

BYLAWS
Approved 04/21/2023
**Capital-MarVa International Environmental Balancing
Bureau**

Article I
Name

The name of this organization shall be Capital-MarVa International 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, China, Ireland, Turkey, Mexico, Denmark, Lebanon, Kuwait, Japan, Central America and South America and all other international locations not serviced by another local chapter of NEBB, except for Australia, New Zealand, Singapore, Malaysia, Thailand, & Hong Kong.

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 Bylaws and 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 the most current 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.
- d) Meets the certification requirements of the current Operational Procedures.

Affiliation will be open to all installing piping contractors, 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 Firm 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 (4) four additional Directors. New Directors shall be elected by the existing Board. The Board of Directors shall not approve or confirm any person as a Director if, as a result, there would be more than two Directors from any one firm or more than two Directors from multiple firms operating under common ownership. 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. Directors on the board must be Certified Professionals employed by NEBB Certified Firms within the Chapter.

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 fourteen (14) 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 fourteen (14) days written notice, such meetings to be held at the time, place, or via media such as teleconference or videoconference, and for the stated purpose specified by the persons calling for the meeting. The fourteen (14) notice for a special meeting may be reduced or waived by unanimous consent of the Board of Directors.

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.

Section 7. A Board member can be removed from office if, by a vote of a majority of Board Members, said removal is considered in the best interest of NEBB or the Chapter.

ARTICLE VI

OFFICERS

Section 1. The Officers of the Chapter shall be the President, President Elect, and Treasurer. They 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.

- a) The President shall manage the general affairs of the Chapter, shall be the presiding officer at all meetings of the Chapter, and shall make an annual report on the affairs of the chapter at the Annual Chapter meeting.
- b) The Treasurer shall make a report on the finances of the Chapter at all regular meetings of the Chapter.
- c) In the absence of the President, the President-Elect shall perform the duties of the President.
- d) No Board Member shall have more than one vote.

Section 2. The Board of Directors shall have authority to engage the services of Chapter Coordinator and other office personnel to administer and carry out programs and policies of the Chapter. The Chapter Coordinator shall 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 fourteen (14) days prior to the meeting.

Section 3. The majority of the affiliated firms of this Chapter constitute 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 reported to NEBB to be dealt with in accordance with the current Operational Procedures.

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.

Section 5. Domestic Chapters shall apply to the IRS for, and maintain, Tax Exempt status as a 501(c)(6) no profit.

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 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 directed 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. The Board of Directors, in the event of a complaint being filed against the work of a Certified Firm in their geographical area (jurisdiction) (where applicable to the coverage of the QAP), shall upon written notification from the 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 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 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.