

BYLAWS

Capital-MarVa National Environmental Balancing Bureau

ARTICLE I

NAME

The name of this organization shall be Capital-MarVa National Environmental Balancing Bureau (hereinafter referred to as "The Chapter"), which shall be a local Chapter of the National Environmental Balancing Bureau (NEBB). Its principal office shall be located at 9450 Pennsylvania Avenue, Suite 1, Upper Marlboro, Maryland, 20772.

ARTICLE II

TERRITORY

The geographical boundaries of this chapter shall be within the boundaries of the District of Columbia, the State of Virginia, the State of Maryland, the State of West Virginia (east of Charleston), Puerto Rico, Saudi Arabia, Korea, India, Spain, Jordan, Egypt, Israel, England, Pakistan, Costa Rica, Qatar, United Arab Emirates, Italy, and all other international locations not serviced by another local chapter of NEBB.

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 educational programs for the purpose of qualifying Certified Professional and Certified Technicians 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 when directed by the National office.
- 7) To conduct periodic seminars and refresher courses for the continued education of NEBB Certified Professionals in accordance with NEBB Operating Procedures.

ARTICLE IV

AFFILIATION

Section 1. Any applicant firm meeting the qualifications set forth in this Article and desiring to become affiliated with the Chapter, shall make application on a form supplied by the Chapter. These forms shall be submitted to the Chapter and accompanied with current fees and dues as required.

Section 2. Chapter affiliation 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 for quality work;
- c) Employ a full-time NEBB Certified Professional, in a management position.

Affiliation will be open to all installing piping contractors, installing piping, 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.

ARTICLE V
BOARD OF DIRECTORS

Section 1. The business and affairs of the Chapter will be managed by a Board of Directors. The Board of Directors shall consist of the following: Immediate Past President, President, President Elect, and (6) six additional Directors. New Directors shall be elected by the existing Board. Directors shall serve 3 year terms. The Board of Directors shall elect one member as chairman each year, at the first Board of Directors meeting of the year. Additional key position committee members may be invited to meetings at the discretion of the Board.

Section 2. The Board of Directors shall have and exercise general supervision and control over the business, property and affairs of the 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 Chairman 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. A minimum of one-half (1/2) of the Board members is needed to conduct business. A vote of two-thirds of the members present is needed to pass a motion.

Section 4. Special meetings of the Board of Directors may be called by the Chairman or any two (2) directors upon seven (7) days written 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. In case of death or resignation of any officer or member of the Board of Directors, the remaining Directors shall fill the vacancy thus created by temporary appointment of a successor.

ARTICLE VI
OFFICERS

Section 1. The Officers of the Chapter shall be the President, Vice President, Secretary and Treasurer. They (except the secretary) shall be elected by the Board of Directors. The Treasurer, the President, or another person designated by the Board of Directors, shall sign all checks or other instruments used to withdraw or transfer funds from checking and savings accounts for the Chapter. The Treasurer shall make a report of the finances of the Chapter at all regular meetings of the Chapter.

Section 2. The Board of Directors shall have authority to engage the services of a Chapter Coordinator and other office personnel to administer and carry out programs and policies of the Chapter. The Chapter Coordinator shall serve as Secretary to accurately record the proceedings of each meeting of the Chapter, read and file all communications and other papers, keep an affiliates roster and affiliates of all meetings, send out all the bills and receive all monies due the Chapter and to deposit all funds received in such banks or other depositories as directed by the Board of Directors and to account for such funds at least four times a year to the Treasurer of the Chapter.

Section 3. In addition to the Officers as hereinbefore described in the preceding sections, the Board of Directors, at the Annual Meeting of the Chapter, shall appoint a Chapter Technical Committee chairman to serve a 2 year term. The Chapter Technical Committee Chairman shall keep NEBB advised of the Chapter's educational programs and other activities, problems and solutions to problems. The Technical Committee Chairman, or the President, and the Chapter Coordinator shall attend the Annual Meeting of the National Environmental Balancing Bureau. In addition the lead proctor or a designated representative for the Chapter shall attend the annual meeting as required by NEBB National.

ARTICLE VII
MEETINGS

Section 1. Meetings of the Chapter shall be held as provided in the Bylaws, at least semi-annually, with the last meeting of the calendar year to be the Chapter Annual Meeting. Notice of such meetings shall be made available electronically to each affiliate thirty (30) days prior to the meeting.

Section 2. Special meetings may be called by the President, Chairman of the Board of Directors, the Technical Committee Chairperson, or any two Board Members at such times and places as are designated in the notice of the meeting. Written notice of Special Meetings shall be made to the affiliates not less than seven (7) days prior to the meeting.

Section 3. The majority of the affiliated firms of this Chapter constitutes a quorum for all membership meetings. Each affiliated firm present is entitled to one vote. Voting may also be accomplished by an official Capital-MarVa proxy form or a telephone call at the membership meeting.

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

ARTICLE VIII
DUES & FEES

Section 1. The dues required for affiliation in the Chapter shall be in the 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 dues or fees of the organization shall inure to the benefit or be distributable to its affiliates, 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 distribution 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 used as a means of unfairly excluding otherwise eligible firms.

Section 4. The method of financing the Chapter shall be subject to the approval of NEBB.

ARTICLE IX
STANDING COMMITTEES

The Board of Directors shall establish the following committees:

Section 1. 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, Certified Professionals and Certified Technicians making application for certification by NEBB;
- b) To review and approve recertification applications and check the instruments of these firms
- c) Research and investigate any complaints or problems filed with the chapter or received and directed by NEBB;
- d) To administer any NEBB testing program as required by NEBB;
- e) To plan and administer the NEBB practical examination;
- f) To assist the Quality Assurance Program relating to their chapter, as direct by NEBB.

Section 2. An Education Committee, to be chaired by a Board appointed Committee Chairman, which shall be responsible to NEBB for the following:

- a) To plan and conduct annual educational seminars;
- b) To plan and conduct additional Technicians training.

Section 3. A Marketing Committee, chaired by a Board appointed Committee Chairman, which shall be responsible to NEBB for the following:

- a) To act as a Liaison with outside organizations to promote the objectives of NEBB;
- b) To be responsible for the Chapter web page;
- c) To act as a Chapter Representative to the NEBB National Marketing Committee.

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

ARTICLE X

QUALITY ASSURANCE PROGRAM

Section 1. Upon request of the Capital-MarVa NEBB Technical Committee, firms must submit within ten (10) days, complete copies of balancing reports for any project specifying a NEBB contractor or where a NEBB-certified report has been submitted.

For the first year that a firm is certified in any and all disciplines, copies of all balancing reports for projects that specify NEBB or where a NEBB certified report has been submitted, must be submitted to the Capital-MarVa NEBB Technical Committee.

The purpose of this is to look for obvious errors and omissions and to make sure that proper forms are used and information is complete. Comments are used to explain or to make note of obvious discrepancies between design performance and readings in the field.

All reports will be kept confidential by the Capital-MarVa NEBB Technical Committee and Board of Directors.

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 written notification from 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, the Board of Directors shall notify the National office.
- c) If unsuccessful, the case will be referred to the National office for resolution.

ARTICLE XI

RESTRICTIONS

No affiliate of this Chapter shall have any cause of action in his or its own right, or on behalf of other affiliates against this Chapter or NEBB or any officer or director thereof for any action of commission or omission, and no former affiliate of this Chapter shall have any cause of action arising out of the termination of affiliation against this Chapter of 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 corporations, associations, or other organizations 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) or 501(c)(6) 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 and any Article or Section contained herein may be revoked, amended or modified by a 60% vote of the affiliated firms at a Regular or Special Meeting held at least thirty (30) days after presentation of the amendment to the affiliated firms, or by letter ballot.

Amendments are subject to review and approval by NEBB.

ARTICLE XIV
INDEMNIFICATION

This Chapter shall indemnify (including therein the prepayment of any expenses) any person who is or was an officer, director, agent, or employee or who is or was serving at the request of the Chapter as an officer, director, agent or employee of some other Association or Corporation, or who was serving at the request of the Chapter as an affiliate, agent, attorney or employee of a Review Board as established in Article X of these bylaws, for expenses (including, but not by way of initiation, attorney's fees) judgments, fines, penalties, awards and amounts paid in settlements actually and reasonably incurred by any of the foregoing persons with respect to any threatened, pending or completed action, suit or proceeding against any of the foregoing persons by reason for the fact that said person is or was an officer, director, agent or employee of the Chapter, or is or was serving at the request of the Chapter as an officer, director, agent or employee of another Association or Corporation or who is or was serving at the request of the Chapter as a member, agent, attorney or employee of a Review Board to the extent and in the manner permitted by applicable law. Also, to the extent permitted by law, the Chapter may purchase and maintain insurance on behalf of any of the foregoing specified persons of class of persons against such liability.