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International Facility Management Association Bylaws

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Article I: Membership

Section 1.

Membership

- (a) Qualifications. IFMA membership shall consist of individuals who support the vision, mission, goals, core values and Code of Ethics of the Association. IFMA members shall be a minimum of eighteen (18) years of age.
- (b) Classification(s). There shall be eight classifications of membership: professional members, associate members, retired members, Fellow members, student members, young professional members, educator-head of FM program members and limited members. The Board may adopt procedures implementing the membership classification process.

- (c) Rights. Professional, associate, retired, Fellow and young professional members in good standing shall have the right to vote, hold office, serve as Directors or delegates, serve on committees and/or task forces, participate in Association activities and receive periodic information from the Association. Subject to such limitations and qualifications as prescribed by these bylaws or by the Board of Directors procedures, members may join Association components and participate in its activities. Educator-head of FM programs and limited members cannot vote, hold office in the Association or serve as a member of the Board of Directors. Student members cannot serve as Officers of the Association.

Section 2.

Professional Member

Professional membership is open to individuals whose primary professional responsibilities involve the practice, leadership, management, research, or instruction of one or more facilities management core competencies.

Section 3.

Associate Member

Associate membership is open to individuals whose primary responsibilities include business development; sales and/or marketing as a consultant; representation of a manufacturer, vendor, dealer, distributor; and/or providing facility-related products and services.

Section 4.

Retired Member

Retired membership is open to professional and associate members in good standing upon their permanent retirement from full-time employment in a position qualified for professional or associate membership.

Section 5.

Fellow Members

Fellow membership is open to individuals who have been bestowed the title of IFMA Fellow and who, as a result, are exempt from annual dues.

Section 6.

Student Member

Student membership is open to individuals who are engaged in full-time (as defined by the institution) study at an accredited post-secondary institution in a program related to facilities management or a related discipline. Members shall be a minimum of eighteen (18) years of age.

Section 7.

Young Professional Member

Young professional membership is open to IFMA members that are thirty-five (35) years of age or younger.

Section 8.

Educator-Head of FM Program Member

Educator-head of FM program membership is open to individuals who are in a leadership role at an accredited college or university. In support of their work in advancing the profession, Educator-head of FM program members are exempt from dues.

Section 9.*Limited Member*

Limited membership is open to individuals in special situations as defined and allowed by the Board of Directors. Limited members will have access to limited benefits. Limited membership shall apply to situations such as, but not limited to, members joining IFMA components from other organizations from which IFMA has a Memorandum of Understanding allowing activity such as joining certain components of the Association, etc. Limited members cannot vote, hold Office or serve as a Director of the Association unless specifically allowed by the Board of Directors.

Section 10.*Limitation of Rights and Privileges*

Such rights and privileges of membership shall not include use of Association resources, the Association's name or intellectual property, or the Association's membership directories for the direct promotion of products or services unless approved by IFMA Global staff.

Section 11.*Application for Membership*

All applicants for membership shall complete an application and submit it with requisite dues as determined by Article II of these Bylaws.

Section 12.*Acceptance of Membership*

Upon approval and classification by IFMA Global staff, the applicant shall be deemed a member of the Association. The President and Chief Executive Officer may reject a membership application for cause, subject to review by the Executive Committee. In the event of rejection, the application and payment shall be returned to the applicant.

Section 13.*Term*

Membership shall be based on an annual term, renewable indefinitely and subject to reclassification, upon payment of dues as set by the Board of Directors in accordance with these Bylaws. All membership terms are approved by the Board of Directors.

Section 14.*Reclassification*

If a member changes position or occupation and no longer qualifies for membership in the member's current classification, the member shall promptly notify IFMA Global staff for reclassification. Subject to procedures adopted by the Board, IFMA Global staff may, on a pro-rate basis, make additional assessments of dues or a partial refund of dues based on the new membership class.

Section 15.*Resignation*

A resigning member is not entitled to a pro rata refund of dues, fees or charges paid previously.

Section 16.*Discipline*

- (a) Standards of Conduct. All members shall comply with IFMA's Code of Ethics and shall conduct themselves in a manner consistent with the values, standards, and reputation of the Association. Any conduct, whether related to professional practice or personal behavior, that is deemed unbecoming of a member or detrimental to the Association may be subject to review and disciplinary action.

- (b) Ethics and Discipline. Any matter involving an alleged violation of Clause (16 a), including conduct deemed unbecoming of a member or detrimental to the Association, shall be referred to the Ethics Committee, which is responsible for reviewing complaints, overseeing investigation as appropriate, and making recommendations in accordance with policies approved by the Board of Directors. Discipline may include a series of remedies up to and including removal of membership.

Article II: Dues and Fees

Section 1.

Membership Dues

The Board of Directors shall set all membership dues and fees, which shall reflect membership classification and the global and geographic needs of the membership. The Board of Directors may require additional dues payments or fees to join or participate in Association components or to participate in other Association activities. The Board of Directors may establish provisions and guidelines for complimentary membership in the Association. Criteria for complimentary membership and limited membership shall be stated in Board policy when such memberships are allowed.

Section 2.

Payment of Dues

All dues, including dues attributable to membership in a component, must be paid directly to the Association unless otherwise approved by the Board of Directors. IFMA Global staff shall send annual dues notices to all members at least sixty (60) days prior to the membership anniversary date, which shall be payable upon receipt. Dues may be paid on an annual or pro-rata basis as determined by the Board of Directors and as stated in Board policy.

Section 3.

Procedure for Non-Payment

If the annual dues of any member remain unpaid after the anniversary date, a final notice shall be sent. If a member's dues remain unpaid for a period of time as determined by the Board of Directors after final notice, such membership shall be terminated automatically. If satisfactory explanation for non-payment is provided to IFMA Global staff, the membership may be reinstated on terms in accordance with such procedures, if any, established by the Board of Directors.

Section 4.

No Assessments

Association components do not have the power to levy any special assessment on any member of the Association, other than regular annual dues and reasonable and necessary fees for attendance at Association and component meetings, conferences, seminars and special events. Voluntary contribution programs for component support or other purposes may be established by the Board of Directors. The Board of Directors may, on a case-by-case basis or by adopted procedures, allow components the ability to charge additional and/or supplemental fees for services rendered by such components.

Section 5.

Membership Transfers between Chapters and Councils

Members who transfer to another chapter or council will be required to pay the appropriate fee for services to receive membership benefits for the new chapter or council. IFMA Global staff will prorate and adjust chapter dues remittances accordingly.

Article III: Officers, Directors and Official Staff

Section 1.

Positions, Qualifications and Terms

- (a) Positions
 - i. The Officers shall be the Chair, First Vice Chair and Second Vice Chair as stated in the Constitution. No person shall hold more than one Officer position at the same time.
 - ii. From time to time, the Executive Committee shall set the number of non-Officer Directors for a specific fiscal year at no fewer than seven (7) and no more than ten (10). Any reduction in the number of Directors shall not shorten the term of any Director than serving. The Executive Committee shall appoint all Directors. From the date the results of the Officers' election are distributed to the membership through June 30 of that same year, the Executive Committee may set the number of Directors and appoint new Directors, with such appointments to become effective July 1. After the Chair or incoming Chair notifies the President and Chief Executive Officer of a Director's appointment, that Director shall receive notice of all future Board meetings, even if the appointment is not yet effective.
 - iii. The official staff shall consist of the President and Chief Executive Officer (Ex-Officio) and Secretary. The President and Chief Executive Officer is a voting member of the Board.
 - iv. The Chair shall invite the Immediate Past Chair to attend meetings of the Board of Directors, with the right to speak but not to vote or make motions.
- (b) Qualifications. All Officers, Directors and official staff shall be over eighteen (18) years of age. As stated in Article I of these Bylaws, professional, associate, retired, young professional and Fellow members may serve as Officers. All Officers, Directors, and the President and Chief Executive Officer shall be members of the Association in good standing.
- (c) Terms
 - i. Officers shall serve for a one-year term commencing on July 1 and continuing through June 30 and until their successors are elected and qualified, or until their earlier resignations or removals. No member shall be eligible to serve more than two consecutive terms in the same office.
 - ii. Directors shall serve a fixed term of either two (2) or three (3) years, commencing on July 1 and concluding on June 30 of the final year following their appointment, and shall continue to serve until their successors are appointed and qualified, unless they resign or are removed earlier. A Director may be appointed for up to two (2) additional years extending the term to a maximum of five (5) years. No more than three (3) Director terms may be extended in a fiscal year.

Section 2.

Officer Election Procedure

- (a) Nominating Committee Procedures: The Nominating Committee shall make one or more nominations for each elected office and submit its nominations to the President and Chief Executive Officer by March 1.
- (b) Nomination Process: The Officers shall be elected by the membership. Only those candidates for office who are nominated in accordance with the procedures outlined in this Article, by the Nominating Committee or by petition, shall be deemed eligible for election. All nominees must submit to the President and Chief Executive Officer by March 16, a signed statement consenting to candidacy and agreeing to serve if elected.
- (c) Petition Process: A candidate may be nominated by petition signed by at least 30 Association members. The required signatures must be from members of at least three different Association components. A petition must be submitted to the President and Chief Executive Officer by March 16.

- (d) Balloting Process: The President and Chief Executive Officer shall submit a ballot, containing the names of those candidates nominated by the Nominating Committee and those nominated by petition, to all members in good standing by April 1. The ballot shall list the name, title and country of each candidate, a brief statement by each candidate and a notification indicating whether the candidate's nomination was by the Nominating Committee or petition. Ballot winners shall be determined by a plurality of the votes cast.

Section 3.

Vacancies

In the event of a vacancy in the office of Chair, the First Vice Chair shall succeed the Chair for the remainder of the Chair's term. In the event of a vacancy in the office of First Vice Chair, the Second Vice Chair shall succeed the First Vice Chair for the remainder of the First Vice Chair's term. A vacancy in the office of Second Vice Chair shall be filled by a member of the Board of Directors, selected by a majority vote of the Board of Directors, even if the remaining members of the Board constitute less than a quorum, for the remainder of the Second Vice Chair's term. No advance notice shall be necessary for filling a vacancy in the office of Second Vice Chair at a regular meeting of the Board. A vacancy in a Director's position shall be filled by appointment by the Executive Committee for the remainder of the replaced Director's term.

Section 4.

Chair

The Chair is the Chairperson of the Board of Directors. The Chair shall preside over all meetings of the Executive Committee, Board of Directors and House of Delegates; have oversight for the business of the Association; ensure that all directives, resolutions, adopted procedures, and policies of the Board of Directors and Executive Committee are put into effect; and monitor the activities of the Association's President and Chief Executive Officer. The Chair may designate a parliamentarian to advise the presiding officer at any meeting.

Section 5.

First Vice Chair

The First Vice Chair shall preside over meetings when the Chair is absent.

Section 6.

Second Vice Chair

The Second Vice Chair shall preside over meetings when both the Chair and First Vice Chair are absent.

Section 7.

President and Chief Executive Officer

- (a) General duties. The Board of Directors shall employ a President and Chief Executive Officer. The President and Chief Executive Officer's roles and responsibilities are for overall responsibility for directing, managing and conducting the business of the Association, subject to the Articles of Incorporation, the Constitution, these Bylaws and the policy decisions of the Board of Directors. Unless otherwise stated or unless such duties are in the nature of policy making, all duties imposed on the Association by law, the Articles of Incorporation, the Constitution and these Bylaws shall be duties of the President and Chief Executive Officer, including, but not limited to, the power to:
 - a. approve, revise and authorize use of copyrights and trademarks;
 - b. adopt guidelines for supervision of the activities of Association staff; and
 - c. determine the date and location of the Association's annual conference at least 180 days in advance.

- (b) Specific duties. The President and Chief Executive Officer shall attend all regular meetings of the House of Delegates, Board of Directors and Executive Committee. The President and Chief Executive Officer shall prepare an annual budget for presentation to the Finance Committee and Board of Directors. Unless otherwise provided, the President and Chief Executive Officer shall provide all notices required by law, the Constitution, and these Bylaws and receive all communications addressed to the Association. The President and Chief Executive Officer shall maintain a record with all current policies and procedures adopted by the Board and shall distribute copies of the record to any member, regardless of membership class, upon request and payment of a fee to cover the cost of duplication, processing and delivery.
- (c) Delegation. Any duty assigned to the President and Chief Executive Officer by law, the Constitution, these Bylaws, Board policies, adopted procedures or directives may be delegated by the Board or the President and Chief Executive Officer to a member of the Association staff. When there is no President and Chief Executive Officer in office, the powers and duties of the President and Chief Executive Officer shall rest with the Executive Committee, which may delegate some or all such powers and duties to an acting President and Chief Executive Officer.

Section 8.

Secretary

The President and Chief Executive Officer shall, with the approval of the Board, appoint a corporate Secretary, who may be a member of the Association staff. The Secretary shall maintain the Association's corporate records and perform the obligations of a corporate Secretary required by law. The President and Chief Executive Officer may appoint a recording secretary for meetings of the Executive Committee, Board of Directors and House of Delegates.

Section 9.

General duties

In addition to those duties detailed in these Bylaws, the Officers, Directors and official staff shall perform such additional duties as prescribed by law, the Constitution and the Board's policies, adopted procedures, and directives, and such customary duties as detailed in the Association's adopted parliamentary authority.

Section 10.

Discipline

- (a) The Board of Directors may subject an Officer or Director to discipline, including but not limited to suspension, but not to include removal from office, for cause, after affording the Officer or Director notice and the opportunity to be heard.
- (b) An elected Officer only may be removed from office for cause, following the removal procedure prescribed in the Association's adopted parliamentary authority as modified by these Bylaws. The Ethics Committee shall investigate and prosecute charges against the Officer, with a hearing on such charges to take place before the disinterested members of the Board. If the Board votes by two-thirds (2/3) vote to recommend removal of the Officer, it shall submit the question of removal to all members in good standing for a vote without a meeting as provided in these Bylaws Article V. Section 5.
- (c) A Director only shall be removed from office for cause by a two-thirds vote by the Board of Directors, after affording the Director notice and the opportunity to be heard.
- (d) The President and Chief Executive Officer and the Secretary shall serve at the pleasure of the Board of Directors and may be removed from office by the Board with or without cause. The Board's authority to remove the President and Chief Executive Officer from office shall be without prejudice to his or her contract rights as an employee of the Association.

Article IV: Board of Directors

Section 1.

Powers and Responsibilities

In addition to such powers, authority and responsibilities vested in the Board of Directors by the Constitution [Const. Art. V, § 1], the Board shall have all power and authority of the Association not otherwise delegated to another body or individual by law, the Articles of Incorporation, the Constitution or these Bylaws, including, but not limited to, the power to:

- (a) enact policies and procedures for the governance of the Association, including a Code of Ethics, a Conflict of Interest policy, a Communications policy and a policy for Indemnification of Individual Officers, Directors and employees of the Association; provided that such policies and procedures are consistent with applicable law, the Articles of Incorporation, the Constitution, and these Bylaws;
- (b) approve, revise and authorize use of a corporate seal, Association marks, certification marks, logos, and other intellectual property protected by law;
- (c) approve the budget, approval of which shall constitute authorization to spend within its limits unless otherwise provided by the Board;
- (d) establish the location of the principal corporate office, a registered entity in the state of Michigan, USA and such additional offices as it may deem useful or necessary;
- (e) approve the annual independent audit of the Association's financial condition;
- (f) adopt rules for its own proceedings.

Unless otherwise stated, all duties in the nature of policy making imposed on the Association by law, the Articles of Incorporation, the Constitution and these Bylaws shall be duties of the Board of Directors.

Section 2.

Board of Directors' Meetings

- (a) Regular meetings. Regular meetings of the Board of Directors shall be held at least two (2) times a year at the call of the Chair at such time and place as determined by the Chair, in consultation with the President and Chief Executive Officer. The President and Chief Executive Officer shall provide at least thirty (30) days' notice of the time and place of regular meetings.
- (b) Special meetings. The Chair, the Executive Committee or four members of the Board may request a special meeting by informing the President and Chief Executive Officer and stating the purpose for which the special meeting is to be called. The special meeting shall take place at such time and place as determined by the Chair in consultation with the President and Chief Executive Officer but shall be scheduled no less than 30 days after the President and Chief Executive Officer has received the request for a special meeting. The President and Chief Executive Officer shall call the special meeting and provide members of the Board with at least one week's notice of the time and place of the meeting stating the purpose for which the special meeting is to be called. In case of emergency, such notice as is practical shall be deemed adequate. No business shall be transacted at a special meeting except in regard to the purpose stated in the meeting notice.
- (c) Quorum. A majority of the members of the Board shall constitute a quorum.

- (d) **Agenda.** Any member of the Board may submit a business item to the President and Chief Executive Officer twenty (20) days in advance of a regular Board meeting for inclusion on the agenda. In consultation with the President and Chief Executive Officer, the Chair shall determine the order of business on the agenda. The agenda shall be circulated to all members of the Board at least three days before the meeting. The pre-circulated agenda shall constitute the order of business for the meeting unless the Board by majority vote reorders the business items at the beginning of the meeting. A business item requiring action not on the pre-circulated agenda may be introduced only pursuant to a two-third (2/3) vote.
- (e) **Procedural Rules.** Three members of the Board of Directors may demand that any vote be counted. Except as varied by special rule adopted by the Board, the provisions of "Robert's Rules of Order Newly Revised" applicable to small boards shall apply at all meetings of the Board of Directors regardless of the size of the Board.
- (f) **Electronic Participation.** Meetings may be held by teleconference, videoconference, or other means, provided that all members of the Board have access to the facilities used and that all voting members can participate.
- (g) **Action without a Meeting.** The Board may take action without a meeting if all Directors entitled to vote on the matter and consent to such action in writing transmitted by electronic means, including email. Any such action shall be valid and effective as if taken at a duly called and held meeting of the Board, provided that the following requirements are met:
 - i. **Initiation.** The Board Chair or designee shall transmit the proposed action to all Directors at their email addresses of record, together with a clear description of the matter to be decided, any supporting materials, and a stated deadline for response.
 - ii. **Voting Period.** Unless a shorter or longer period is specified in the notice, Directors shall have no fewer than seventy-two (72) hours from the time the notice is transmitted to cast their vote.
 - iii. **Required Participation.** All members of the Board must cast a vote (affirmative, negative, or abstention) for the action to be valid. Silence or non-response shall not constitute a vote or count toward quorum. All participants to "reply all" to email vote.
 - iv. **Approval Threshold.** Action shall be approved upon receipt of the affirmative votes of the number of Directors required to approve such action at a duly noticed meeting of the Board.
 - v. **Record of Action.** The Secretary shall retain copies of all email communications related to the vote and shall record the action in the minutes of the next regular Board meeting, including the vote tally and the names of Directors who voted affirmatively, negatively or abstained.
 - vi. **Limitations.** Email voting shall not be used for matters that these Bylaws or applicable state law require to be acted upon only at a meeting of the Board, or for matters that the Board Chair or any Director reasonably determines require deliberation prior to a vote.

Section 3.

Attendance

If any member of the Board of Directors fails to attend two consecutive meetings without satisfactory excuse, the Chair, after communication with such member, may declare the position vacant, subject to the member's right to appeal the Chair's determination to the full Board.

Section 4.

Remuneration

No remuneration shall be paid to members of the Board of Directors, except for the President and Chief Executive Officer.

Section 5.

Expenses

Reasonable expenses incurred by a member of the Board of Directors in connection with Association business shall be reimbursed upon approval by the President and Chief Executive Officer or the President and Chief Executive Officer's designee. Expenses incurred by the President and Chief Executive Officer shall be approved by the Chair of the Board or the Chair's designee.

Article V: House of Delegates

Section 1.

House of Delegates Power, Authority, and Composition

The power, authority and composition of the House of Delegates shall be as stated in the Constitution. Except for such votes as are provided for by the Constitution and these Bylaws, and as otherwise required by law, all the powers, rights and privileges of the Association's membership exercisable at any meeting, whether annual or special, shall be exercised by the House of Delegates.

Section 2.

House of Delegates Representation

- (a) Delegates. Each certified chapter, council, community and student chapter shall choose Delegates in accordance with procedures adopted by such components, which procedures shall conform to the Constitution, these Bylaws, and any policies and adopted procedures of the Board. The Board shall adopt procedures for the selection of delegates representing the members-at-large. Each component shall be entitled to the number of delegates equivalent to one percent of such component's membership count, rounded up to the next whole number. Each such component may select up to an equivalent number of alternate delegates. Each delegate shall have one vote, and an alternative delegate may not vote without replacing the delegate. No delegate may represent more than one component. Delegates shall serve a term starting at the beginning of the annual conference after their selection and ending at the beginning of the following annual conference.
- (b) Record Date. The Board may fix record dates for determination of membership status for apportionment of delegates to components and for registration of delegates in advance of a meeting. The record date for registration of delegates shall not be more than sixty (60) or less than ten (10) days before such meeting. A certified component shall mean certified by IFMA Global staff as in compliance with these Bylaws and the Board's adopted policies and procedures as of the record date for apportionment of delegates to components.

Section 3.

House of Delegates Meetings

- (a) Annual Meeting. The House of Delegates shall hold an Annual Meeting at the Association's annual conference at such time and place as determined by the Board or as delegated to President and Chief Executive Officer. If the Board fails to establish a time and place for the Annual Meeting before the end of the calendar year in which the Annual Meeting is to take place, or if the Board is unable to comply with the advance notice requirements for the planning of an annual conference by the end of the calendar year, the Board may call for a special meeting in lieu of Annual Meeting as soon as practical, at which meeting the House of Delegates may transact any business required to take place at the Annual Meeting.
- (b) Special Meetings. The Board of Directors, fifteen (15) certified components or five hundred (500) members representing at least five (5) components may request a special meeting of the House of Delegates by informing the President and Chief Executive Officer and stating the purpose for which the special meeting is to be called. The special meeting shall take place at such time and place as determined by the Chair in consultation with the President and Chief Executive Officer but shall be scheduled not later than sixty (60) days after the President and Chief Executive Officer has received the request for a special meeting. The President and Chief Executive Officer shall call the special meeting and provide delegates with notice of the time and place of the meeting, stating the purpose for which the special meeting is to be called. No business shall be transacted at a special meeting except in regard to the purpose mentioned in the meeting notice.

- (c) Notice. As required by law, written notice of meetings of the House of Delegates, whether annual or special, shall indicate the time, place and purposes of the meeting. The President and Chief Executive Officer shall either:
 - i. transmit such notices to all members of the House of Delegates at least ten (10), but no more than sixty (60), days before the date of such meeting; or
 - ii. prominently display such notice in an Association publication published at least twice annually and distributed to all members of the House of Delegates, provided that the publication including such notice is transmitted at least ten (10), but no more than sixty (60) days before the date of such meeting.
- (d) Agenda. The agenda shall include reports of officers and committees and business items received by IFMA Global staff from any member of the House of Delegates at least thirty (30) days before the date of the House of Delegates meeting.
- (e) Annual Membership Meeting and Attendance of Members at House of Delegates Meeting. These meetings may be combined into one meeting, at which all Association members are invited to attend. However, only Delegates may make motions or vote. By majority vote, the House of Delegates may go into executive session and only members of the House of Delegates and those specially invited to attend may remain in the meeting room. For purposes of this provision, alternate delegates when not serving as delegates shall have the same rights as all other Association members.
- (f) Procedural Rules. The House of Delegates may adopt rules for its own proceedings. Twenty (20) members of the House of Delegates may demand that any vote be counted. Forty (40) members of the House of Delegates may demand that any vote be taken by roll call or ballot. The House of Delegates will approve the minutes of a House of Delegates meeting. Minutes shall be distributed and approved at the next meeting.
- (g) Quorum. A quorum of the House of Delegates shall consist of twenty-five percent (25%) in person or virtual.
- (h) No Proxies. Members of the House of Delegates cannot attend or act at meetings by proxy.

Section 4.

Referral

Any action taken by the House of Delegates shall be in the nature of a recommendation. The President and Chief Executive Officer shall provide a summation of the action taken by the House of Delegates to the Board of Directors and Association staff for review.

Section 5.

Membership Votes without a Meeting

- (a) Authorization. The Constitution, these Bylaws or the Board by resolution may authorize a vote of the membership on specific issues. Any such vote shall be taken by ballot without a meeting.
- (b) Record Date. The record date for determination of membership status before distribution of ballots for a vote without a meeting shall be the date of the submission of ballots to the members.
- (c) Procedure. Any such ballots shall be distributed to all members in good standing. The ballot should include instructions regarding the manner of voting, the method of submission of ballots, and the date and time for members to submit completed ballots to IFMA Global staff. All members may submit ballots by mail or other forms of physical delivery, or by secure facsimile, email, Internet submission or such other electronic means as authorized by the Board. To be valid, votes must be received by IFMA Global staff no more than forty-five (45) days after the submission of the ballot to the members. The Board may adopt detailed procedures implementing the balloting procedure.

- (d) Quorum. In any vote submitted to the membership by ballot without a meeting, unless otherwise required by law, the result shall be valid if at least five percent (5%) of the total members in good standing submit ballots.
- (e) No Proxies. In any vote submitted to the membership for a vote by ballot without a meeting, members may not vote by proxy.

Article VI: Committees, Task Forces and Commissions

Section 1.

Standing Committees

The Association's standing committees shall include the following:

- (a) Executive Committee
- (b) Nominating Committee
- (c) Finance Committee
- (d) Ethics Committee
- (e) Audit Committee
- (f) Governance Committee

Section 2.

Executive Committee

- (a) Composition. As stated in the Constitution [Const. Art. IV], the Executive Committee shall consist of the Officers of the Association and the President and Chief Executive Officer (Ex-Officio). All members of the Executive Committee are voting members of the Board.
- (b) Authority. The Executive Committee shall exercise the authority of the Board in the control and management of the Association's affairs when the Board is not in session. The Executive Committee cannot modify action taken by the Board and the Board may modify any unexecuted action approved by the Executive Committee.
- (c) Meetings. Two (2) members of the Committee may request the Chair or the President and Chief Executive Officer to call meetings of the Executive Committee. Such meetings shall take place not more than two (2) weeks after such request, at such time and place as determined by the Chair, in consultation with the President and Chief Executive Officer. The President and Chief Executive Officer shall provide at least three (3) days' notice of such meetings, except in case of emergency. A majority of the Executive Committee shall constitute a quorum. Meetings may be held by teleconference, videoconference, or other means, provided that all participants have access to the facilities used and that all participants can participate.
- (d) Procedural Rules. Except to the extent that the Board may prescribe rules for the proceedings of the Executive Committee, the Executive Committee may adopt rules for its own proceedings.

Section 3.

Nominating Committee

- (a) Composition. The Nominating Committee shall consist of the current Chair of the Board, the Immediate Past Chair, and at least two (2) additional Association members appointed by the Committee Chair. No more than one member shall be from the same chapter. At least one (1) member shall not be a Director. Any member of the Nominating Committee who becomes a candidate for office shall immediately resign from the Committee. The Nominating Committee Chair will be the Immediate Past Chair.
- (b) Authority. The Nominating Committee shall identify, evaluate, and recommend a slate of officers for election by the members in accordance with the Constitution, these Bylaws, and Board-approved policy. In doing so, the Committee shall consider the current and anticipated needs of the Association and the competencies required of Officers.
- (c) Meetings. The Nominating Committee shall meet as necessary, at the call of the Committee Chair.
- (d) Procedural Rules. Except to the extent that the Board may prescribe rules for the proceedings of the Nominating Committee, the Nominating Committee may adopt rules for its own proceedings.

Section 4.

Finance Committee

- (a) Composition. The Finance Committee shall be composed of the First Vice Chair as Chair of the Committee, Second Vice Chair, and President and Chief Executive Officer. The President and Chief Executive Officer shall designate one (1) additional staff member to serve the Committee in an advisory capacity.
- (b) Authority. The Finance Committee shall assist the Board of Directors in its fiduciary oversight by overseeing investments, reviewing financial performance and forecasts, guiding the budget development process, reviewing and recommending annual operating and capital budgets, and advising the Board on financial policies and long-term financial sustainability.
- (c) Meetings. As prescribed by the currently constructed committee.
- (d) Procedural Rules. Except to the extent that the Board may prescribe rules for the proceedings of the Finance Committee, the Finance Committee may adopt rules for its own proceedings.

Section 5.

Ethics Committee

- (a) Composition.
 - i. The Ethics Committee shall consist of three (3) Immediate Past Chairs willing and able to serve, with the most recent Immediate Past Chair serving as Committee Chair. The President and Chief Executive Officer shall serve the Committee in a non-voting, advisory capacity.
 - ii. If a member of the Ethics Committee has a conflict of interest, as determined in accordance with the Board's Conflict of Interest Policy, that member shall be recused and replaced for that matter by the next most recent Immediate Past Chair willing and able to serve.
 - iii. The Board of Directors may authorize the Ethics Committee to establish subcommittees to conduct investigations under the supervision of the Ethics Committee. Such subcommittees shall be chaired by a member of the Ethics Committee and may include other Association members appointed by the Ethics Committee.
- (b) Authority.
 - i. The President and Chief Executive Officer shall receive all unresolved charges of violations by an Association member, Director or Officer of the Association's Articles of Incorporation, Constitution, Bylaws, or adopted policies and procedures, including but not limited to the Code of Ethics. The President and Chief Executive Officer shall forward all such charges to the Ethics Committee for review and investigation. The Ethics Committee shall report on the results of its investigation of each such charge to the Executive Committee and the Board, with a recommendation whether discipline is warranted and, if so, the appropriate form of discipline.
 - ii. The Ethics Committee shall prosecute any removal action against an elected Officer pursuant to Bylaws Article III, § 10(b).
 - iii. Any Association member may refer a question regarding interpretation of the Code of Ethics to the President and Chief Executive Officer for possible referral to the Ethics Committee for an advisory opinion, which the Ethics Committee shall report to the inquirer and the Board.
- (c) Meetings. As prescribed by the currently constructed committee.
- (d) Procedural Rules. Except to the extent that the Board may prescribe rules for the proceedings of the Ethics Committee, the Ethics Committee may adopt rules for its own proceedings.

Section 6.

Audit Committee

- (a) Composition. The Audit Committee shall be composed of the Second Vice Chair and four (4) Association members in good standing, none of whom shall be an employee of the Association.
- (b) Authority. The Audit Committee shall assist the Board of Directors in fulfilling its oversight responsibilities with respect to the integrity of the Association's financial statements and financial reporting process, the effectiveness of internal controls over financial reporting, the engagement, independence, performance, and where appropriate, replacement of the Association's independent auditors, the review of the annual audited financial statements and any management letters or significant audit findings, and compliance with applicable financial reporting and regulatory requirements. The Audit Committee shall have the authority to communicate directly with the independent auditors, management, and legal counsel as necessary to carry out its responsibilities and shall report its findings and recommendations directly to the Board of Directors. All of the Audit Committee's findings will be reported to the Board of Directors through the Second Vice Chair.
- (c) Meetings. In accordance with the Audit Committee Charter
- (d) Procedural Rules. In accordance with the Audit Committee Charter

Section 7.

Governance Committee

- (a) Composition. The Governance Committee shall consist of a minimum of five (5) and no more than seven (7) members. Standing members of the committee are the President and Chief Executive Officer, Corporate Secretary and Immediate Past Chair. The Committee Chair shall be appointed by the Board Chair.
- (b) Authority. The Board of Directors of IFMA authorizes the Governance Committee, within the scope of its roles and responsibilities, to assist the Board in maintaining effective governance practices by:
 - i. Periodically reviewing the Board's policies, guidelines, and governance practices and recommending improvements as appropriate;
 - ii. Periodically reviewing and recommending updates to the Association's Constitution and Bylaws; and
 - iii. Identifying opportunities to strengthen Board effectiveness, structure, and governance processes, and recommending proposed changes regarding the functioning of the Board of Directors for consideration and approval.
- (c) Meetings. Meetings will be conducted at a minimum of once a year or more often if called by the Committee Chair. The Chair will develop an agenda to be distributed to the committee members ten (10) days prior to each meeting. The Chair is responsible for overseeing the operation of the committee, chairs the meetings in cooperation with the Association staff and coordinates meetings, both physical and virtual.
- (d) Procedural Rules. Except to the extent that the Board may prescribe rules for the proceedings of the Governance Committee, the Governance Committee may adopt rules for its own proceedings.

Section 8.

Special Committees

With the approval of the Board of Directors, the Executive Committee shall establish and determine the terms and charter of additional special committees. The members of such committees shall be selected by the Executive Committee and approved by the Board of Directors. The charter for all special committees formed by the Executive Committee includes specific directives to the committee, term limits, leadership roles and rotation, number of members, sunset provisions, staff liaison, etc.

Section 9.
Task Forces

The Chair with approval of the Executive Committee shall establish and determine the terms of task forces. The members of such task forces shall be selected by the Chair or Executive Committee. The charter for all task forces shall include specific directives to the task force.

Section 10.
Certification Commission

- (a) Composition. The Certification Commission appoints all its members according to the guidelines outlined in the Certification Commission Operating Rules.
- (b) Authority. The Certification Commission shall be responsible for the independent oversight, development and operation of the Association's certification programs. All policy decisions relating to credentialing governance matters for certification credentials shall be the sole decision of the Certification Commission who shall have the independent oversight of certifications and are not subject to approval by any other body. Responsible for oversight of the global job task analysis process, certification exam development, defining the job role of facility management and determining the standards against which facility management professionals will be measured.
- (c) Meetings. The Certification Commission shall hold its annual meeting in person at IFMA's annual conference. Additional meetings may be held by teleconference, videoconference, or other means, provided that all participants have access to the facilities used and that all participants can participate.
- (d) Procedural Rules. The Certification Commission shall adopt Operating Rules for the certification process governance to ensure compliance with the requirements and standards of the applicable third-party accrediting bodies.

Section 11.
Certificate Commission

- (a) Composition. The Certificate Commission appoints all its members according to the guidelines of the accreditation body as outlined in the Certificate Commission Operating Rules.
- (b) Authority. The Certificate Commission shall be responsible for the independent oversight, development and operation of the Association's certificate programs. All policy decisions relating to credentialing governance matters for certificate-based programs and related materials shall be the sole decision of the Certificate Commission who shall have the independent oversight of certificates and are not subject to approval by any other body. Responsible for the development and updating of the facility management body of knowledge.
- (c) Meetings. The Certificate Commission shall hold its annual meeting in person at IFMA's annual conference. Additional meetings may be held by teleconference, videoconference, or other means, provided that all participants have access to the facilities used and that all participants can participate.
- (d) Procedural Rules. The Certificate Commission shall adopt Operating Rules for the governance of certificate program activities to ensure compliance with the requirements and standards of the applicable third-party accrediting bodies.

Section 12.
Authority to Act

A committee, task force or commission may act immediately upon notification to the members of the committee, task force or commission that the committee, task force or commission is complete.

Article VII: Special Interest Groups

Section 1.

Purposes

Special Interest Groups (SIG) are Councils, Communities and other groups which may be formed around specific industries, interests, and facility types, providing an opportunity for the exchange of information in areas relating to unique interests of particular segments of the Association membership. SIG formation is at the direction of the Association's Board of Directors as stated in Article IX, Section 4(d) of these Bylaws.

Section 2.

Councils

- (a) Association Councils shall advance IFMA's mission by providing a forum for members with shared professional and industry or sector-based interests, to exchange knowledge, develop professional practice, and contribute to the discipline of facility management. Councils shall be chartered and shall be affiliated with the Association.
- (b) Membership. SIG membership shall be restricted to Association members or members of organizations that the Association has formal written alliances that permit such participation. The SIG may invite non-members to attend SIG meetings and events in accordance with such policies and procedures, if any, adopted by the Association Board of Directors.
- (c) Organization. Each Council shall adopt a set of bylaws approved by the Association Board of Directors as provided in the following section. The Association Board may adopt model Council bylaws for the advice of Association members organizing a Council. The Council Bylaws shall provide that the Council:
 - i. Will abide by applicable law, the Association's Articles of Incorporation, Constitution, and these Bylaws, and policies and procedures adopted by the Association's Board;
 - ii. Is organized and operated exclusively for purposes consistent with Section 501 (c) (6) of the United States Internal Revenue Code, 26 U.S.C. § 501 (c) (6) or the corresponding provisions of any successor statute;
 - iii. If formed on or after April 3, 2017, is an entity within the Association and all funds received on behalf of the Council will be paid to the Association;
(a) The Association shall remit to each certified Council a portion of dues collected from Council members, in amounts and on terms established by Board policy. Receipt of dues remittances is conditioned on the Council's certified status and compliance with applicable financial reporting requirements.
 - iv. If formed before April 3, 2017, is a separate entity and the Association is not financially responsible for it;
 - v. Shall immediately notify IFMA Global staff of the results of Council elections of officers;
 - vi. Council delegates shall be selected directly by the Council members or indirectly by officers or a Board of Directors elected by the Council members; and
 - vii. Shall furnish all records and reports requested by IFMA Global, including regular reports on the financial condition of the Council. All subsequent changes in the Council bylaws must be approved by the Board of Directors.
 - viii. Councils may use IFMA name and marks solely for chartered activities in accordance with IFMA IP policies. Any other use requires prior written Association President and Chief Executive Officer approval.
- (d) Council Formation Requirements after July 15, 2021. To become an Association Council, the organizers of the proposed Council must submit, and the Association Board of Directors must approve:
 - i. The names of a minimum of twenty-five (25) Association members who are eligible for membership under the proposed Council bylaws;
 - ii. The names, addresses, email addresses and telephone numbers of the members who will serve as temporary officers of the Council; and
 - iii. A complete set of proposed bylaws.
- (e) Recertification. Each Council shall submit a request for recertification to the Association's IFMA Global staff each year by the date established by the IFMA Global staff. The request shall

include such information as required by the policies and procedures adopted by the Association's Board of Directors. The Association's Board of Directors shall review the request for recertification and approve or deny the request based upon the professional activity of the Council and its officers. The Board may grant conditional recertification upon such terms and conditions as the Board deems appropriate.

- (f) Suspension and Termination. For failure to:
 - i. Obtain recertification;
 - ii. Meet financial obligations; or
 - iii. Conduct itself according to the Association's Constitution and Bylaws or policies and procedures adopted by the Association's Board of Directors, a Council may be suspended by the Association's Executive Committee or terminated by the Association's Board of Directors. Suspension shall result in:
 - (a) The immediate cessation by the Council of all activities except such activity as is necessary to maintain the solvent existence of the Council;
 - (b) Suspension of remittance of dues attributable to the Council by the Association; and
 - (c) The suspension of any Council delegates from participation in the House of Delegates.

If the Council is suspended, the Association's Board shall consider Council termination at its next meeting. The Association's Board may reverse a suspension by the Association's Executive Committee. If the Association's Board determines that the circumstances listed in this section exist, it may terminate the Council and revoke its charter or choose to continue to recognize the Council as an active component upon such terms and conditions as the Association's Board deems appropriate.

- (g) Council Dissolution. In the event that the Board terminates a Council or a Council votes to dissolve voluntarily, the Council shall immediately return its charter to the IFMA Global staff. The Council then shall take all action necessary to dissolve. If the Council is unable to dissolve and liquidate its assets, the Association's President and Chief Executive Officer or the President and Chief Executive Officer's designees shall be deemed the Council's representative and may perform all acts useful and necessary for the dissolution of the Council and the liquidation of its assets. Any properties, funds or moneys, securities or other assets remaining in the treasury of, or held to the account of, or otherwise belonging to the Council shall be disposed of as follows:
 - i. All liabilities and obligations of the Council shall be paid and discharged, or adequate provision shall be made by the members of the Council to do so; and
 - ii. All remaining assets held by the Council shall be transferred or conveyed, without obligation or restriction, to the Association to be used in whatever manner the Association's President and Chief Executive Officer and Board shall deem appropriate.

Section 3.

Communities and Other Groups

- (a) Association Communities shall support IFMA's mission by providing collaborative spaces for members united by common interests, or practice areas to connect, learn, and contribute to the profession. Communities and other groups shall be chartered and shall be affiliated with the Association.
- (b) Membership. SIG membership shall be restricted to Association members or members of organizations that the Association has formal written alliances that permit such participation. The SIG may invite non-members to attend SIG meetings and events in accordance with such policies and procedures, if any, adopted by the Association Board of Directors.
- (c) Organization. Each Community shall adopt a charter approved by the Association Board of Directors. The charter will include specific directives, roles and responsibilities, Executive Board leadership roles and term limits. The community:
 - i. Will abide by applicable law, the Association's Articles of Incorporation, Constitution, and these Bylaws, and policies and procedures adopted by the Association's Board;
 - ii. Shall furnish all records and reports requested by IFMA Global staff.

- iii. Is an entity within the Association and all funds received on behalf of the Community will be paid to the Association.
 - iv. The Community may use IFMA name and marks solely for chartered activities in accordance with IFMA IP policies. Any other use requires prior written Association President and Chief Executive Officer approval.
- (d) Formation Requirements.
- i. Names of a minimum of twenty-five (25) Association members intending to participate.
 - ii. Names and contact information of proposed temporary officers;
 - iii. A proposed charter. Board may establish additional requirements by policy.
- (e) Annual recertification submission to IFMA Global staff. Board of Directors reviews and approves, conditionally approves, or denies based on activity and compliance.
- (f) Suspension and Termination. For failure to:
- i. Obtain recertification;
 - ii. Meet financial obligations; or
 - iii. Conduct itself according to the Association's Constitution and Bylaws or policies and procedures adopted by the Association's Board of Directors, a Community may be suspended by the Association's Executive Committee or terminated by the Association's Board of Directors. Suspension shall result in:
 - a. The immediate cessation by the Community of all activities except such activity as is necessary to maintain the solvent existence of the Community;
 - b. Suspension of remittance of dues attributable to the Community by the Association; and
 - c. The suspension of any Community delegates from participation in the House of Delegates.

If the Community is suspended, the Association's Board shall consider Community termination at its next meeting. The Association's Board may reverse a suspension by the Association's Executive Committee. If the Association's Board determines that the circumstances listed in this section exist, it may terminate the Community and revoke its charter or choose to continue to recognize the Community as an active component upon such terms and conditions as the Association's Board deems appropriate.

- (g) Community Dissolution. In the event that the Board of Directors terminates a Community or a Community votes to discontinue its activities, the Community shall return its charter to the Association.

As Communities are not separate legal entities of the Association, all funds, assets, and obligations associated with the Community are maintained and administered by the Association. Upon termination, the Association shall be responsible for the orderly wind-down of the Community's activities, including the settlement of any outstanding obligations and the disposition of any remaining funds or assets.

Any remaining funds or assets attributable to the Community shall be retained by the Association and used in a manner consistent with the Association's mission, as determined by the Board of Directors or the President and Chief Executive Officer.

Article VIII: Association Chapters

Section 1.

Purposes

Chapters are a primary means by which IFMA delivers member value at the local level within a defined geographic area, supports professional development, builds community among facility management professionals, and advances the discipline of facility management.

Section 2.

Chapters

Chapters shall be chartered and shall be affiliated with the Association.

Section 3.

Membership

As stated in the Constitution [Art. VII], membership in Chapters shall be restricted to Association members. The Chapter may invite non-members to attend Chapter meetings and events in accordance with such policies and procedures, if any, adopted by the Association's Board of Directors.

Section 4.

Organization

Each Chapter shall adopt bylaws approved by the Association's Board of Directors, as provided in the following section. The Association's Board of Directors may adopt model bylaws for the advice of Association members organizing a Chapter. The Chapter bylaws shall provide that the Chapter:

- (a) Will abide by applicable law, the Association's Articles of Incorporation, the Constitution and these Bylaws, and policies and procedures adopted by the Association's Board. In the event of any conflict between a Chapter's bylaws and Association's governing documents, the Association's governing documents shall prevail.
- (b) Is organized and operated exclusively for purposes consistent with Section 501 (c) (6) of the United States Internal Revenue Code, 26 U.S.C. § 501 (c) (6) or the corresponding provisions of any successor statute;
- (c) Is a separate entity and the Association is not financially responsible for it;
 - i. The Association reserves the right to audit or review the financial records of any Chapter upon reasonable notice where the Board determines there is reasonable cause to believe the Chapter is not meeting its financial obligations or is not complying with applicable law or Association policies.
 - ii. The Association shall remit to each certified Chapter dues collected from Chapter members, in amounts and on terms established by Board policy.

Receipt of dues remittances is conditioned on the Chapter's certified status and compliance with applicable financial reporting requirements.

- (d) Shall immediately notify the IFMA Global staff of the results of Chapter elections for Officers;
- (e) Delegates shall be selected directly by the Chapter members or indirectly by officers or a Board of Directors elected by the Chapter members; and
- (f) The Chapter shall furnish all records and reports requested by the IFMA Global staff, including regular reports on the financial condition of the Chapter, minutes of all meetings of the Chapter's Board of Directors, meeting notices, etc. All subsequent changes in the Chapter bylaws must be approved by the Association's Board of Directors.
- (g) Chapter may use name and marks solely for chartered activities in accordance with IFMA IP policies. Any other use requires prior written Association President and Chief Executive Officer approval.

Section 5.
Formation Requirements

To become an Association Chapter after July 15, 2021, the organizers of the proposed Chapter must submit, and the Association's Board of Directors must approve:

- (a) The names of a minimum of twenty-five (25) Association members who are eligible for membership under the proposed Chapter bylaws.
- (b) The names, addresses, email addresses and telephone numbers of the members who will serve as temporary Officers of the Chapter; and
- (c) A complete set of proposed bylaws.

Section 6.
Recertification

Each Chapter shall submit a request for recertification to the IFMA Global staff each year by the date established by the Association's IFMA Global staff. The request should include such information as required by policies and procedures adopted by the Association's Board of Directors. The Association's Board of Directors shall review the request for recertification and approve or deny the request based upon the professional activity of the Chapter and its officers. The Board may grant conditional recertification upon such terms and conditions as the Board deems appropriate.

Section 7.
Suspension and Termination

For failure:

- (a) To obtain recertification;
- (b) To meet financial obligations or;
- (c) To conduct itself according to the Association's Constitution and these Bylaws or policies and procedures adopted by the Association's Board of Directors, a Chapter may be suspended by the Association's Executive Committee or terminated by the Association's Board of Directors. Suspension shall result in
 - i. The immediate cessation by the Chapter of all activity except such activity as is necessary to maintain the solvent existence of the Chapter; and
 - ii. Suspension of remittance of dues attributable to the Chapter by the IFMA Global staff.

If the Chapter is suspended, the Association's Board shall consider Chapter termination at its next meeting. The Association's Board may reverse a suspension by the Association's Executive Committee. If the Association's Board determines that the circumstances listed in this section exist, it may terminate the Chapter and revoke its charter or choose to continue to recognize the Chapter as an active component upon such terms and conditions as the Association's Board deems appropriate. Before the Board votes on termination, the Chapter shall receive written notice of grounds and a minimum twenty-one (21) day opportunity to submit a written response or appear before the Board.

Section 8.
Dissolution

In the event that the Board terminates a Chapter or a Chapter votes to dissolve voluntarily, the Chapter shall immediately return its charter to the IFMA Global staff. The Chapter then shall take all action necessary to dissolve. If the Chapter is unable to dissolve and liquidate its assets, the Association's President and Chief Executive Officer or designee shall be deemed the Chapter's representative and may perform all acts useful and necessary for the dissolution of the Chapter and the liquidation of its assets. Any properties, funds or moneys, securities or other assets remaining in the treasury of, or held to the account of, or otherwise belonging to the Chapter shall be disposed of as follows:

- (a) All liabilities and obligations of the Chapter shall be paid and discharged or adequate provision shall be made by the members of the Chapter to do so; and

- (b) All remaining assets held by the Chapter shall be transferred or conveyed, without obligation or restriction, to the Association to be used in whatever manner the Association's President and Chief Executive Officer and Board shall deem appropriate.

Section 9.

Student Chapters

Student Chapters shall foster awareness of and engagement with IFMA and the facility management profession among students at accredited colleges and universities. Student Chapters serve as IFMA's primary means of developing the next generation of FM professionals, building early career networks, and creating a pipeline of qualified and engaged future members. Student Chapters are encouraged to collaborate with nearby IFMA professional Chapters to strengthen mentorship opportunities, professional engagement, and the transition of students into IFMA membership.

Student Chapters may be established at accredited universities and colleges which have a facility management or related field of study. To become an Association student Chapter, the organizers of the proposed student Chapter must submit, and the Association's Board of Directors must approve:

- (a) An Association student Chapter may be established upon application to the Association and approval in accordance with policies adopted by the Board of Directors. Each proposed student Chapter shall meet the following minimum requirements:
- i. A minimum of ten (10) students who are enrolled at an accredited college or university and who intend to pursue facility management or an affiliated profession;
 - ii. The student Chapter shall be organized through one of the following structures:
 - a. As a recognized student organization at an accredited college or university and in compliance with the policies and requirements of the host institution, or
 - b. Under the sponsorship or administrative support of an IFMA professional Chapter serving the geographic area of the participating institution or institutions;
 - iii. A faculty advisor from the host institution or, when hosted by an IFMA professional Chapter, a designated professional Chapter mentor or liaison to support the activities of the student Chapter;
 - iv. Proposed bylaws that meet the minimum contents required under Section 4 of this Article.
- (b) Upon approval of a student Chapter, the Association's Board shall grant the student Chapter a charter in compliance with adopted policies and procedures. The Association may provide financial support to certified student Chapters in amounts and on terms determined by Board policy. Receipt of any Association financial support is conditioned on the Chapter's compliance with applicable bylaws and policies, including any fund-use reporting requirements. The Board may suspend or withhold financial support from any Chapter that fails to meet recertification requirements.
- (c) Each student Chapter shall maintain appropriate academic or professional oversight. A student Chapter shall have either:
- i. A faculty advisor from the host institution's faculty or staff; or
 - ii. When the student Chapter is hosted or sponsored by an IFMA professional Chapter, a designated mentor or liaison from the sponsoring professional Chapter.

The Board of Directors shall establish policies governing the roles, expectations and responsibilities of faculty advisors and professional Chapter mentors or liaisons.

If a student Chapter loses its faculty advisor or designated mentor or liaison, the Chapter shall notify the Association within thirty (30) calendar days and identify a replacement within ninety (90) calendar days. Failure to do so may result in the Chapter being placed on conditional status in accordance with Board policy.

- (d) IFMA grants each certified student Chapter a limited, non-exclusive, revocable license to use specified IFMA marks solely in connection with its chartered activities. The license automatically terminates upon suspension or revocation of the Chapter's

charter. Student Chapters shall comply with IFMA's IP policies, Digital assets and social media accounts created using IFMA branding shall be transferred to IFMA or deleted upon officer transition or Chapter dissolution, in accordance with Board policy.

- (e) Each student Chapter shall conduct its activities in a manner consistent with IFMA's values, Code of Ethics, and the standards expected of an IFMA-affiliated entity. If a student Chapter loses its recognized status at its host university, it shall immediately notify IFMA's Global staff, and the Chapter's charter shall be automatically placed under review. The Board shall establish policies for providing graduated responses to organizational conduct issues, ranging from remediation requirements to charter suspension.
- (f) A student Chapter unable to maintain active operations due to student turnover or academic-cycle factors may be placed in dormant status for up to two (2) consecutive academic years. Dormant Chapters retain their charter but shall not receive financial support or House of Delegate rights. Reactivation requires demonstrating that the Chapter meets active requirements. Chapters dormant for more than two (2) years may be suspended or terminated by the Board.
- (g) The Board shall establish policies to facilitate the transition of student Chapter members to IFMA membership upon completion of their studies, including eligibility for Young Professional membership as provided in Article 1, Section 7.
- (h) Student Chapters may be organized in affiliation with an accredited college or university or under the sponsorship of an IFMA professional Chapter serving the geographic area of the participating institution or institutions.

When a student Chapter is affiliated with a college or university, the Association may enter into affiliation agreements or Memoranda of Understanding with the host institution. The President and Chief Executive Officer is authorized to execute such agreements on behalf of the Association, subject to terms and conditions established by the Board of Directors.

When a student Chapter is sponsored by an IFMA professional Chapter, the sponsoring Chapter may provide mentorship, administrative support and professional engagement opportunities for participating students in accordance with policies established by the Board.

The Board of Directors may establish policies governing relationships among student Chapters, host institutions and sponsoring professional Chapters.

- (i) The Board of Directors shall consider and establish by policy whether and to what extent the Association's indemnification framework extends to student Chapter officers acting in good faith within the scope of their chartered role. Until such policy is established, no indemnification is extended to student Chapter officers by operation of these Bylaws.

The following provisions of this Article apply to student Chapters:

Section 3 (Membership)

Section 4(c) Separate Entity Status and Section 5 Formation Requirements do not apply

Section 6 (Recertification, as adapted by Board policy for academic-year cycles),
Section 7 (Suspension and Termination, subject to the dormancy provisions of this
Section)

Section 8 (Dissolution)

The Board may adopt policies further by adapting any Article VIII provision for student Chapters.

Article IX: Additional Declarations and Administration

Section 1.

Official Journal Publication

The official journal publication of the Association is the FMJ. The Association's annual report to the membership shall be published in FMJ.

Section 2.

Official Logo

The logo of the Association shall consist of the following:



This logo and designation may not be used by any person, company, business, organization or group for any purpose without the express written consent of the Association.

Section 3.

Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Association, its Board, House of Delegates, committees and components in all cases in which they are applicable and in which they are not inconsistent with the Articles of Incorporation, the Constitution, these Bylaws, or any special rules of order that the Association, the Executive Committee, the Board, the House of Delegates or such components may adopt for their own governance. Rules in the nature of rules of order contained in the Constitution and these Bylaws may not be suspended unless the rule provides for its own suspension.

Section 4.

Definitions

- (a) "Cause" for discipline, including expulsion from membership or removal from office, shall include, but is not limited to: violation of the Association's Articles of Incorporation, Constitution, Bylaws, or adopted policies and procedures, including but not limited to the Code of Ethics, and conduct tending to injure the Association's good name, disturb its well-being, or hamper its work.
- (b) "Member in good standing" shall mean a member who has neither voluntarily resigned from membership nor been expelled or suspended from membership.
- (c) "Past Chair" shall mean a member in good standing who served to the end of a term as Chair after election or succession. "Immediate Past Chair" shall mean the Past Chair, if any, who served immediately before the commencement of the current full annual officers' term, and who agrees to serve in the roles assigned by these Bylaws to the Immediate Past Chair.
- (d) "Components" (i.e., geographic Chapters, student Chapters, Councils, Communities) are operational groups within the Association. The Association's Board of Directors is authorized to form new components as needed and to determine the structure, qualifications, limitations and requirements of such components
- (e) "Task Force" shall mean an action-oriented group that may consist of Association members and non-members. The Chair with approval of the Executive Committee may establish a task force, appoint its members, determine its duration, monitor its progress and terminate its function, and each task force shall be responsible to the Executive Committee. The charge of a task force may include addressing specific goals, completing a specific task or considering a particular issue.

Section 5.*Disqualification for Interest*

A member of the Board of Directors or of a committee shall be disqualified from participation concerning or voting on any item of business as to which the member has a direct personal or pecuniary interest not common to the other members of the Board or committee, respectively, in accordance with the Conflict of Interest Policy adopted by the Board.

Article X: Amendment and Interpretation

Section 1.

Amendment

Any elected Officer or Director may propose an amendment to these Bylaws by submitting the proposed amendment in writing to the Governance Committee. All proposed amendments shall be consistent with the IFMA Constitution and applicable laws. The Governance Committee shall present any proposed amendment in writing to the President and Chief Executive Officer at least thirty (30) days prior to a meeting of the Board of Directors. The President and Chief Executive Officer shall notify the members of the Board of the proposed amendment at least twenty (20) days prior to the meeting at which the amendment is to be considered. These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, provided that a majority of the Directors then in office vote in the affirmative. Notwithstanding the foregoing, these Bylaws may be amended without prior notice by a unanimous vote of the Directors then in office.

Section 2.

Notice of Amendments

Following amendment of these Bylaws, the President and Chief Executive Officer shall publish the updated Bylaws.

Section 3.

Interpretation

These Bylaws are intended to effectuate the Association's Articles of Incorporation and Constitution. To the extent that a provision of these Bylaws conflicts with a provision of the Articles of Incorporation or the Constitution, the Articles of Incorporation and the Constitution shall control.