

BYLAWS
of the
SEATTLE BUILDING ENCLOSURE COUNCIL
A Washington Non-Profit Corporation

Pursuant to Washington's Nonprofit Corporation Act as set forth in Chapter 24.03 of the Revised Code of Washington ("RCW"), the Members of the SEATTLE BUILDING ENCLOSURE COUNCIL, a Washington nonprofit corporation (hereinafter the "Corporation"), hereby adopt the initial Bylaws for the Corporation, as follows:

Article 1 - Names

1. In addition to the name "Seattle Building Enclosure Council," the Corporation may use as an assumed business name, the acronym "SeaBEC."
2. The term "Seattle Building Enclosure Council" and "SeaBEC" as used herein, is synonymous with the term "Corporation" as used in Chapter 24.03 of the Revised Code of Washington ("RCW"), pertaining to nonprofit corporations.

Article 2 - Purpose

The purpose of the Seattle Building Enclosure Council is to provide a forum for persons engaged in the building industry to discuss issues and exchange information regarding all aspects of building enclosure. Those proponents will be, but are not necessarily limited to, architects, engineers, contractors, consultants, sub-contractors, product manufacturers, building code officials, lawyers, insurance industry personnel, developers and building owners.

Article 3 - Membership

1. Eligibility for membership: Membership shall be open to any person who supports and otherwise endorses the purpose of the Corporation.
2. Nomination. A prospective member may be nominated for membership at any regular membership meeting. A majority of those members present may elect such nominee to membership subject to the nominee's payment of the annual dues.
3. Membership Dues: Membership dues shall be as established from time to time by the Board of Directors and shall be due and payable the first (1st) day of July for each fiscal year.

4. Rights of members: Except for non-voting Members as the Board of Directors may establish and define, each and every other Member shall have equal rights with all other Members. Student members are defined as non-voting members.
5. Resignation and Termination: Any Member may resign by delivering a written resignation to the Secretary of the Corporation. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Any member may have their membership terminated by a majority vote of the Board of Directors present at any Board meeting.
6. Termination. The Board of Directors by a majority vote, may terminate a member for good cause, such as but not limited to, non-payment of dues, unethical behavior, etc.
7. Non-Voting Membership: The Board of Directors shall have the authority to establish and define non-voting categories of Membership.
8. Leave of Absence. Upon written application to the Board of Directors setting forth good and sufficient cause, a leave of absence may be granted excusing a Board or Committee member from attending the Board or Committee meetings of the Corporation for a specified length of time.

Article 4 – Meetings of Members

1. Meetings. All Membership meetings shall be open to all Members and the public at large. All meetings of the Board of Directors shall be open to all Members.
2. Regular Monthly Meetings. Regular meetings of the Members shall be held on the third Thursday of every month, except that, unless decided to the contrary by the Board of Directors, no meetings will be held during the months of July and August. The agenda for each meeting will be established by the Board of Directors.
3. Annual Meetings. The Annual Meeting of the Members shall take place on the third Thursday of June, with the specific time and location to be specified by the Board of Directors in accordance with RCW 24.03.075. At the annual meeting the Members shall elect Directors and Officers. Any business may be considered at an Annual Meeting.
4. Special Meetings. Special meetings of the Membership may be called in accordance with RCW 24.03.075.
5. Quorum. A quorum at any Membership meeting will consist of ten percent (10%) of the voting Members pursuant to RCW 24.03.090.

6. Conduct of Meetings. All Membership meetings will be conducted as follows:
- (a) Robert's Rules of Order. The latest edition of *Robert's Rules of Order* will be the guide for the conduct of all meetings when requested by a current Board member.
 - (b) President Presides. The President will preside at all Membership meetings. If the President is absent then the Vice-President will preside. If the Vice-President is also absent then another member of the Board of Directors will preside.
 - (c) Majority Rule. Except as otherwise provided, all elections, propositions or issues will be decided by the majority of the voting Members present. Voting will be by voice, unless one or more Members present request a show of hands or a secret ballot on a particular issue.
 - (d) Proxies. No proxies will be allowed, authorized or recognized for any purpose at any time.

Article 5 - Election of Directors

1. Nomination of Directors. At a regular membership meeting in May, not less than one (1) month before the annual meeting for election of Directors to serve on the Board of Directors, the President shall ask for nominations by voting Members of the Corporation for:
- (a) Members to the Board of Directors; by rotation, with
 - (1) One (1) Director to be designated as the "Education Director" who will chair the Education Committee; one Director to be designated as the Vice President, one Director to be designated as President, one Director to be
 - (2) One (1) Director to be designated as the "Membership Director" who will chair the Membership Committee; one director to be designated as Secretary, one to be designated as Treasurer (Sec'y Treas may be combined
 - (3) One (1) Director to be designated as the "Director at Large" whose responsibilities will be delegated by the Board of Directors. One director to be designated as Director of Communications and Public Relations
2. Increase in the Number of Directors. Upon a motion duly made and seconded, a majority voice vote of the Board of Directors present at such regular membership meeting may increase or decrease the number of Directors from seven (7) members to such number as a

majority of the Board of Directors present may determine. Such increase or decrease in the number of Directors shall continue until the next annual election of Directors.

3. Presentation of Nominations. Nominations may be presented by a nominating Committee or by members from the floor, by either or by both as the members of the Corporation may determine. If the members determine to have a nominating Committee, such Committee shall be appointed as the members of the Corporation may determine. The nominations duly made shall be placed on a ballot in alphabetical order each office and shall be voted for by the voting Members at the annual meeting.
4. Nominating Committee. If there is a Nominating Committee, then the Nominating Committee will attempt to nominate a slate of nominees that represent the Corporation's diverse constituency, namely;
 - (a) Architects/Engineers;
 - (b) Product Representatives/Manufacturers;
 - (c) Owner's Representative/Property Managers;
 - (d) Insurance Industry;
 - (e) Attorneys;
 - (f) Building Envelope Consultants;
 - (g) Contractors; and
 - (h) Construction Trade Organizations.
5. Election of Directors. The candidates for Director receiving a majority of the votes shall be declared elected as Directors.
6. Board of Directors. The Directors, so elected shall constitute the Board of Directors. The Board of Directors shall meet within one (1) month after their election to determine specific Board position assignments for each Director for the Corporation as enumerated in Article 7 below.
7. Vacancy. A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board of Directors.

Article 6 - Board of Directors

1. Board of Directors - Governing Body. The governing body of this Corporation shall be the Board of Directors, consisting of not less than three (3) Directors elected in accordance with Article 5 of these Bylaws. Each director shall serve a maximum term of two (2) years with no term limits. The Board of Directors may establish a one (1) year term for a position on the Board of Directors in order to achieve overlapping terms for the members of the Board of Directors.

(a) President of the Board of Directors. At the first meeting of the Board of Directors for each fiscal year, the Board of Directors will elect a Board member to serve as President of the Board of Directors for that fiscal year.

(b) Duties of Board Members. RCW 24.03.127 pertaining to Duties of a Director, currently provides as follows:

A director shall perform the duties of a director, including the duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements including financial statements and other financial data, in each case prepared or presented by:

- (1) One or more directors or employees of the corporation whom the director believes to be reliable and competent in the matter presented;
- (2) Counsel, public accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (3) A committee of the board upon which the director does not serve, duly designated in accordance with a provision in the articles of incorporation or bylaws, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
- (4) Indemnification. Each member of the Board of Directors, or Committee Chairs, now or hereafter serving the Corporation, and each person who at the request of or on behalf of

the Corporation is now serving or hereafter serves as a Director or Committee Chair, of any other corporation, whether for profit, or not for profit, and such person's respective heirs, executors, and personal representatives, will be indemnified by the Corporation against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which such person is made a party by reason of being or having been a member of the Board of Directors, or Committee Chair except in relation to matters as to which such person may be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification will not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of the Corporation or members, or otherwise.

The Corporation will at all times, maintain in force a policy of insurance acceptable to the Board of Directors, providing adequate coverage to meet the obligations of the preceding paragraph.

Article 7 - Duties of Officers

1. President.

- (a) The Board of Directors shall elect a President to serve at the discretion of the Board of Directors.
- (b) The President must have served for at least one (1) previous year on the Board of Directors, except for the first President elected by the Board of Directors.
- (c) It shall be the duty of the President to:
 - (1) Carry out all duties assigned to the President by the Board of Directors; and
 - (2) Perform such other duties as ordinarily pertain to the office of President.

2. Vice President.

- (a) The Board of Directors shall elect a Vice President to serve at the discretion of the Board of Directors.
- (b) It shall be the duty of the Vice President to:
 - (1) Carry out all duties assigned to the Vice President by the Board of Directors;

(2) Carry out the duties of the President in the absence of the President; and

(3) Perform such other duties as ordinarily pertain to the office of Vice President.

3. Secretary.

(a) The Board of Directors shall elect a Secretary to serve at the discretion of the Board of Directors.

(b) It shall be the duty of the Secretary to:

(1) Record the attendance at meetings;

(2) Send out notices of meetings of the Corporation, Board of Directors, and Committees;

(3) Record and preserve the minutes of Board meetings;

(4) Carry out all other duties assigned to the Secretary by the Board of Directors; and

(5) Perform such other duties as ordinarily pertain to the office of Secretary.

4. Treasurer.

(a) The Board of Directors shall elect a Treasurer to serve at the discretion of the Board of Directors.

(b) It shall be the duty of the Treasurer to:

(1) Collect Dues from members, maintain custody of all funds, accounting for same to the Corporation annually, and at any other time upon demand by the Board of Directors;

(2) Comply with the requirements of all taxing authorities to which the Corporation may be subject;

(3) Carry out all other duties assigned to the Treasurer by the Board of Directors; and

(4) Perform such other duties as pertain to the office of Treasurer.

(c) Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President, all funds, books of accounts, and any other Corporation property.

6. Director of Membership:

(a) Responsible for maintaining membership roster, e-mail roster for notices of monthly meetings, sending monthly meeting notices

7. Director of Education:

(a) Responsible for chairing the education committee, conducting committee meetings and maintaining records of same. Duties are to determine topics and obtain qualified speakers for each monthly meeting, Responsible for other educational events such as seminars, panel discussions.

8. Director of Communication, Public Relations and outreach:

(a) Responsible for marketing SeaBEC to interested firms and individuals, coordinating with other industry groups, outreach to educational groups, colleges, universities, trade unions, etc.

Article 8 -Meetings of the Board of Directors

1. Board Meetings.

(a) Regular Meetings. Regular meetings of the Board of Directors shall be held at least every four (4) calendar months. Unless a schedule of regular meetings of the Board of Directors has been previously adopted, the date, time and place of each regular meeting must be provided to every member of the Board of Directors at least five (5) business days before such meeting.

(b) Special Meetings. Special meetings of the Board of Directors shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board of Directors. In the case of special meetings, the date, time, place, and subject matter of each special meeting must be provided to every member of the Board of Directors at least five (5) business days before such special meeting.

(c) Quorum of Board Members. A majority of the Board members shall constitute a quorum of the Board of Directors.

Article 9 - Statutory Meeting Requirements

All meetings of the members of the Corporation and the Board of Directors, must comply with Chapter 24.03 of the Revised Code of Washington, Washington's Non Profit Corporation Act, which provides in part as follows:

RCW 24.03.080 - Notice of members' meetings.

1. Notice, in the form of a record, in a tangible medium, or in an electronic transmission, stating the place, day, and hour of the annual meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. Notice of regular meetings other than annual shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten days prior to the next succeeding regular meeting and at any time when requested by a member or by such other notice as may be prescribed by the bylaws.
2. If notice is provided in a tangible medium, it may be transmitted by: Mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice in a tangible medium described in this subsection are effective when received.
3. If notice is provided in an electronic transmission, it must satisfy the requirements of RCW 24.03.009.

RCW 24.03.120- Place and notice of Directors' meetings.

Meetings of the board of directors, regular or special, may be held either within or without this state.

Regular meetings of the board of directors or of any committee designated by the board of directors may be held with or without notice as prescribed in the bylaws. Special meeting of the board of directors or any committee designated by the board of directors shall be held upon such notice as is prescribed in the bylaws. Attendance of a director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a director or a committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at,

nor the purpose of, any regular or special meeting of the board of directors or any committee designated by the board of directors need be specified in the notice or waiver of notice of such meeting unless required by the bylaws. If notice of regular or special meetings is provided by electronic transmission, it must satisfy the requirements of RCW 24.03.009.

Except as may be otherwise restricted by the articles of incorporation or bylaws, members of the board of directors or any committee designated by the board of directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

RCW 24.03.009 - Notice by electronic transmission -- Consent required -- When effective.

1. A notice to be provided by electronic transmission must be electronically transmitted.
2. Notice to members and directors in an electronic transmission that otherwise complies with the requirements of this chapter is effective only with respect to members and directors who have consented, in the form of a record, to receive electronically transmitted notices under this chapter.
 - (a) Notice to members and directors includes material that this chapter requires or permits to accompany the notice.
 - (b) A member or director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted.
 - (c) A member or director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record.
 - (d) The consent of any member or director is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.
3. Notice to members or directors who have consented to receipt of electronically transmitted notices may be provided notice by posting the notice on an electronic network and

delivering to the member or director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.

4. Notice provided in an electronic transmission is effective when it: (a) Is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Article 10 - Method of Voting

The business of this Corporation shall be transacted by voice vote except for the election of Directors, which shall be by a secret ballot unless upon a motion duly made seconded and adopted by majority vote to suspend the Bylaws so that election of Directors can be by either voice vote or a show of hands.

Article 11 - Committees

1. Standing Committees. The President shall, subject to the approval of the Board of Directors, name the members to the following Standing Committees:
 - (a) Education Committee; and
 - (b) Membership Committee.
 - (c) Communication, Public Relations and Outreach Committee
2. Other Committees. The President shall, subject to the approval of the Board of Directors, also appoint such other temporary Committees as may be deemed necessary from time to time.
3. President Ex Officio Member. The President shall be ex officio a member of all Committees and, as such, shall have all the privileges of membership thereon.
4. Committee Business. Each Committee shall transact such business as is delegated to it in the Bylaws and such additional business as may be referred to it by the President or the Board of Directors. Except where special authority is given by the Board of Directors, such Committees shall not take action until a report has been made to the Board of Directors and approved by the Board of Directors.

5. Continuity of Committee Membership. Where feasible and practicable in the appointment of committee members, there should be provision for continuity of membership, either by appointing one (1) or more members for a second (2nd) term or by appointing one (1) or more members to a two (2) year term.
 - (a) Education Committee. This Committee shall coordinate speakers and presenters for the regular general meetings and educational seminars.
 - (b) Membership Committee. This Committee shall be responsible for updating the e-mail lists for members and non-members and updating membership materials as required, as well as sending out meeting notifications to all members.
 - (c) Communications/Public Relations/Outreach Committee This Committee shall be responsible for outreach to schools and other industry groups, marketing SeaBEC to interested firms and persons.
 - (d) The Board of Directors may from time to time establish or terminate such other committees as the Board of Directors deems just.

Article 12 - Finances

1. The Treasurer shall deposit all funds of the Corporation in a bank to be designated by the Board of Directors.
2. All bills shall be paid only by checks signed by the Treasurer and a second Board Member upon vouchers signed by the Treasurer and one other Officer. The Treasurer will present a financial report at each regular meeting of the Board of Directors in such manner as the Board of Directors may request.
3. Directors having charge or control of funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the Corporation, cost of bond to be borne by the Corporation.
4. The fiscal year of this Corporation shall extend from July 1 to June 30 of the following year, and the collection of members' dues shall be collected at the beginning of each fiscal year.
5. At the beginning of each fiscal year the Board of Directors shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board of Directors, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board of Directors.

Article 13 - Resolutions

No resolution or motion to commit this Corporation on any matter shall be considered by the Corporation until it has been considered by the Board of Directors. Such resolutions or motions, if offered at a Corporation meeting, shall be referred to the Board of Directors without discussion.

Article 14 - Order of Business

Following a social session, each regular membership meeting will be called to order and the following will be conducted:

Correspondence and announcements; Committee reports if any; Any unfinished business; Any new business; Address or other program features;

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Announcement of the next meeting's time and place; and Adjournment.

Article 15 - Amendments

1. These Bylaws may be amended:
 - (a) At any Annual or Special Meeting of the membership;
 - (b) A quorum being present;
 - (c) By a two-thirds (2/3) vote of all members present;
 - (d) Where notice of such Annual Meeting and proposed Amendment shall have been given pursuant to RCW 24.03.080, as currently in effect or as hereafter amended.
 - (e) No amendment or addition to these Bylaws can be made which is not in harmony with the Corporation's Articles of Incorporation.

Article 16 – Dissolution

1. Dissolution Procedure. Upon recommendation by the Board of Directors, the Corporation may be dissolved and its Certificate of Incorporation surrendered if approved by seventy-

five percent (75%) those of voting Members present, there being a quorum, at any annual Membership meeting, or a Special Membership meeting called for such purpose.

2. Disposition of funds. The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and upon dissolution said funds shall inure, or be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article 17 - Seals, Trademarks, and Other Indicia

1. Control of Seals, Logos and Trademarks. The Corporation shall have the sole right to adopt and control completely the use of its Corporate Seal, and such other seals and logos, trademarks and service marks, or other indicia as it may deem suitable and appropriate. This authority includes logos and trademarks used in conjunction with any certification or other SeaBEC program. The use of the corporate Seal shall be confined, in general, to its printing or affixation in connection with duly authorized and official actions of the Board of Directors.
2. Member use of Seals, Logos and Trademarks. The seal or logo may not be used by any member for product identification purposes, in standardization or certification programs, on correspondence, advertising material, publications or similar activities absent approval by the Board of Directors. Further, the seal or logo may not be used in any way to imply the Corporation's approval, endorsement, or sponsorship of any member, company, product or services or any political candidate or cause.

CERTIFICATION

~~These Bylaws were approved on June 17, 2010, at an annual meeting of the Membership of the Seattle Building Enclosure Council by a two-thirds majority vote, a quorum being present.~~

(Signature above. Print name below.) _____, Secretary

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