

Mid-South Environmental Balancing Bureau BYLAWS

ARTICLE I

NAME

The name of this organization shall be the Mid-South Environmental Balancing Bureau (hereinafter referred to as "the Chapter and/or MEBB", which shall be a local chapter of the National Environmental Balancing Bureau (NEBB). Its principal office shall be located at 5425 Sugarloaf Parkway, Suite 2202, Lawrenceville, GA 30043.

ARTICLE II

TERRITORY

The geographical boundaries of the Chapter shall be as follows: The states of Alabama, Georgia, North Carolina, and South Carolina.

ARTICLE III

CHAPTER DUTIES

The duties of the Chapter shall be the following:

- a.** To abide by the provisions established in the latest edition of the Operational Procedures of NEBB.
- b.** To establish accredited schools or provide other educational programs for the purpose of qualifying supervisors in accordance with NEBB requirements.
- c.** To verify that firms making application for certification meet NEBB certification requirements.
- d.** To promote the programs of NEBB, with contractors and construction designers and specifiers.

- e. To maintain the standards established by NEBB.
- f. To implement local action under the NEBB Quality Assurance Program.
- g. 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 the Chapter shall make application on a form supplied by the Chapter and accompanied by such membership fees and dues as the Chapter's Board of Directors may from time to time determine the Chapter requires for the carrying out of its duties.

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

- a. Express a willingness to take the necessary steps to meet NEBB certification requirements.
- b. Enjoy a reputation for 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 and 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 (10) days notification to such firms that they have not met certification requirements.

Membership in a MCAA 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 balance 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 the Chapter shall be managed by a board of seven (7) directors, who shall be elected in the following manner:

- 1-A A Nominating committee of three members shall be appointed by the President sixty (60) days prior to the annual meeting.
- 1-B The nominating committee will make their report at the annual meeting with elections to be held at this meeting.
- 1-C Additional nominations may be made from the floor provided the nominee is a member in good standing and prior consent has been received from the proposed candidate to serve if elected. The election shall be by majority vote of the members present. There shall be no proxy voting. The term of the newly elected directors shall begin at the conclusion of the annual meeting.
- 1-D At each annual business meeting of the Chapter, directors shall be elected to fill the terms of those directors that are expiring. Insofar as practicable, every attempt shall be made to elect directors who represent the states of Alabama, Georgia, North Carolina and South Carolina on an equal basis.

Section 2. The Board of Directors shall have and exercise general supervision and control over the business, property, and affairs of the Chapter, and shall have full power and authority to act or represent 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 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 such meeting.

Section 4. Special Meetings of the Board of Directors may be called by the President or any two (2) voting directors upon seven (7) days written notice. Such meetings will be held at the time, place, and for the stated purpose specified by the persons who are calling 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 of Directors.

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

ARTICLE VI

OFFICERS

Section 1. The officers of the Chapter shall be the President, Vice President, Secretary/Treasurer, and Executive Vice President. All officers may vote except the Executive Vice President.

Section 2. The officers of the Chapter shall be elected by the Board of Directors from among themselves immediately following the Annual Meeting of the Chapter.

- a. No officer of MEBB shall serve in the same office for more than two (2) consecutive terms. A term shall consist of one (1) year. However, if no existing member of the Board volunteers to serve as an officer, existing officers may serve an additional term.

Section 3. In addition to the seven (7) directors, as hereinbefore described in the preceding Article, the Board of Directors, at its first meeting after the Annual Meeting of the Chapter, shall appoint a Chapter Technical Committee Chairman from the membership of the Board. The Chapter Technical Committee Chairman shall be the Chapter's representative to NEBB, and shall keep NEBB advised of the Chapter's educational programs, other activities, problems, and solutions to problems. The Chapter Technical Committee Chairman should attend the Annual Meeting of NEBB.

Section 4. In addition to the above named officers and directors, the Board of Directors may elect to hire a full time Executive Vice President (EVP) or secure the services of a Second Party Administrator (SPA). In either case, the EVP or the SPA shall be responsible for the day-to-day operation of MEBB. This position will report to the President and be an officer of the corporation. In the case where MEBB elects to retain the services of a SPA, the SPA will designate someone on their staff to serve as the EVP of MEBB.

Section 5. Executive Vice President Responsibilities:

- a. Having charge of the correspondence of MEBB and shall forward copies of correspondence to all officers and members of the Board of Directors.
- b. Recording and distribution of minutes of all MEBB meetings.
- c. Sending out bills, collecting all monies due to MEBB and immediately depositing the same.
- d. Having overall responsibility of the daily management of the MEBB office, including the hiring and firing of staff personnel.
- e. The Board of Directors shall authorize the EVP to make all approved budgeted expenditures necessary for the operation of MEBB.
- f. The Treasurer shall at all times have access to the books and files of accounts kept by the EVP and shall submit an annual report to the Board Directors.

ARTICLE VII

MEETINGS

Section 1. Meetings of the Chapter shall be held as provided for in the Bylaws, at least one (1) meeting annually, with the last meeting of the calendar year to be the Annual Meeting. 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's affiliated firms 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's affiliated firms not less than seven (7) days prior to the meeting.

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

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.

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 Chapter 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 Chapter shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Chapter shall not participate 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, 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 outside 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 other standing committees as necessary to fulfill the duties of the Chapter.

ARTICLE X

COMPLAINT RESOLUTION

Section 1. Should the local Technical Committee receive a complaint in writing from an Owner, Architect or Engineer that indicates a NEBB firm has not performed work to NEBB standards or the project specifications, the local Technical Committee will issue a directive to initiate resolution of the complaint. If a resolution plan is not received from the firm by the local Technical Committee within ten (10) working days from the date of notification to the firm, the following procedures will be followed:

- a.** The local Chapter Technical Committee may request a copy of the preliminary or final report, including plans and specifications for the project. The certified firm will provide the materials within ten (10) working days for review by the local Technical Committee.
- b.** The NEBB certified firm will be required to provide a competent technician familiar with the project to meet on-site with the Technical Committee representative(s).
- c.** Prior to such a demonstration, the Technical Committee must request in writing that the project engineer or owner's representative be present. The demonstration may proceed should they decline to participate.
- d.** The committee representative will direct the technician to demonstrate, through field measurements, the accuracy of the data and measurements reported in the report.
- e.** The certified firm will provide all test instruments and equipment as needed to make field measurements and will cooperate fully with the Technical Committee representative. The firm will provide this service at no cost to the owner or NEBB.
- f.** Each party must sign and date all report forms generated as part of the demonstration. Information recorded shall be entered into the chapter records for the firm.
- g.** If the inspection indicates that the recorded data does not meet the requirements of the project specifications, the certified firm shall make corrections and must submit to additional inspection(s) at a later date.

- h. Should any issues between the certified firm and the chapter Technical Committee representative(s) result in an impasse, the matter shall be forwarded to the NEBB Chapter Affairs Committee for resolution.
- i. The Chapter Technical Committee will participate in the demonstration without compensation from the certified firm for the initial inspection. A charge may be imposed on the firm for subsequent inspections. The Technical Committee representative(s) may be reimbursed from local Chapter funds for reasonable costs incurred.
- j. If a firm is under probation, their probationary period will be extended until all issues in dispute are resolved.
- k. Unresolved complaints may result in suspension or decertification.

ARTICLE XI

RESTRICTIONS

No firm affiliated with the Chapter shall have any cause of action in his, her, or its own right, or on behalf of other 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 the 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 Chapter, whether voluntary or by operation of law, and after paying or making provisions for the payment of all of the liabilities of the Chapter, the property or other assets of the Chapter, 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 Chapter, 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 Chapter's Board of Directors shall determine.

**ARTICLE XIII
AMENDMENTS**

These Bylaws may be amended by a majority vote of the Chapter's affiliated firms at a 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.

**ARTICLE XIV
QUALITY ASSURANCE**

Section 1. The Board of Directors in the event of a complaint being filed against the work of a certified firm in their geographical 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.
- b. If unsuccessful, refer the case to the National office for resolution.
- c.

Clyde Porter
Clyde Porter, President
(REV: 09/23/2014)

Buddy L. Mawyer
Buddy L. Mawyer, Executive Vice President