



**AMENDED AND RESTATED BYLAWS
OF
BUILDING COMMISSIONING ASSOCIATION**

ADOPTED: February 23, 2010

**SECTION 1
NAME**

The name of the corporation is the Building Commissioning Association (the "association").

**SECTION 2
OFFICES**

The registered office of the association shall be located in the state of Washington at such place as may be fixed from time to time by the Board upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. The association will have a principal office in the state of Washington at such place as may be fixed from time to time by the Board and upon filing of any notices which may be required by law. The association may have other offices within or outside the state of Washington at such place or places as the Board may from time to time determine.

**SECTION 3
PURPOSE**

The association is organized to improve and further the practice of building commissioning, and through its professional development programs, marketing efforts, policies, and activities, enhance market opportunities and business conditions for building commissioning. The association may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a not-for-profit corporation formed under the General Laws of the state of Washington and which are not inconsistent with the association's qualification as an organization described in Section 501(c)(6) of the Internal Revenue Code or any future tax code.

SECTION 4 MEMBERS

4.01 Members. The association shall accept as members, businesses and individuals that provide building commissioning services or non-provider firms and organizations who have an interest in the goals and objectives of the association. Each prospective member must complete a membership application and attest, with signature, their commitment to the “Statement of Attributes of Building Commissioning” as developed by the association. Each member shall be entitled to one vote on such matters as are presented to the members for a vote, and each individual member shall be eligible to serve as an officer or director if elected, unless otherwise specified. No member provider firm may have more than one Board member at any given time. With respect to any member which is a business, such member will be entitled to designate two individuals, each of which must be an employee, principal, member, or shareholder of such member, who together exercise the rights of such business as a member of the association. Membership in the association is not transferable or assignable by any member, whether by voluntary assignment, by operation of law or otherwise, except that any member which is a business may replace its individual representatives at any time upon written notice to the association.

4.02 Number of Members . There shall be no limit to the number of members that the association may admit.

4.03 Non-liability of Members. A member of the association shall not, because of such membership, be personally liable for the debts, obligations, or liabilities of the association.

4.04 Dues. Each member is required to pay annual dues, the level of which shall be reviewed and may be revised by the Board annually.

4.05 Termination of Membership. All rights of a member in the association shall cease upon the termination of such member’s membership. Membership shall automatically terminate on the occurrence of either of the following events: voluntary resignation, or the expiration of the annual period for which the member’s dues have been paid. In addition, membership may be terminated for cause upon vote of two thirds of the entire Board.

4.06 Meetings. The association shall hold an annual meeting of members during the month of September or October at such date and time and in such location, within or without the state of Washington, as is determined by the Board. Special meetings of the members may be called at any time by order of the President, the Secretary, two or more members of the Board, or by written request of at least 25 percent of the members.

4.07 Notice of Member Meetings. Written notice of special meetings of members and annual meetings of members (if notice is required) shall be given to each member (a) personally, (b) by mail, or (c) by electronic transmission, if electronic transmission has been specifically authorized by such member. Notice of an annual or special meeting must be given at least ten days and not more than 50 days before the date of such meeting. Notice of any meeting of members shall specify the place, the date and the hour of meeting, and, if required by law, the purpose or purposes for which the meeting is called.

4.08 Quorum. At all meetings of the members, whether regular, special or adjourned, the members present and holding one-tenth of the votes entitled to be cast represented in person (including by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time) or by proxy, shall constitute a quorum for the transaction of business.

4.09 Voting. Only persons whose names stand on the membership records of the association on the day of any meeting of members, shall be entitled to vote at the meeting. A vote of the majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, is necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by the Washington nonprofit corporation act, the articles of incorporation of the association, or these bylaws. All elections for the Board of Directors will be held by a electronic ballot process. All members in good standing at the time of elections will receive an electronic ballot at the email they provide the association.

4.10 Adjournments. Any business that might be done at a regular meeting of the members may be done at a special or at an adjourned meeting. If no quorum be present at any meeting of the members, the meeting may be adjourned by those present from day to day or from time to time until a quorum be obtained. In that case, no notice need be given of the adjourned meeting.

4.11 Waiver of Notice. The transaction of any meeting of members, however called or noticed, shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum be present, and if (a) either before or after the meeting, each of the members not present at such meeting, signs a written waiver of notice and delivers such notice to the association, or (b) a member attends the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, or a member objects, at the time a matter is presented, to considering of such matter if it is not within the purpose or purposes described in the meeting notice. Any action that may be taken at a meeting of the members may be taken without a meeting if authorized by a writing signed by all the members who would be entitled to vote at a meeting for that purpose.

4.12 Proxies. Every member entitled to vote or execute consents may do so either in person or by one or more agents authorized by a written proxy executed by the member or his or her duly authorized agent and filed with the Secretary of the association.

4.13 Acceptance of Votes. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a member, the association shall be entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member.

If the name signed on a vote, consent, waiver, or proxy appointment does not correspond to the name of a member, the association shall nevertheless be entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member if:

- (a) The member is an entity and the name signed purports to be that of an officer or agent of the entity;

- (b) The name signed purports to be that of an administrator, executor, guardian, or conservator representing the member;
- (c) The name signed purports to be that of a receiver or trustee in bankruptcy of the member;
- (d) The name signed purports to be that of a pledgee, beneficial owner, or attorney-in-fact of the member;
- (e) Two or more persons are the member as co-tenants or fiduciaries, the name signed purports to be the name of at least one of the co-owners, and the person signing appears to be acting on behalf of all co-owners; or
- (f) The name signed purports to be that of an individual representative of a member which is a business.

The association shall be entitled to reject a vote, consent, waiver, or proxy if the Secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.

SECTION 5 DIRECTORS

5.01 Authority. The business and affairs of the association shall be controlled and governed by a board of directors (the "Board"), which shall have the right to exercise all powers of the association as permitted by law.

5.02 Number. There may be up to 17 directors (the actual number to be established by the members as follows): eight general directors (who shall be elected by the membership), and up to seven regional directors, one representing each of the association's regions (one such director shall be elected by the members of each region), and up to two additional non-voting directors appointed by the Board as it deems necessary. Each director must be a member of the association.

5.03 Selection. The members shall elect directors to replace any director whose term expires at the end of the current year, by the following process: In July of each year, the Board shall select not fewer than three members of the association to comprise the association's nominating committee. The association shall solicit from the members nominations for persons to fill any director position for any director whose term expires in the current year, which nominations shall be due no later than the last Friday of September of each year. Following the deadline for nominations, the nominating committee will review the nominations and ensure that each person nominated is qualified to be a director and willing to serve ("Qualified Nominee"). In the second week of November, each Qualified Nominee will be notified in writing of his/her nomination, ballots will be sent to each member and shall include the names of each Qualified Nominee, and the names of each Qualified Nominee will be posted on the association's website. Ballots will be due on the last business day in November.

5.04 Terms of Office. Director terms shall run from January 1 of the year following the year the director is elected through December 31 three years after the beginning of the term. No director may serve any more than two consecutive terms but may seek reelection after a one-year absence from the Board. The terms of the directors shall be staggered so that terms of no more than one-third of the directors expire in any given year. The Board may not have more than three elected directors from any single region. The Board may appoint up to two additional non-voting members for one-year terms as authorized by this SECTION 5.

5.05 Quorum and Voting. A quorum of the Board shall consist of a majority of the number of voting directors in office immediately before the meeting begins, but in no event may a quorum be less than six directors. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the Washington nonprofit corporation act, the association's articles of incorporation, or these Bylaws. A majority of directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

5.06 Meetings. An annual meeting of the Board shall be held immediately preceding or immediately following the annual meeting of the members. If the time and place of any other directors' meeting is regularly scheduled by the Board, the meeting is a regular meeting. All other meetings are special meetings. The Board shall hold all annual, regular, or special meetings within or without the State of Washington. A director participating in a meeting of the Board by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, shall be deemed to be present in person at the meeting.

5.07 Call and Notice of Meeting. Regular meetings of the Board may be held without further notice of the date, time, place, or purpose of the meeting, except as otherwise provided in these Bylaws, the articles of incorporation of the association, or the Washington nonprofit corporation act. Special meetings of the Board must be preceded by at least 24 hours' notice, given electronically, in writing, or orally, to each director, setting forth the date, time, and place of the meeting. Except as specifically provided in these Bylaws or the Washington nonprofit corporation act, the notice need not describe the purpose of any meeting. The President or any two directors in office may call and give notice of a meeting of the Board.

5.08 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.09 Action without a Meeting. Any action required or permitted to be taken at any Board meeting may be taken without a meeting if a consent in writing, setting forth the action as taken, is executed by all of the directors. Such consent shall have the same force and effect as a vote of the Board.

5.10 Resignation. A director may resign at any time by delivering written notice to the President or the Secretary. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

5.11 Removal. A director may be removed, with or without cause, by a vote of two-thirds of the entire Board at a special meeting called for that purpose, provided that before the special meeting, each director is given written notice of such meeting and the notice states that the purpose, or one of the purposes, of the special meeting is the removal of a director (failure to attend three regularly scheduled meetings in a 12-month period shall constitute cause for removal).

5.12 Vacancies. A vacancy in the Board shall exist upon the death, resignation, or removal of any director. A vacancy in the Board may be filled by the vote of a majority of the remaining directors, except that any regional director vacancy must be filled with a member from that region. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

5.13 Compensation. Directors, as such, shall not receive any salary or other compensation for their service on the Board. Directors may be reimbursed for travel and incidental expenses incurred as a result of their participation on the Board.

5.14 Committees.

(a) Creation. The Board may designate and appoint such standing and ad hoc committees as it deems appropriate or necessary and shall define the duties of all committees. Temporary committees for special projects, called *Task Forces* may be appointed from time to time by the President without Board approval.

(b) Authority. Each committee appointed by the Board and comprised entirely of Board members shall have and may exercise such powers and authority as may be conferred by the Board, but no such committee shall in any event have the power or authority to (a) amend, alter, or repeal these Bylaws or the articles of incorporation of the association, (b) elect, appoint, or remove any member of such committee or any director or officer, (c) adopt a plan of merger or a plan of consolidation with another corporation, (d) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the association not in the ordinary course of business, (e) authorize the voluntary dissolution of the association or revocation proceedings therefore, (f) adopt a plan of distribution of the assets of the association, or (g) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee (h) approve an annual budget for the association. Committees appointed by the Board and not comprised entirely of Board members shall have no power or authority other than to make recommendations to the President or the Board. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the Board or any individual director of any responsibility imposed by law. The Board shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge any committee.

(c) Ad Hoc Committees and Task Forces. *Ad hoc* committees and Task Forces shall have no power or authority other than to make recommendations to the President or the Board.

(d) Meetings. Members of committees shall meet at the call of the chairperson of the committee at such place and time as the chairperson shall designate after reasonable notice has been given to each committee member. Each committee shall keep minutes of its proceedings and within a reasonable time thereafter make a report to the Board of its actions. Any action that may be taken by a committee at a meeting may be taken without a meeting if a consent in writing setting forth the action taken and signed by all members of the committee entitled to vote on the matter is executed and filed with the Secretary. The action shall be effective on the date when the last signature is placed on the consent or such other later effective date listed in the consent.

(e) Quorum. A quorum of any committee that is comprised of only directors shall consist of a majority of such committee members. A quorum of any committee that is not entirely composed of directors shall consist of three of the members of the committee or 25 percent of the members of the committee, whichever is greater. The act of the majority of the committee present at a meeting at which a quorum is present shall be the act of the committee.

(f) Executive Committee. This is the only permanent committee of the association and is comprised of the Officers of the association. This committee is charged with conducting the business of the association between meetings with the restriction provided in these Bylaws, Articles of Incorporation, and Policies and or Resolutions of the association. The Executive Committee will have the authority to make budget revision up to 10% of the current year's budget expenses.

SECTION 6 OFFICERS

6.01 Officers. The officers of the association shall be a President, Vice President, Treasurer, Secretary and such other officers as may be elected in accordance with the provisions of this SECTION 6.

6.02 Election. The officers of the association shall be elected annually by the Board from among the members of the Board and hold office at the pleasure of the Board. Any elected Board member may hold office except the President shall have served at least one (1) year on the Board immediately prior to being elected.

6.03 Term. The officers of the association shall serve for terms of one year. Each officer shall hold office until a successor shall have been elected and qualified. An officer may serve for any number of consecutive terms.

6.04 Removal. Any officer may be removed, with or without cause, by a vote of three-fourths of the entire Board at any meeting of the Board called for that purpose, provided the notice of such meeting states such purpose.

6.05 Resignation. Any officer may resign at any time by delivering written notice to the Board. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

6.06 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

6.07 President. The President, or other officer or agent of the association authorized by the Board, shall preside at all meetings of the Board, and may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

6.08 Vice President. The Vice President shall perform such duties as may be prescribed by the Board from time to time.

6.09 Treasurer. The Treasurer, or other officer or agent of the association authorized by the Board, shall have charge and custody of and be responsible for all funds and securities of the association; receive and give receipt for moneys due and payable to the association from any source whatsoever, and deposit all such moneys in the name of the association in such banks, trust companies, or other depositories as shall be selected by the Board; and in general perform all of the duties incident to the office of Treasurer and such others as may from time to time be assigned by the Board.

6.10 Secretary. The Secretary, or other proper officer or agent of the association authorized by the Board, shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; insure that all notices are given in accordance with the provisions of these bylaws and the Washington nonprofit corporation act; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the Board.

SECTION 7 REGIONS

7.01 Regions. The association shall be divided into up to seven geographic regions as determined by the Board. Each region which has at least one chartered chapter shall be entitled to elect one voting Regional Director every three years. New regions may be added if authorized by the Board in accordance with policies adopted by the Board.

7.02 Chapters. Chapters may be chartered within a region under procedures adopted by the Board. Chapters are eligible for affiliation provided they submit a petition for charter signed by no fewer than ten current members in good standing of the association within the geographic area of the proposed chapter. The chapter must have a minimum of 25 members in good standing, have an established dues schedule, be incorporated within the geographic area served, be qualified as tax-exempt under the Internal Revenue Code, have bylaws approved by the Board, and submit such other reports and information as required by the Board.

7.03 Chapter Authority. Chapters shall be comprised only of current members of the association who are in good standing. Each chapter's fiscal year shall be the same as the fiscal year of the association.

7.04 Revocation of Chapter Charter. Chapters who are 90 days delinquent in filing of required reports or fail to comply with the association's operating procedures may be placed in suspension and their charter revoked following notice to the chapter from the Board and the opportunity to appear at a Board meeting to show cause why the charter should not be revoked.

SECTION 8 CORPORATE TRANSACTIONS

8.01 Contracts. The Board 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 and on behalf of the association, and such authority may be general or confined by specific instances.

8.02 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the association, shall be signed by such officer or agent of the association as from time to time may be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer of the association.

8.03 Deposits. All funds of the association shall be deposited from time to time to the credit of the association in such banks, trust companies, or other depositories, as the Board shall select.

SECTION 9 CORPORATE RECORDS AND REPORTS

9.01 Records. The association shall maintain adequate and correct accounts, books and records of its business and properties. All these books, records and accounts shall be kept at its principal place of business in the state of Washington, as fixed by the Board from time to time.

9.02 Books and Records. Each director, each member of a committee designated by the Board, and each officer of the association shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account and other records of the association, including reports made to the association by any of its officers, by an independent certified public accountant, or by an appraiser or other expert selected with reasonable care.

9.03 Fiscal Year. The fiscal year of the association shall begin on January 1 and end on December 31.

9.04 Inspection of Books and Records. The corporate records shall be open at any reasonable time to inspection by any member.

SECTION 10 RESTRICTIONS ON ACTIVITIES

Notwithstanding any other provisions of these bylaws, no director, officer, employee, agent, or any other representative of the association shall take any action or carry on any

activity by or on behalf of the association not permitted to be taken by an organization exempt under section 501(c)(6) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

SECTION 11 AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, at any meeting of the Board, if the following procedure is followed:

11.01 First Reading. The proposed modifications to these Bylaws shall be read aloud at a duly-held meeting of the Board. The directors shall then be given an opportunity to discuss the proposed modifications. If a majority of the Board approve the proposed modifications, the proposed modifications to these Bylaws will be read and discussed further at the next regularly scheduled meeting of the Board.

11.02 Second Reading. At the next regularly scheduled meeting of the Board, the proposed modifications to these Bylaws shall be read aloud. The directors shall then be given an opportunity to discuss the proposed modifications. If a majority of the Board approve the proposed modifications, the proposed modifications to these Bylaws will be read and discussed for a final time at the next regularly scheduled meeting of the Board. Within 10 days after such second reading, the minutes of the Board meeting shall be prepared and shall include the full text of the proposed modifications and an electronic newsflash shall be sent to the members which shall include the full text of the proposed modifications.

11.03 Final Reading and Adoption. At the next regularly scheduled meeting of the Board, the proposed modifications to these Bylaws shall be read aloud. The directors shall then be given an opportunity to discuss the proposed modifications. Upon approval of the Board, the proposed modifications to these Bylaws will be adopted. A copy of the adopted amendment or new Bylaw shall be placed in the book of minutes with the original of these Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the book.

11.04 Emergency Modification. In the event that the Board believes there is an urgent reason to amend, alter, or repeal these Bylaws or adopt new Bylaws quickly, these Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, at any meeting of the Board, if at least two weeks notice shall have been given to each director of the intention to take such action at such meeting, a quorum of directors attend such meeting, and the directors in attendance as such meeting unanimously approve such modification. In such case, a copy of the adopted amendment or new Bylaw shall be placed in the book of minutes with the original of these Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the book.

[end of bylaws]