



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

Section 2.1 Virtual Environment

“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.

Section 2.2 Electronic Means

“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.

Section 2.3 Alternative Vote

“Alternative Vote” shall mean any form of casting a vote other than in person.

Section 2.4 Proxy Vote

"Proxy Vote" shall mean any vote offered at any proceeding of the AFE Board of Directors, House of Delegates or any Organizational Unit, including but not limited to the several chapters or regions of AFE, by a person or group of persons intended to represent the person who may properly enter a vote at said proceeding.

Section 2.5 Organizational Unit

"Organizational Unit" shall mean any group of AFE Members or Non-Members organized to support the mission of AFE and duly recognized by the Association as such and shall include but not be limited to chapters, regions, professional interest communities, advisory councils and the like.

Section 2.6 Facilities (plant) Engineering

"Facilities (plant) Engineering" shall refer to all persons or position titles employed in the operation, improvement and/or maintenance of existing built environments. Any instance of "Plant" engineer, or engineering, in these bylaws shall be inferred as "Facility" engineer, or engineering, as well.

ARTICLE III: MEMBERS

Section 3.1 Classes of Membership

There shall be three classes of members:

Section 3.1-01 FM Pro Member

An individual actively employed in the profession of plant engineering or facilities management, or as an instructor in any field related to any of the professional disciplines involved in the built environment. 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 FM Pro 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.

Section 3.1-02 Student Member

An individual enrolled as a full-time student in an accredited post-secondary educational institution who intends to pursue a career that would involve or interface with plant engineering or facilities management. Any holder of this class of membership shall hold full voting rights in AFE but may not hold any regional or national office of the Association.

Section 3.1-03 Organizational Member

Corporate membership for business entities with an involvement in construction, plant engineering or facilities management. Specific criteria for such membership, along with the rights and privileges of holding such membership confers upon the holder, may be set by the Board of Directors. This class of membership will have no voting rights. The individuals representing the business entity holding the Organizational Membership may elect to participate in a recognized AFE Chapter pursuant to the provisions of Section 3.2 of this Article.

Section 3.2 Chapter Membership

All first-time AFE FM Pro and Student members are required to join a recognized AFE Chapter. After the first year of membership, chapter membership becomes optional. An individual Member that does not live within fifty miles of a recognized AFE Chapter or declines to designate an AFE Chapter, after her or his first year of membership, shall be a Member-at-Large (MAL).

Section 3.3 Dues

Section 3.3-01

The Board of Directors shall establish the membership term and a schedule of fees for participation in the Association's membership. Further:

Section 3.3-01(a)

Payment of such fees, or dues, shall be a condition of membership

Section 3.3-01(b)

No dues, fees or assessments shall be refunded to any member whose membership terminates for any reason

Section 3.3-01(c)

The annual investment for each class of membership shall be determined by the Membership Committee and approved by the Board of Directors by October 15th of each year and published by January 1st of the year in which said annual investment rates go into effect

Section 3.3-02

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.

Section 3.4 Applications

All applications for membership must be accompanied by full payment of the appropriate annual investment as established and published pursuant to *Section 3.3-01a* of this Article. Should any application not be accepted or approved, the Applicant shall be refunded the payment tendered along with the application less any administrative fee established by the Association.

Section 3.5 Resignations

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

Section 3.6 Suspensions and Removals

Section 3.6-01

Any member who is in default in the payment of dues for a period of thirty (30) days after such dues become payable shall be suspended from membership. Any member so suspended shall,

until reinstated, forfeit all rights and privileges of membership. Upon the payment of the current dues plus any administrative and / or late fees established by the Association, 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"

Section 3.6-02

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 following the final disposition rendered by the AFE Board of Directors.

Section 3.7 Membership Meetings

Section 3.7-01 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.

Section 3.7-02 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 FM Pro Members providing no more than one-third of the requested signatures come from any one Organization Unit.

Section 3.7-02(a)

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

Section 3.7-02(b)

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

Section 3.7-03 Notice of Meeting

Section 3.7-03(a)

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

Section 3.7-03(b)

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

Section 3.7-04 Quorum

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

Section 3.7-05 Voting

At all AFE membership meetings, each FM Pro 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

Section 4.1 General Powers

Section 4.1-01

Oversight of the management and control of the property, business and affairs of the Association shall rest with 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.

Section 4.1-02

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.

Section 4.2 Numbers

The number of voting Directors shall be thirteen (13) plus one (1) non-voting member, specifically: the President, who will preside as Chairman of the board during board meetings; the Immediate Past President; the President-Elect; the Vice Chair of Finance; the Vice Chair of Membership; the Vice Chair of Professional Development; the Industry Fellow; the Academic Fellow; AYP Chair; WAC Chair; and three (3) Representative Directors, i.e. the CoR Chair and two other CoR Representatives. The Executive Director, who shall also serve as the Chief Executive Officer (CEO), shall serve on the Board of Directors as a non-voting member of the Board.

Section 4.3 Qualification and Succession

Section 4.3-01

All Board members shall be current AFE members in good standing pursuant to the most recently adopted Member-in-Good Standing Policy adopted by the Board.

Section 4.3-02

The President, President-elect and Vice-Chair of Professional Development shall hold a current AFE certification.

Section 4.3-03

The President- elect shall automatically accede to the office of President at the end of his/her Presidency or vacancy, and the vacating President shall automatically accede to the position of Immediate Past President.

Section 4.3-04

The Academic Fellow shall be an active or retired faculty member of an educational institution offering a degree program or professional training curriculum related to professions involved in the built environment.

Section 4.3-05

The Industry Fellow 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.

Section 4.3-06

The SWOT Fellow shall be an active or retired professional whose primary responsibilities focused on business development or project management; furthermore, the SWOT Fellow should hold an MBA or professional credential related to facilities management, such as a current AFE certification, or both

Section 4.4 Terms and Election

Section 4.4-01

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.

Section 4.4-02

Board Members may succeed themselves in office but may not serve more than three consecutive terms in office. This wording does not invalidate term limits set forth in other parts of these Bylaws.

Section 4.4-03

The foregoing provisions of *section 4.4-02* shall not apply to the Chairs of Standing Committees who, by the further provisions of these Bylaws, are not elected by the membership but rather appointed annually by the President & Chairman, or other appointees of the Board of Directors, or non-voting Board Members

Section 4.4-04

The President, President-Elect, Vice Chair of Finance, Vice Chair of Membership, Vice Chair of Professional Development, Academic Fellow, and Industry Fellow shall be elected by the FM Pro and Student Members subject to the provisions of *Article III, Section 3.1*.

Section 4.4-05

Representative Directors will be elected by the members of the Committee of Representatives (CoR) subject to the provisions of *Section 6.2-04(c)*

Section 4.4-06

The AYP Chair and the WAC Chair shall be elected by the AFE Young Professionals and the AFE Women's Advisory Council, respectively, subject to the provisions of *Section 6.2-01*

Section 4.4-07

The President shall automatically accede to Immediate Past President at the end of his/her term.

Section 4.4-08

Once elected to the position and having served a full term, neither the President nor the President-Elect can be elected to serve in that capacity again.

Section 4.5 Resignations

Any Board member may resign by giving written notice to the President. 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 President or Board of Directors.

Section 4.6 Removal

An affirmative vote equal to 2/3 majority of the number of the Board Members established by these Bylaws, excluding the affected Board Member, who may not vote, shall be required to remove a Board member from office prior to the expiration of the term for which that Board Member has been elected.

Section 4.7 Vacancies

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

Section 4.8 Corresponding Rights

The provisions of Article IV, including, but not limited to, Sections 4.4, 4.5, and 4.6, apply to Officers of the Association whose position as such is inextricably tied to their serving on the Board.

Section 4.9 Meetings

Section 4.9-01

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.

Section 4.9-02

Special meetings of the Board of Directors may be called by the President or by request of six (6) voting Board members in office to the Executive Director. 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.

Section 4.10 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.

Section 4.11 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.

Section 4.12 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.

Section 4.13 Informal Action

Any action required by law to be taken at a Board of Director's meeting, or any action that may be taken at a Board of Director's meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board.

Section 4.14 Compensation

Section 4.14-01

Members of the Board of the Directors shall not receive any stated salaries, remuneration or other compensation for their services as such. Furthermore, but by resolution of the Board of Directors, no member of the Board of Directors shall be reimbursed for expenses associated with attendance at any regular or special meeting of the Board or any other meeting organized by the Association.

Section 4.14-02

The provisions of this section shall not apply to the Executive Director & CEO or other members of the professional staff designated to serve functions as non-voting members of the Board of Directors.

ARTICLE V: OFFICERS, FELLOWS & OTHER BOARD MEMBERS

Section 5.1 Officers

The officers of the Association shall be the President, President-elect, Vice-Chair of Finance, Vice-Chair of Membership, Vice-Chair of Professional Development, and Immediate Past President. 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.

Section 5.1-01 President & Chairman of the Board

Section 5.1-01(a)

Is the chief elected officer of AFE

Section 5.1-01(b)

Chairs the Board of Directors and the House of Delegates

Section 5.1-01(c)

Chairs the annual business meeting

Section 5.1-01(d)

Has full authority to assign duties to committees and to form ad-hoc committees when needed

Section 5.1-01(e)

Serves as an ex-officio member with the right to vote on all committees

Section 5.1-01(f)

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

Section 5.1-02 President-Elect

Section 5.1-02(a)

In the scheduled or non-scheduled absence of the President, chairs the Board of Directors, the House of Delegates, and the annual business meetings

Section 5.1-02(b)

In the absence or inability of the current President to perform his/her duties and responsibilities, shall assume the duties of the President.

Section 5.1-02(c)

Chairs the Nominations Committee

Section 5.1-02(d)

Chairs the Facilities Engineering Journal (FEJ) Committee

Section 5.1-02(e)

Shall perform other duties as may be necessary to the office of the President or as may be prescribed by the President, Board of Directors or these Bylaws.

Section 5.1-03 Vice-Chair of Finance

Section 5.1-03(a)

Chairs the Strategic Planning Committee

Section 5.1-03(b)

In consultation with the Executive Director, develops the annual budget to be approved by the Board of Directors

Section 5.1-03(c)

Be responsible to ensure proper accounting procedures are maintained by the Executive Director

Section 5.1-03(d)

Assist in the development of long-term financial strategies

Section 5.1-03(e)

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

Section 5.1-03(f)

Shall perform other duties as may be necessary to the office or as may be prescribed by the Board of Directors or these Bylaws.

Section 5.1-04 Vice-Chair of Membership

Section 5.1-04(a)

Chairs the Membership Committee

Section 5.1-04(b)

Shall be an ex-officio member with full voting rights of each sub-committee of the Membership Committee

Section 5.1-04(c)

The primary focus of the Membership Committee shall be:

Section 5.1-04(c)(i)

New membership growth

Section 5.1-04(c)(ii)

Retention of existing members

Section 5.1-04(c)(iii)

New membership growth

Section 5.1-04(d)

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

Section 5.1-04(e)

Shall perform other duties as may be necessary to the office or as may be prescribed by the Board of Directors or these Bylaws.

Section 5.1-05 Vice-Chair of Professional Development

Section 5.1-05(a)

Chair the Professional Development Committee

Section 5.1-05(b)

Shall be an ex-officio member with full voting rights of each sub-committee of the Professional Development Committee

Section 5.1-05(c)

The primary focus of the Professional Development Committee shall be:

Section 5.1-05(c)(i)

Development, modification, implementation & training of AFE certification programs

Section 5.1-05(c)(ii)

Assisting Academic Fellow with development, modification, implementation & training of all AFE education programs

Section 5.1-05(d)

Report on the status of Professional Development at regularly scheduled meetings of the Board and at the Annual Business Meeting, and at other times as requested by the Board of Directors

Section 5.1-05(e)

Shall perform other duties as may be necessary to the office or as may be prescribed by the Board of Directors or these Bylaws.

Section 5.1-06 Immediate Past President

Section 5.1-06(a)

Chairs the Committee of Expertise

Section 5.1-06(b)

Shall perform other duties as may be necessary to the office or as may be prescribed by the President, Board of Directors or these Bylaws.

Section 5.1-07 Executive Director & Chief Executive Officer (CEO)

Section 5.1-07(a)

Subject to the oversight of the Board of Directors, control the business and affairs of the Association and perform such duties as may be assigned, from time to time, by the President & Chairman or the Board of Directors that are lawful and within the scope of the CEO's contract of engagement.

Section 5.1-07(b)

The Executive Director & CEO shall be the primary agent of the Association with regard to entering into and executing contracts, issuing and executing drafts, and paying expenses and executing other evidences of indebtedness on behalf of AFE. The authority of the CEO under this provision shall be limited hereby pursuant to the current financial operating policies established by the Board of Directors

Section 5.1-07(c)

The Executive Director & CEO shall serve as a non-voting ex-officio member of each Standing Committee and each sub-committee thereof

Section 5.2 Fellows

Section 5.2-01 Academic Fellow

Section 5.2-01(a)

Qualified in accordance with *Article IV, Section 4.3-04*, shall work closely with the CEO and Professional Development Committee to develop and promote the educational activities and programs of the Association.

Section 5.2-01(b)

Shall facilitate the creation, promotion and implementation of an annual educational syllabus for the Association

Section 5.2-01(c)

Shall present a proposed educational syllabus to the Professional Development Committee for review and approval by October 15th each year and ensure the same is presented to the Board of

Directors for adoption by the final Board meeting each year

Section 5.2-01(d)

pursuant to *Section 5.8-01(b)* and *Section 5.8-01(b)*, shall announce the AFE Educational Syllabus by January 10th each year

Section 5.2-01(e)

Shall perform other duties as may be necessary to the position or as may be prescribed, from time to time, by the Board of Directors or these Bylaws

Section 5.2-02 Industry Fellow

Section 5.2-02(a)

Qualified in accordance with *Article IV, Section 4.3-05*, shall work closely with the CEO and / or members of the professional staff designated by the CEO to develop marketable business intel on the trends in the various disciplines sustaining the global built environment and present the same to the Board of Directors and the Organizational Units of the Association.

Section 5.2-02(b)

In addition to regular reports at each meeting of the Board of Directors, the Industry Fellow shall also issue quarterly reports to the CoR

Section 5.2-02(c)

Shall present annual findings from the previous year at the Annual Business Meeting

Section 5.2-02(d)

Shall perform other duties as may be necessary to the position or as may be prescribed, from time to time, by the Board of Directors or these Bylaws

Section 5.2-03 SWOT Fellow

Section 5.2-03(a)

Qualified in accordance with *Article IV, Section 4.3-06*, shall work closely with the CEO to identify chapters of the Association in need of dynamic intervention to enhance their ability to attract and retain Members as well as support from the industry and the local community-at-large

Section 5.2-03(b)

Shall chair the SWOT Team Taskforce

Section 5.2-03(c)

Shall serve as an ex-officio member with full voting rights on each sub-committee of the SWOT Team Taskforce

Section 5.2-03(d)

Shall, in coordination with the CEO, develop the annual SWOT Team Plan to be submitted to the Board for approval

Section 5.2-03(e)

Shall perform other duties as may be necessary to the position or as may be prescribed, from time to time, by the Board of Directors or these By-Laws

ARTICLE VI: HOUSE of DELEGATES, COMMITTEES, CHAPTERS, ORGANIZATIONAL UNITS, AFFILIATES

Section 6.1 House of Delegates

Section 6.1-01 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.

Section 6.1-02 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

Section 6.1-03 Meetings, Quorum, Voting

Section 6.1-03(a)

Time and location of regularly scheduled meetings shall be agreed upon and determined by the Board of Directors. Each member of the House shall have one vote with regard to any matter before the House during any regular or special meeting or other proceeding thereof

Section 6.1-03(b)

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 no 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.

Section 6.2 Committees

Section 6.2-01 General

Section 6.2-01(a)

In addition to the standing committees identified herein, the President may appoint committees or Task Forces as are necessary and are not in conflict with other provisions of these Bylaws.

Section 6.2-01(b)

Special committees shall report to regularly scheduled Board meetings and as directed by the President. 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 Vice-Chair or Board member of any responsibility imposed upon it or him by law.

Section 6.2-01(c)

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

Section 6.2-01(d)

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

Section 6.2-01(e)

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

Section 6.2-01(f)

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors

Section 6.2-02 Standing Committee – Nominations Committee

Section 6.2-02(a)

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

Section 6.2-02(b)

The Committee shall annually establish and announce a timeline for its work

Section 6.2-02(c)

The Committee shall solicit from the membership and identify candidates from among the existing AFE Membership for each position scheduled to be vacated at the end of a term

Section 6.2-02(d)

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.

Section 6.2-02(e)

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

Section 6.2-02(f)

The Committee shall, in accordance with the defined qualification criteria (*Article IV, Section 4.3*),

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.

Section 6.2-02(g)

The candidate receiving the highest number of votes for a given office shall be elected

Section 6.2-03 Standing Committee – Strategic Planning Committee

Section 6.2-03(a)

Its membership shall consist of the President, President-elect, Vice-Chair of Finance, Vice-Chair of Membership, Vice-Chair of Professional Development, the SWOT Fellow, Executive Director, the WAC Chair, and one (1) CoR member, chosen annually by the CoR, not previously selected to serve on another Standing Committee

Section 6.2-03(b)

Reviews and approves the strategic objectives and goals presented in the strategic plan submitted by the Vice-Chair of Finance and the Executive Director for any given operating year

Section 6.2-03(c)

Presents recommendations to the Board for adoption by July 1st each year for implementation beginning on January 1st the following year

Section 6.2-04 Standing Committee – Committee of Representatives (CoR)

Section 6.2-04(a)

Its membership, appointed or elected bi-annually, consists of elected representatives from each of AFE's recognized Organizational Units, who may succeed themselves in office but may not serve more than three (3) consecutive terms in office

Section 6.2-04(b)

The Committee shall elect its own Chair annually

Section 6.2-04(c)

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

Section 6.2-04(d)

The CoR shall provide input to the Board and facilitate service and communication to and from the general membership of the Association, including but not limited to serving as liaison between the Board of Directors and the several professional and student chapters of the Association. Further, the CoR shall collect regular, as determined by the Board of Directors, reports from the several chapters and other Organizational Units that comprise the CoR for submission to the Executive Director.

Section 6.2-05 Standing Committee – Committee of Expertise (CoE)

Section 6.2-05(a)

Its membership shall consist of selected Past Board Chairs (or Presidents) remaining current AFE members in good standing

Section 6.2-05(b)

Shall be chaired by the current Immediate Past President who shall select up to twelve additional past AFE Presidents to serve on the committee

Section 6.2-05(c)

In coordination with the Executive Director, the CoE shall:

Section 6.2-05(c)(i) - develop and recommend to the Board of Directors for approval annual awards and other honors to be conferred upon AFE Members, industry professionals or other worthy parties by AFE

Section 6.2-05(c)(ii) - develop and announce the process and schedule by which nominations and the conveyance of such awards and honors shall take place

Section 6.2-05(c)(iii) - review the nominations and bestow such honors and awards in accordance with the authority granted by the Board upon those members, industry professionals or other worthy parties

Section 6.2-05(c)(iv) - review the awards and eligibility guidelines of the awards and honors bestowed by the several chapters and other Organizational Units of the Association and make periodic recommendations for the strategic direction or revision thereof

Section 6.2-06 Standing Committee – Membership Committee

Section 6.2-06(a)

Its membership consists of the Vice-Chair of Membership (Chair), a representative chosen by the CoR not previously appointed to serve on another Standing Committee, the Academic Fellow, the Industry Fellow, and other - up to three - additional AFE Members in good standing appointed annually by the Vice-Chair of Membership

Section 6.2-06(b)

The committee shall periodically review the activities of the professional staff charged with implementing the components of the AFE Strategic Plan related to the retention of Members plus the development and implementation of members services, recommending strategic direction where necessary.

Section 6.2-07 Standing Committee – Professional Development Committee

Section 6.2-07(a)

Membership consists of up to eight (8) AFE members and non-members appointed annually by the Vice-Chair of Professional Development (chair) according to need.

Section 6.2-07(b)

Shall periodically review the activities of the Association, whether organized nationally or locally, related to the offering of virtual and live training as well as other educational or credentialing programs and recommend strategic direction where necessary.

Section 6.2-07(c)

Shall produce, audit, revise and maintain the review packs and other training materials associated with the AFE certifications, namely the Certified Plant Engineer® (CPE), the Certified Professional Maintenance Manager® (CPMM) and the Certified Professional Supervisor® (CPS).

Section 6.2-07(d)

Develop qualifications and oversee the process by which professionals become and maintain their status as official instructors for the AFE certification programs, maintaining and publishing an

annual directory of official instructors.

Section 6.2-08 Standing Committee – SWOT Team Taskforce

Section 6.2-08(a)

Shall consist of the SWOT Fellow (Chair); four Regional Vice Presidents not previously appointed to serve on another Standing Committee; an AFE Member appointed by the President; and one taskforce member selected by the SWOT Fellow

Section 6.2-08(b)

Shall review and approve the annual SWOT Team Plan developed by the SWOT Fellow and the CEO and submit the same to the Board for approval

Section 6.2-08(c)

Shall periodically audit and recommend modifications to the chapter management and strategic growth program administered by the CEO.

Section 6.2-08(d)

Maintain independent oversight over the marketing and public relations activities of the chapters and ensure general compliance with the strategic objectives of AFE by all recognized Organizational Units

Section 6.2-09 Standing Committee – Advocacy & Legislative Affairs Committee

Section 6.2-09(a)

The Advocacy & Legislative Affairs Committee Chair shall be appointed annually by the President & Chairman.

Section 6.2-09(b)

Shall consist of up to six AFE Members and Industry Non-Members selected by the Advocacy & Legislative Affairs Chair.

Section 6.2-09(c)

Shall review and approve the annual legislative agenda developed by the committee chair and the CEO, and submit the same to the Board for approval.

Section 6.2-10 Standing Committee – Governance Committee

Section 6.2-10(a)

The Governance Committee Chair shall be appointed annually by the President & Chairman

Section 6.2-10(b)

This committee shall consist of the President-Elect, the Immediate Past President, two Regional Vice Presidents not previously appointed to serve on another Standing Committee, and two (2) chapter presidents selected by the committee chair.

Section 6.2-10(c)

The Governance Committee shall periodically review and make recommendations for amendments to the AFE Bylaws.

Section 6.2-10(d)

Shall develop and adopt policies and procedures for the operation of the Board of Directors, submitting the same to the Board for approval

Section 6.3 Organizational Units

Section 6.3-01

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.

Section 6.3-02

An Organization Unit is a defined grouping of members that share a common geographic location, professional interest, occupational discipline or experience, or other demographic considerations

Section 6.3-03

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.

Section 6.4 Chapters and Affiliates

Section 6.4-01

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).

Section 6.4-02

Chapters shall have, and may exercise, the authority granted by the Board of Directors.

Section 6.4-03

Chapters may not assess any dues/fees beyond those established by the Board without permission of the AFE Board.

Section 6.4-04

Affiliate Organizations shall pursue its stated purposes to further the AFE mission.

ARTICLE VII: ADMINISTRATIVE and FINANCIAL

Section 7.1 Fiscal Year

The fiscal year of the Association shall be determined by the Board

Section 7.2 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

Section 7.3 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 prescribed by these Bylaws and shall from time to time be determined by resolution of the Board of Directors. Moreover, in the absence of an Executive Director, such instruments shall be signed by the Vice-Chair of Finance and countersigned by the President.

Section 7.4 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

Section 8.1

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

Section 9.1

Section 9.1-01 National Organization

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.

Section 9.1-02 Chapters

Existence of Chapters is dependent 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

Section 11.1 Substantive & Non-Substantive Modification

Section 11.1-01

Alterations to the meaning or resulting effect of any provision contained in these Bylaws shall be construed to be a substantive change or modification and hereby treated as an Amendment to these Bylaws and subject to the further provisions of this Article, including but not limited to Sections 11.2 and 11.3 below.

Section 11.1-02

Alterations to correct misspelled words or grammatical errors that do not affect the meaning or intended result or effect of a provision shall not be treated as an Amendment and may be modified by the Board of Directors upon its own initiative. The President may authorize such modification upon notice to the Board of Directors detailing the nature of such modification.

Section 11.2 Proposing

Section 11.2-01

Amendments to or repeal of these Bylaws may be proposed by:

Section 11.2-01(a)

The Board of Directors on its own initiative

Section 11.2-01(b)

written petition signed by 25% of the voting members of the House of Delegates, addressed to the Board

Section 11.2-01(c)

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 OrganizationUnit

Section 11.2-02

The Executive Director 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.

Section 11.3 Approval

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

Section 11.3-01

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

Section 11.3-02

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

Section 11.3-03

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.