

BYLAWS OF THE NORTHERN CALIFORNIA/HAWAII NEBB

A Chapter of the National Environmental Balancing Bureau

ARTICLE I

Name

The organization shall be named the “Northern California/Hawaii NEBB” (hereinafter referred to as “The Chapter”). Its principal office shall be located in Northern California.

ARTICLE II

Territory

The geographical territory of this chapter shall be as follows: The area in the State of California extending northward from 36 degrees North Latitude, Northern Nevada, Hawaii and excluding those geographic areas within the boundary which are now or should in the future be consigned to any other NEBB Chapter by 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 and the NEBB By-laws and other NEBB governing documents.
2. The Chapter should review, evaluate, process, and make recommendation on applications for certification and recertification per the current edition of the Operational Procedures.
3. To promote the programs of NEBB, the Procedural Standards for NEBB disciplines, and NEBB objectives.

4. To maintain the standards established by NEBB.
6. To undertake and discharge such actions as directed by NEBB pursuant to the NEBB Quality Assurance Program, as that Program is established and published from time to time by NEBB on its official website.
7. To conduct or sponsor seminars or refresher courses not less than annually for the Continuing Education of NEBB Certified Professionals and NEBB Certified Technicians.

ARTICLE IV

Affiliation

Section 1. Any applicant Firm 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. After receipt of a complete applicant Firm's application for NEBB certification, the Application Review Process meeting must be held within 30 days and the Application Review Process document must be sent to the applicant within 2 weeks of the review meeting.

Section 3. Chapter roster shall be limited to firms which:

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

The Chapter roster shall be limited to those firms certified to perform any of the NEBB Certified Disciplines.

Section 4. Chapter affiliation shall be limited to those firms which meet the certification requirements of the current edition of the Operational Procedures.

- 1) Affiliation will be open to all firms certified in any of the NEBB disciplines.
- 2) Affiliation with a local chapter is a requirement for maintaining certification.

ARTICLE V

Board of Directors

Section 1. A Board of Directors shall manage the business and affairs of this Chapter. The board of directors shall be Certified Professionals employed by NEBB Certified Firms. The board of directors shall consist of six (6) Board of Directors, the President, President Elect, Technical Chair, Education Chair, Marketing Chair and the Immediate Past President. The Board of Directors shall be elected every 2 years.

Section 2. No more than 2 members of the same Firm may serve as an officer of the Board.

Board Term Limits: No Director shall serve for more than three (3) successive, full, two year terms, but may be re-elected following the intervention of two (2) years. Partial-term service as an Interim Director shall not be counted against the term limits established for Directors.

- (f) In the event that a Director is selected as the President-Elect, Vice President or Treasurer during the last year of a third consecutive term, that Director shall be allowed to serve additional years to serve as President-Elect, Vice President or Treasurer, respectively.
- (g) The positions of President and Immediate Past President are filled by succession, as addressed in ARTICLE VI, Section 1, "Officers." If director eligibility has otherwise expired, the President and Immediate Past President will be allowed to remain directors in order to serve these officer positions, respectively.
- (h) Immediate Past President Resignation: The Immediate Past President is not eligible to serve as a Director or officer upon completion of his or her year as Immediate Past President, but may be re-elected as a Director following the intervention of two (2) years.
- (i) In the event of the inability or failure of a Director to serve, the NEBB Executive/Finance Committee shall nominate an Interim Director to replace any such director. Interim Director candidates are subject to the approval and confirmation of the then current Board of Directors.

Section 3. 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 4. 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) 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 quorum for a Board of Directors' meeting is a simple majority.

Section 5. Special Meetings of the Board of Directors may be called by the President or any two (2) 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 the meeting.

Section 6. 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 7. Vacancies on the Board of Directors shall be filled by a vote of remaining board members.

Section 8. In the event that a Director ceases to be employed by a NEBB Certified Firm, the Director shall be allowed to serve no more than 13 months unless the Director again becomes an employee of a Certified Firm.

Section 9. The President and the President-Elect will be succession positions whereby the President will succeed to Past President and the President Elect will succeed to President. All other BOD positions will be elected positions.

Section 10. At all meetings of the Board of Directors, the vote of two-thirds of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors. An abstaining vote is counted neither for nor against, but the BOD member counts in establishing the number of votes required to pass a motion.

Section 11. A Board Member may be removed from office if, by a vote of a majority of Board Members, said removal is considered in the best interest of NEBB.

ARTICLE VI

Officers

Section 1. The officers of this Chapter shall be the President, President Elect, Past President, Technical Chair, Education Chair, and Marketing Chair.

Section 2. With the exception of Past-President and President, the officers of this Chapter shall be elected every 2 years by a majority vote of the firm voting membership.

Section 3. The President Elect shall act as Treasurer of the Chapter. The Chapter Coordinator shall act as secretary. The President and the Chapter

Coordinator shall be the Chapter's representatives to NEBB. They 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. The Chapter President's attendance at the NEBB Conference will be contingent upon the Chapter's Annual Budget.

Section 4. The President-Elect must be a NEBB Certified Professional employed at a NEBB firm who has served a minimum 2 year term on the Board.

Section 5. Electronic voting for election of our Board of Directors as well as all Chapter voting issues is allowed as pursuant with the State of California Corporate Law Code, Section 7513.

ARTICLE VII

General Membership Meetings

Section 1. Meetings of this Chapter shall be held as provided in the Bylaws, at least annually. Notice of such meetings shall be sent 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 sent to the Chapter members not less than ten (10) days prior to the meeting.

Section 3. The majority of firms affiliated with this Chapter constitute 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.

Section 5. Firms will vote anonymously on all issues. Ballots will be counted and verified and the results will be published as "yea, nay, abstain, and no reply."

ARTICLE VIII

Dues and Fees

Section 1. The dues and fees required for affiliation with the Chapter shall be in an amount to be determined by the Board of Directors. Firms not paying in a timely manner will be dealt with by NEBB per the Operational Procedures.

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 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.

Section 5. An audit shall be conducted on the Chapter's accounting department every 3 years by a certified CPA and/or firm. The first audit shall be conducted starting the first part of 2012 for the 3 previous calendar years, and continuing thereafter every 3 years.

ARTICLE IX

Standing Committees

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

- (a) To evaluate the qualifications of a firm making application for certification and recertification to 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.
- (d) QAP disciplinary or administrative action as directed by NEBB

Education Committee. The Education Committee shall conduct the annual recertification seminar and any other educational activities, which may be assigned by the Board of Directors. The Board of Directors shall establish an education committee, chaired by the Educational Chairman, which shall be responsible to NEBB for the following:

- (a) Conduct the annual recertification seminar
- (b) Any other educational activities which may be assigned by the BOD

Marketing Committee. The Board of Directors shall establish a marketing committee, chaired by the Marketing Chairman, which shall be responsible to the Chapter for the following:

- (a) Make recommendations to the Board on marketing strategies to further the promotion of NEBB and its member firms.
- (b) Conduct, attend and administer any and all marketing programs approved by the Board

Nominating Committee. The Nominating Committee shall consist of five (5) members in good standing. The BOD's Past President will serve on the committee but not as Chairman. The Chapter Voting membership preceding the election year shall elect the Nominating Committee. Nominees receiving the four highest numbers of votes shall be elected. In the case of a tie, there shall be a runoff election. Chairman shall be elected by popular vote by the committee members.

The Nominating Committee shall select from the members eligible to hold office one candidate for the office of President Elect, Technical Chair, Education Chair, Marketing Chair and any other electable Board of Directors position and shall obtain from each candidate consent to stand for election. The Nominating Committee shall present the names of the candidates selected not less than thirty (30) days before the date of the election meeting or electronic vote.

The Board of Directors shall establish such other standing committees 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 Office:

- (a) Immediately instruct the Technical Committee Chairman (or their 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 NEBB.
- c) If unsuccessful, the case will be referred to NEBB 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 firm 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 payments 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 two-thirds (2/3) vote of the quorum of affiliated firms present at regular meeting, a special meeting or electronic vote 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.

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