

AABC Commissioning Group Bylaws

Article I - Name and Location

Section 1. Name. The name of this Corporation shall be the AABC Commissioning Group (ACG), a subsidiary organization of the Associated Air Balance Council (AABC).

Article II - Purpose

The purpose for which this association is organized shall be to promote the advancement of independent commissioning services through education, training and certification of qualified independent commissioning companies and individuals.

Article III - Membership

Section 1. Qualifications. Any company that provides independent commissioning services, and can demonstrate the ability to provide commissioning services in accordance with the AABC Commissioning Guideline, is eligible for ACG membership. Eligible companies must employ a fulltime registered architect (AIA), or a licensed professional engineer (P.E.), or a certified Test and Balance Engineer (TBE), who would serve as the Certified Commissioning Agent (CCA) for the company.

To qualify as independent, a commissioning company must have no affiliation with manufacturers of equipment or system components, installing contractors, or any other person or company which could affect the ability of the member to render an objective commissioning report.

Section 2. Approval of Membership. The applicant must submit all required documentation and application fees to ACG Headquarters. All applications are subject to review and approval by the ACG Board of Directors. Applicants are formally approved pending successful completion of the requisite certification examination.

Section 3. Office Listings. All applicants must submit a complete application, meet all requirements, and pay all dues and fees for each company location in order for the office to be listed in the ACG membership directory.

Section 4. Termination of Membership.

1. Any member may resign from the Association by submitting a written resignation to the ACG Board of Directors. Such a resignation shall be effective as of the date received at ACG Headquarters, unless another date is specified.
2. The ACG Board of Directors may expel any member from the association for conduct contrary to the objectives or the governing articles of the association.

3. Any member who resigns or is expelled shall forfeit any and all rights and privileges in the affairs and/or property of the association, including dues already paid. Any member who resigns or is expelled shall remain liable for any dues or other charges due and owing at the time of resignation or expulsion. Any member who resigns or is expelled must return all certificates, certification stamps, and any other proprietary materials issued to the member.

Article IV - Dues

Section 1. Establishment of Dues. Dues, fees, and assessments shall be established by the ACG Board of Directors for all classes of membership.

Section 2. Delinquency and Cancellation. Any member delinquent in the payment of dues, fees, and assessments may, at the discretion of the ACG Board of Directors, be dropped from the membership rolls and thereupon forfeit all rights and privileges of membership. Late fees and penalties may also be assessed on delinquent accounts.

Section 3. Application Fees. Membership application fees shall be established by the ACG Board of Directors and are non-refundable.

Article V - Meetings of the Membership and Voting

Section 1. Meetings. ACG will hold an Annual Meeting of the membership. Meetings of the membership shall be established by the ACG Board of Directors.

Section 2. Special Meetings. Special meetings of the membership may be called at any time by the Board, or by a petition of 60% of the membership.

Section 3. Notice of Meetings. Written notice of any meeting of the membership shall be sent to the last known address of each member not less than ten (10) days before the date of the meeting. Notice of special meetings shall state the purpose for which the meeting is called.

Section 4. Voting. At all meetings of the membership, each member shall have one (1) vote, and may take part in voting only in person. Unless otherwise specifically provided by these bylaws, a majority vote of the members present and voting shall govern.

Section 5. Voting by Mail. Proposals may only be offered to eligible voting members for mail vote upon the approval of the ACG Board of Directors.

Section 6. Quorum. At special meetings of the membership or a vote by mail, a majority of the eligible voting members shall constitute a quorum.

Section 7. Cancellation of Meetings. The ACG Board of Directors may cancel any meeting for cause.

Article VI - ACG Board of Directors

Section 1. Composition. The ACG Board of Directors shall consist of not less than seven (7) and no more than eleven (11) members of the association. The Board shall be comprised of a President, Vice President, Secretary/Treasurer, Immediate Past President, and at least three (3), but no more than seven (7) directors. The majority of the ACG Board members must be members of AABC. At least one member of the ACG Board of Directors must also be a member of the AABC Board of Directors. Should there not be an Immediate Past President, or should the Past President be unable to serve on the ACG Board of Directors, a Director at Large may be appointed by the Board to fill the vacancy.

Section 2. Elections. Nominations shall be solicited from the membership by the Nominating Committee. The Nominating Committee shall consist of three (3) members appointed by the board. The slate of candidates must be approved by the board before being sent to the membership in advance of the Annual Meeting. Elections will be conducted at the Annual Meeting.

The ACG Board of Directors will be elected by the membership for a three-year term. The ACG Board of Directors will be elected in staggered terms, so at least two positions are open for election each year. No member of the Board of Directors may serve more than two consecutive terms.

Section 3. Vacancies. Any vacancies may be filled by appointment by the ACG Board of Directors to ensure an odd number of members on the Board.

Article VII - Powers and Responsibilities of the ACG Board of Directors

Section 1. Powers and Duties. The direction, control, and management of the affairs, securities, properties, and funds of the association shall be vested in the ACG Board of Directors, which shall pursue such policies and activities as shall be in accord with the provisions of the Articles of Incorporation, these bylaws, and the appropriate statutes of the United States.

Section 2. Banking. The funds of the association shall be deposited in such banks or trust companies as may from time to time be designated by the Board. The securities of the association and other evidence of its property shall be deposited in such safe deposit boxes or vaults and under such safeguards as the Board shall designate.

Section 3. Liability. The members of the ACG Board of Directors of this association shall not be liable for their acts performed in good faith.

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Article VIX - Officers

Section 1. Composition and Powers. The officers of the association shall consist of the President, Vice President, and Secretary/Treasurer. The officers shall have and exercise the authority of the ACG Board of Directors in the management of the association in the interim between meetings of the Board, provided, however, that the officers shall not have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any officer; authorizing, amending, or revoking any proceedings for the voluntary dissolution of the association; adopting a plan for the distribution of the assets of the association; or amending, altering, or repealing any resolution of the ACG Board of Directors.

Section 2. Nomination and Election of Officers. The ACG Board of Directors shall convene at the Annual Meeting and nominate and elect members of the Board to serve as officers of the association.

Section 3. Term of Office. The terms of office for an officer shall begin immediately upon election and shall be for a term of one year.

Section 4. Removal. Any officer may be removed at any time by an affirmative vote of a majority of the Board of Directors.

Section 5. Duties and Responsibilities

A. President

The President shall be the Chief Executive Officer of the association and shall preside at all meetings of the ACG Board of Directors. He shall carry out all duties assigned by the Board, shall have the authority to appoint committees, and shall have active management of the activities of the Corporation.

B. Vice President

The Vice President shall perform such duties as may be assigned him by the ACG Board of Directors. The Vice President shall assume the duties of the President in his absence or inability to act.

C. Secretary/Treasurer

The Secretary/Treasurer shall be one office. He shall keep a record of all proceedings of the ACG Board of Directors and the membership meetings. He shall maintain appropriate records of the membership in the association.

The Secretary/Treasurer shall also keep a proper record of all financial transactions of the association. He shall make a report of the association's financial standing at each special or Annual Meeting of the membership.

The Secretary/Treasurer may at his discretion delegate all or part of his duties to the Executive Director. The responsibilities of his position as stated in these Bylaws shall, however, be solely his.

D. Executive Director

The board may appoint an executive director to manage the everyday operations of the association.

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The ACG Board of Directors may create such standing or special committees with such membership, duration, functions, and authority as it may deem prudent.

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Article XIII - Use of Funds

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The Governing Articles of ACG include the Bylaws, Policies and Procedures, Code of Ethics, and the Articles of Incorporation. The Governing Articles constitute the guidelines necessary for the proper administration of the association's activities. The Articles can be amended or new ones adopted by the ACG Board of Directors when and as required for proper administration of association activities.

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