

**BYLAWS OF
MICHIGAN
ENVIRONMENTAL BALANCING BUREAU**

ARTICLE I

Name

The name of this organization shall be **Michigan** Environmental Balancing Bureau (hereinafter referred to as "**MEBB**"), which shall be a local chapter of the National Environmental Balancing Bureau (NEBB). Its principal office shall be located at **3419 Pierson Place, Flushing, MI 48433**.

ARTICLE II

Territory

The geographical territory of this chapter shall be as follows: **The State of Michigan**.

ARTICLE III

Chapter Duties

The duties of this Chapter shall be the following:

1. To abide by the provisions established in the latest edition of the Operational Procedures of NEBB.
2. To establish accredited schools or provide other educational programs for the purpose of qualifying supervisors in accordance with NEBB requirements.
3. To verify that firms making application for certification meet NEBB certification requirements.
4. To promote the programs of NEBB, with contractors and with construction designers and specifiers.
5. To maintain the standards established by NEBB.
6. To implement local action under the NEBB Quality Assurance Program.
7. To conduct periodic seminars or refresher courses for the continuing education of the designated supervisors of certified firms.

ARTICLE IV

Affiliation

Section 1. Any applicant meeting the qualifications set forth in this Article and desiring to become affiliated with this Chapter shall make application on a form supplied by the Chapter and accompanied by such membership fees and dues as the Board of Directors may from time to time determine.

Section 2. Initial Chapter roster shall be limited to those firms which:

- (a) Express a willingness to take the necessary steps to meet the NEBB certification requirements.
- (b) Enjoy a reputation of quality work.

Three years after the founding of a Chapter, the Chapter roster shall be limited to those firms which are then, or later become, certified to perform testing, balancing and adjusting, Sound & Vibration, and Building Systems Commissioning. The affiliation of those firms which have not obtained certification within the three year period of the founding of the Chapter shall terminate upon ten days notification to such firms that they have not met certification requirements.

Membership in an MCAA local association or SMACNA Chapter is not a requirement for affiliation with a NEBB Chapter.

Affiliation will be open to all installing piping contractors, installing piping firms; installing sheet metal firms; installing mechanical firms; temperature control firms; mechanical service firms; firms engaged in building commissioning; firms engaged in testing, adjusting and balancing work, and engineering firms or contractors engaged in any of the NEBB disciplines.

Affiliation with a local chapter is a requirement for maintaining certification, except Cleanroom Performance Testing certification.

ARTICLE V

Board of Directors

Section 1. The business and affairs of this Chapter shall be managed by a Board of Directors of 5 directors and 2 alternates, who shall be elected in the following manner:

- (a) The Board of Directors shall be elected for a 2 year term by the membership at large at MEBB's annual meeting every even number year.

Section 2. The Board of Directors shall have and exercise general supervision and control over the business, property and affairs of this Chapter and shall have full power and authority

to act or represent this Chapter in all matters pertaining to it.

Section 3. Regular Meetings of the Board of Directors shall be held at least two (2) times annually, at a time and place to be designated by the President and set forth in a notice which shall be forwarded to each member of the Board of Directors at least seven (7) days prior to each meeting.

Section 4. Special Meetings of the Board of Directors may be called by the President or any **3** voting Directors upon seven (7) days notice, such meetings to be held at the time and place and for the stated purpose specified by the persons calling for the meeting.

Section 5. The Board of Directors shall serve without compensation, but may be reimbursed for ordinary and reasonable expenses incurred in the performance of their duties as authorized and approved by the Board.

Section 6. Vacancies on the Board of Directors shall be filled by:

(a) The first elected Alternate, then the second elected Alternate as required.

(b) Any additional Alternate(s) needed shall be nominated by the President and requires approval by the Board of Directors.

ARTICLE VI

Officers

Section 1. The officers of this Chapter shall be the President, **Vice President**, Secretary and Treasurer.

Section 2. The officers of this Chapter shall be elected by the membership at large at the first annual MEBB meeting then bi-annually thereafter in the following manner:

(a) The first elected President, Vice President and Treasurer are elected for a 2 year term.

(b) At the end of the 2 year term the existing Vice President becomes President, the existing Treasurer becomes Vice President and the membership at large elects a new Treasurer to fill the vacancy. This pattern will repeat at MEBB's annual meeting every even number year.

(c) The Chapter Coordinator fills the role of Secretary.

Section 3. The Board of Directors at its first regular meeting shall appoint a Chapter Technical Committee Chairman. The Chapter Technical Committee Chairman shall be the Chapter's representative to NEBB. He shall keep NEBB advised of the Chapter's education program and other activities, and shall attend the Annual Meeting of the National Environmental Balancing Bureau.

ARTICLE VII

Meetings

Section 1. Meetings of this Chapter shall be held as provided in the Bylaws, at least semi-annually. Notice of such meetings shall be mailed to each affiliated firm at least thirty (30) days prior to the meeting.

Section 2. Special Meetings of the Chapter may be called by the President or Board of Directors at such times and places as are designated in the notice of the meeting. Written notice of Special Meetings shall be mailed to the Chapter **Members** not less than seven (7) days prior to the meeting.

Section 3. The majority of the firms affiliated with this Chapter constitutes a quorum for all meetings.

Section 4. The meetings of this Chapter shall be guided by the Rules and Regulations of Parliamentary Law as set forth in Roberts Rules of Order, Revised.

ARTICLE VIII

Dues

Section 1. The dues required for affiliation with the Chapter shall be in an amount to be determined by the Board of Directors. Dues shall be paid promptly and non-payment within the period prescribed by the Board of Directors shall be just cause for expulsion.

Section 2. No part of the net earnings of the Chapter shall inure to the benefit of or be distributable to its affiliated firms, officers or directors or any other private person or persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the duties set forth in Article III. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Section 3. Dues and fees shall not be set at levels as a means of unfairly excluding otherwise eligible firms.

Section 4. The method of financing the Chapter shall be subject to the approval, review and audit of NEBB.

ARTICLE IX

Standing Committees

The Board of Directors shall establish a technical committee, chaired by the Technical Committee Chairman, which shall be responsible to NEBB for the following:

- (a) To evaluate the qualifications of a firm making application for certification by NEBB.
- (b) Liaison with other organizations to promote the objectives of NEBB.
- (c) To assist in the administration of a local NEBB Accredited School, if established.

The Board of Directors shall establish such other standing committees as necessary to fulfill the duties of the Chapter.

ARTICLE X

Quality Assurance Program

The Board of Directors, in the event of a complaint being filed against the work of a certified firm in their geographical area (jurisdiction), shall, upon notification of the NEBB National Office:

- (a) Immediately instruct the Technical Committee Chairman (or his designate) to initiate local action as called for under the NEBB Quality Assurance Program.
- (b) Continue to monitor the action, to affect a local solution to the complaint. If successful, notify the National office.
- (c) If unsuccessful, refer the case to the National Office for resolution.

ARTICLE XI

Restrictions

No firm affiliated with this Chapter shall have any cause of action in its own right, or on behalf of another affiliated firms against this Chapter or NEBB or any officer or director thereof for any action of commission or omission, and no formerly affiliated firm of this Chapter shall have any cause of action arising out of the termination of affiliation against this Chapter or NEBB or any officer or director thereof.

ARTICLE XII

Liquidation

In the event of liquidation, dissolution or winding up of the affairs of the organization, whether voluntary or involuntary or by operation of law, and after paying or making provisions for the payment of all of the liabilities of the organization, the property or other assets of the organization, and any proceeds thereof, insofar as permitted by law, shall be distributed to such non-profit corporation, association, or other organization having purposes similar to this organization, which shall have received notice of exemption and be exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954 or such corresponding section or sections as may from time to time be in force, as the Board of Directors of the organization shall determine.

ARTICLE XIII

Amendments

These Bylaws may be amended by a **majority** vote of the affiliated firms at Regular or Special Meeting held at least thirty (30) days after presentation of the amendment to the firms affiliated with the Chapter.

Amendments are subject to review and approval by NEBB.