the Tradeshow Committee.

**AFE Twin Cities Chapter 13 Bylaws****D. Secretary**

1. The Secretary will keep copies of the minutes of each general and Executive Board meetings and in conjunction with the President shall promote the Chapter's contact with other AFE Chapter(s) and perform other business that may be approved by the Executive Board.

**E. Past President**

1. The Past President shall be the chairperson of the nominating committee; shall be responsible for sending flowers if there is death or serious illness of any of our members; and assume other duties that the President might assign.
2. The Past President shall be the chapter delegate to National AFE meetings.
3. Act as Executive Board liaison to Student Chapter Committee.

**G. Executive Board**

The Executive Board shall perform the following functions:

1. Review all applications for membership.
2. Approve expenditures of the Chapter.
3. Make recommendations of policies and programs for the Chapter to present to the membership at large.

**ARTICLE IX COMMITTEES**

The President with approval of the Board may appoint such task forces, study groups, sub-committees, and the like as warranted. The following are official standing committees: Nominating Committee; Donation Evaluation & Scholarship Committee.

**ARTICLE X PROGRESSION OF OFFICERS**

The Officers on the Executive Board shall progress through the various offices beginning as Secretary and moving up to Treasurer, Vice-President, President and finally, Past President in that order. This progression is not to be interrupted except in circumstances of replacement, resignation, removal or death of an Executive Board member.

**ARTICLE XI FINANCE**

In advance of the upcoming year a budget shall be developed under the direction of the treasurer and approved by the Executive Board covering the next program year.

**ARTICLE XII RULES OF ORDER**

The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of all meetings.

**ARTICLE XIII 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; 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 employee of AFE, except wherein adjudged liable for willful misconduct in the performance of duty.

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### ARTICLE XIV DISSOLUTION

If there is dissolution of the chapter, all funds and other assets will be turned over to the ASSOCIATION FOR FACILITIES ENGINEERING, Inc. (AFE).

### ARTICLE XV AMENDMENTS

Amendments may be proposed by:

1. The Chapter’s Executive Board on its own initiative.
2. Written petitions signed by 25 percent of the voting members of the Chapter.
3. The proposed amendments recommended by the Executive Board shall be sent to all members and indicate at which meeting they will come up for a vote.
4. All such proposed amendments shall take effect upon approval of two-thirds of a quorum at general meetings.

Amendments to the proceeding bylaws were approved at the following meetings of the AFE Twin Cities Chapter 13 Membership.

- March 21, 1994
- April 17, 1995
- March 18, 1996
- March 10, 1997
- September 20, 2004
- April 26, 2010
- November 15, 2010

### Oath of Office

I, \_\_\_\_\_ do solemnly swear to uphold and defend the Bylaws of the Association for Facilities Engineering, and to discharge the duties of the office to which I have been elected, to the best of my ability, so help me God.