

**BYLAWS  
OF  
IFMA FOUNDATION**

**ARTICLE 1  
NAME AND PURPOSE**

1.1 Name. The name of the corporation is IFMA Foundation (the "Corporation") as stated in Article One of the Articles of Incorporation of IFMA Foundation.

1.2 Purpose. The Corporation is organized exclusively for charitable, scientific, literary, research and educational purposes as set forth in Article Four of the Articles of Incorporation of IFMA Foundation. All funds and money received for the operation of the Corporation shall be used solely for the furtherance of the aims and purpose of the Corporation.

1.3 IFMA. IFMA is an acronym for the International Facility Management Association, a Texas non-profit corporation.

**ARTICLE 2  
BOARD OF TRUSTEES**

2.1 Powers. The direction and management of the affairs of the Corporation and the control and disposition of its assets shall be vested in a board of trustees (the "Board of Trustees").

2.2 Number: The Board of Trustees shall consist of not less than nine (9) and not more than fifteen (15) persons as outlined in Article 2.3 of these Bylaws. No decrease in the size of the Board of Trustees pursuant to this provision shall have the effect of shortening the term of an incumbent trustee. Any increase in the number of the Board of Trustees above fifteen (15) persons requires a change to these Bylaws per the prescribed process in Article 8 of these Bylaws.

2.3 Composition and Qualifications. The Board of Trustees shall consist of the officers of the Corporation, as detailed in Article 3 of these Bylaws, elected trustees, the Immediate Past Chair of the IFMA Foundation per the Chair's discretion and invitation, the IFMA President, and the IFMA Second Vice Chair. All trustees shall be over eighteen years of age and have an interest in education, research, scholarships, and fund raising. No trustee, except for the IFMA President and the IFMA Second Vice Chair, shall be a member of the IFMA Board of Directors.

- (a) At least one (1) elected trustee shall be an IFMA professional member in good standing.
- (b) At least one (1) elected trustee shall be an IFMA associate member in good standing.
- (c) The IFMA President shall be a non-officer trustee, with full rights to participate and vote and all the obligations of a trustee for a term in perpetuity.
- (d) The IFMA Second Vice Chair shall be a non-officer trustee, with full rights to participate and vote and all the obligations of a trustee for a term of one year.

2.4 Terms. Elected trustees shall serve for a two-year initial term commencing on July 1 and continuing through the second June 30 after their appointment and until their successors are appointed and qualified, or until their earlier resignations or removals. Trustees are elected annually with one half elected in odd years and the remaining elected in even years. Officer terms are covered in Article 3 of these Bylaws.

2.5 Limitations. No individual may serve as an elected trustee more than two consecutive two-year terms and if elected as an officer, no more than three additional years resulting in a maximum of seven consecutive years as a board member. The Immediate Past Chair, IFMA President, and IFMA Second Vice Chair are not elected and not subject to this limitation.

2.6 Elections.

- (a) Elected trustees shall be nominated annually by the Trustee Selection Committee by the 1<sup>st</sup> of March, elected by the Board of Trustees at a meeting or by mail, facsimile, or electronic ballot pursuant to such procedures as adopted by the Board of Trustees by the 15<sup>th</sup> of April. Such procedures shall provide for the tabulation of the results of the election such that elected trustees may commit and attend the Annual Strategic Planning Session of the IFMA Foundation Board of Trustees.
- (b) In the event that the Board of Trustees votes to increase the number of trustees (up to fifteen), the terms of initial additional trustees shall be adjusted by resolution of the Board as needed to conform to the staggered terms noted in Article 2.4 of these Bylaws.

2.7 Resignation. Each trustee (including officers) shall have the right to resign at any time upon written notice to the Chair of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof.

2.8 Removal. Any trustee (including officers) may be removed at any meeting of the Board of Trustees when the Board determines such removal to be in the best interest of the Corporation, provided that the call of the meeting includes notice of the intent to remove. A majority vote of those present is required to remove a trustee.

2.9 Vacancies. A vacancy in an elected trustee position shall be filled for the remainder of such trustee's term by an individual

nominated by the Trustee Selection Committee and elected by the Board of Trustees. Officer Vacancies shall be filled per Article 3.8. No advance notice shall be necessary for an election to fill a vacancy at a regular meeting of the Board.

### ARTICLE 3

#### OFFICERS

3.1 Officers. The officers of the Corporation shall be a Chair, Vice Chair, and Secretary/Treasurer. These officers are considered trustees of the corporation.

3.2 Duties.

- (a) Chair. The Chair shall preside over meetings of the Board of Trustees and the Executive Committee; in the absence of the Secretary/Treasurer, appoint an individual to act as secretary of a meeting; have oversight over the business of the Corporation; ensure that all directives, resolutions, and policies of the Board of Trustees and Executive Committee are put into effect; and, unless otherwise provided in these Bylaws, have the sole power to appoint members of all committees and task forces.
- (b) Vice Chair. The Vice Chair shall preside over meetings of the Board of Trustees and the Executive Committee when the Chair is absent.
- (c) Secretary/Treasurer. The Secretary/Treasurer shall preside over meetings of the Board of Trustees and the Executive Committee when both the Chair and Vice Chair are absent; have oversight over the financial functions of the Corporation; supervise the taking, approval, and maintenance of minutes; and maintain custody of the books and records of the Corporation, including its governing documents, policies, and procedures.
- (d) Additional Duties. In addition to duties detailed in these Bylaws, the officers shall perform additional duties as prescribed by law and the Board's adopted policies, procedures, and directives, and such customary duties as detailed in the Corporation's adopted parliamentary authority.

3.3 Term. 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.

3.4 Limitations. No individual shall hold more than one office at a time. No individual shall be eligible to serve more than one term in the same office.

3.5 Elections.

- (a) By the 1<sup>st</sup> of March of each year, the Nominating Committee shall notify the Board of Trustees of a slate containing one nomination for each office. By the 15<sup>th</sup> of May of each year, the

Board of Trustees shall vote to elect such nominees. If the Board of Trustees fails to elect any nominee at the next Board of Trustees meeting after the Nominating Committee notifies the Board of Trustees of the slate of candidates, the Nominating Committee may make additional nominations for such position until a nominee is elected by the Board of Trustees. The Board of Trustees may elect officers at a meeting or by mail, facsimile, or electronic ballot pursuant to such procedures as adopted by the Board of Trustees

- (b) Per Article Six of the Articles of Incorporation, the IFMA Board of Directors shall ratify the election of the officers of the Corporation.

3.6 Additional Officers. The Board of Trustees may appoint such officers and agents, in addition to those provided for in Article 3.1 of these Bylaws, as the Board of Trustees deems necessary. Such additional officers and agents shall have such authority and perform such as prescribed by the Board of Trustees. All such additional officers and agents shall hold their respective offices or positions at the pleasure of the Board of Trustees, and may be removed from office or discharged at any time with or without cause by the Board of Trustees, provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents. No such additional officer or agent shall be considered a trustee of the Corporation by virtue of such office or agency.

3.7 Immediate Past Chair. The Immediate Past Chair is not an officer the Corporation. The Immediate Past Chair, at the discretion of the Chair, shall be a member of the Executive Committee, shall chair the Nominating Committee, shall serve as principal historian and parliamentarian and shall perform duties if and as requested by the Chair.

3.8 Vacancies. A vacancy in the office of Chair shall be filled by the Vice Chair for the remainder of the Chair's term. A vacancy in the office of Vice Chair shall be filled by the Secretary/Treasurer for the remainder of the Vice Chair's term. A vacancy in the office of Secretary/Treasurer shall be filled for the remainder of the Secretary/Treasurer's term by a trustee nominated by the Nominating Committee and elected by the Board of Trustees.

## **ARTICLE 4**

### **MEETINGS**

4.1 Annual Meeting. The annual meeting of the Board of Trustees shall be a regular meeting held in conjunction with the IFMA Annual Conference in North America at such time and place as the Board of Trustees shall determine. All officers and committees shall report on their activities of the prior year at the annual meeting. The Secretary/Treasurer shall provide to each trustee at least sixty (60) days' notice of the date, time, and place of the annual meeting. If the Board of Trustees is unable to schedule the annual meeting in conjunction with the IFMA annual conference in North America, the

Executive Committee may call a special meeting within one month following the IFMA Annual Conference in North America, at which meeting the Board of Trustees may transact any business required to take place at the annual meeting.

4.2 Regular Meetings. Regular meetings of the Board of Trustees shall be held on such dates and at such times and in such places as the Board of Trustees shall determine, for the transaction of such business as may lawfully come before such meeting. The Secretary/Treasurer shall provide to each trustee at least thirty (30) days' notice of the date, time, and place of each regular meeting.

4.3 Special Meetings. Special meetings of the Board of Trustees may be called by the Chair or any two (2) trustees. The purpose of the meeting shall be stated in the call for meeting. Except in case of emergency, the Secretary/Treasurer shall provide to each trustee at least seven (7) days' notice of the date, time, and place of each special meeting and of each adjourned regular or special meeting. No business shall be transacted at any special meeting except that mentioned in the call for meeting.

4.4 Quorum. A majority of the trustees in office shall constitute a quorum.

4.5 Voting. As provided by statute, the vote of a majority of the trustees constituting a quorum at a meeting shall constitute the act of the Board of Trustees unless a greater number is required by law, these Bylaws, or the Articles of Incorporation.

4.6 Agenda. Any member of the Board may submit a business item to the Executive Director fourteen (14) days in advance of a regular Board meeting for inclusion on the agenda. The Chair in consultation with the Executive Director 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 reorder the business items at the beginning of the meeting. A business item not on the pre-circulated agenda may be introduced only pursuant to a two-thirds vote.

4.7 Procedural Rules. Three members of the Board of Trustees 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 Trustees regardless of the size of the Board.

4.8 Teleconference. Meetings may be held by teleconference provided that all members of the Board have access to teleconference facilities and all participants in the meeting can hear and be heard by all other participants in the meeting.

4.9 Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing.

4.10 Minutes. Within ten (10) business days of any meeting of the IFMA Foundation Board of Trustees, Standing Committee, Special Committee or Task Force, the Secretary/Treasurer shall circulate draft minutes to all trustees. When such minutes are approved or amended by the Board of Trustees, the Secretary/Treasurer shall notify all trustees of such approval or amendment within ten (10) business days

4.11 Non-Trustee Attendance. The following individuals shall have the right to attend Corporation meetings, speak in debate, and make motions, but not vote: the Foundation Executive Director, the IFMA Foundation Director of Academic Affairs and one designee appointed by the IFMA President.

## ARTICLE 5

### EXECUTIVE COMMITTEE

5.1 Powers. The Executive Committee shall exercise the authority of the Board of Trustees in the control and management of the Corporation's affairs when the Board is not in session, make recommendations to the Board of Trustees, and perform such other duties as are specified in these Bylaws or by resolution of the Board of Trustees. The Executive Committee shall be subject to the orders of the Board of Trustees and none of its acts shall conflict with action taken by the Board of Trustees.

5.2 Composition. The Executive Committee shall consist of the Chair, Vice Chair, Secretary/Treasurer, IFMA President, and at the discretion of the Chair of the Corporation, the Immediate Past Chair.

5.3 Meetings. Meetings of the Executive Committee shall follow the same procedures for meetings as outlined in Articles 4.2 through 4.10 of these Bylaws applied appropriately to the Executive Committee.

## ARTICLE 6

### COMMITTEES AND TASK FORCES

6.1 Standing Committees. In addition to the Executive Committee, the Board of Trustees shall have at least the following standing committees: Finance, Nominating, Trustee Selection, Governance, Knowledge Management, and Fundraising.

- (a) Finance Committee. The Finance Committee shall consist of the Secretary/Treasurer as Chair, and the Chair, Vice Chair, IFMA President, and two (2) additional trustees.

The Finance Committee shall:

- (1) Be responsible for overseeing the short- and long-term investments of the Corporation as set forth in the Corporation's policies. This includes having the power to direct investments of funds of the Corporation and to change the same, and to direct the sale of any part or all of the

securities and other investments of the Corporation or any rights or privileges that may accrue thereon and to cause the same to be transferred by the proper officers of the Corporation;

- (2) Report to the Board of Trustees at each regular meeting on any changes in the Corporation's investment portfolio since the last such meeting;
- (3) Review and recommend approval of the Corporation's annual budget to the Board of Trustees;
- (4) Review and recommend approval of the annual independent audit of the Corporation's financial condition to the Board of Trustees; and
- (5) As required by statute, in cooperation with the Corporation's accounting firm, annually prepare for the Board of Trustees' approval a report of the financial activities of the Corporation.

Within ten (10) business days of any meeting of the Finance Committee, the Secretary/Treasurer shall circulate draft minutes to all trustees. When such minutes are approved or amended by the Finance Committee, the Secretary/Treasurer shall notify all trustees of such approval or amendment within ten (10) business days.

- (b) Nominating Committee. The Nominating Committee shall consist of, the Immediate Past Chair as Committee Chair, if willing and able to serve, and otherwise the most recent Immediate Past Chair willing and able to serve, and 3 to 5 members, of which at least one (1) must be a member of the IFMA Board of Directors. Officers and candidates for office cannot serve on the Nominating Committee. If the Immediate Past Chair or other most recent Past Chair is unwilling or unable to serve, the Chair of the Corporation shall nominate, and the Board of Trustees shall elect, a Nominating Committee Chair.

The Nominating Committee shall present a slate of officers to the IFMA Foundation Board of Trustees for vote in accordance with Article 3.5 of these Bylaws.

- (c) Trustee Selection Committee. The Trustee Selection Committee shall be chaired by the Chair of the Corporation and members shall include the Vice Chair, and Secretary/ Treasurer of the Corporation.

The Trustee Selection Committee shall cultivate prospective trustees, select candidates for election for the position of Trustee for vote in accordance with Article 2.6 of these Bylaws.

- (d) Governance Committee. The Chair of the Corporation shall designate the Chair of this committee and at least three other members of whom can be trustees or non-trustees.

The Governance Committee shall oversee and review the policies and procedures of the Corporation, train new trustees, review and recommend the Corporation's strategic and marketing plans, review and recommend action regarding the performance of

professional staff, and review and make recommendations regarding all proposed bylaw amendments.

- (e) Knowledge Management Committee. The Chair of the Corporation shall designate the Chair of this committee and at least three other members of whom can be trustees or non-trustees.

The Knowledge Management Committee shall oversee all aspects of education, research, and scholarships, and report and make recommendations regarding these issues.

- (f) Fundraising Committee. The Chair of the Corporation shall designate the Chair of this committee and at least three other members of whom can be trustees or non-trustees.

The Fundraising Committee shall oversee all aspects of fundraising campaigns and goals for the Corporation and report and make recommendations regarding these issues.

## 6.2 Other Committees and Task Forces.

- (a) Other Committees. The Board of Trustees shall establish additional committees and special committees as the Board of Trustees shall from time to time deem necessary to carry on the work of the Corporation.

- (b) Task Forces. "Task Force" shall mean an action-oriented group established by Chair of the Corporation. The Chair of the Corporation shall appoint its members, determine its duration, monitor its progress, and terminate its function. A task force shall be responsible solely to the Chair of the Corporation who shall report to the Board of Trustees on the activities of task forces. The charge of a task force may include addressing specific goals, completing a specific task within the power of the Chair, or considering a particular issue. Functions of a task force may include the following:

- (i) gathering information and making recommendations;
- (ii) studying an issue and preparing a report;
- (iii) carrying out a specific project or activity for the Chair;
- (iv) conducting programs at conferences;
- (v) establishing sub-units of such task force.

6.3 Members. The Chair of the Corporation may appoint individuals who are not trustees or IFMA members to committees and task forces without the approval of the Board of Trustees.

## 6.4 Procedures.

- (a) Committees (including the executive committee) and task forces may adopt their own rules of procedure, provided such rules do not conflict with law, the Articles of Incorporation, these Bylaws, Board Procedures, any instructions of the Board of Trustees in the case of committees, or any instructions of the Chair in the case of task forces.

- (b) Committee members appointed by the Chair of the Corporation may begin to serve immediately upon the Chair's notification to the members of the committee that the committee is complete. If the Chair does not make a committee appointment during a Board meeting, the Chair shall announce such committee appointment at the Board meeting immediately following such appointment.

6.5 Meetings. Meetings of Committees shall follow the same procedures for meetings as outlined in Articles 4.2 through 4.10 of these Bylaws applied appropriately to the specific committee.

6.6 Resignations and Removals. Any member of a committee may resign at any time by giving notice to the chair of the committee or the Secretary/Treasurer of the Corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof. The Board of Trustees may remove at any time with or without cause any member of any committee when such removal is determined by the Board of Trustees to be in the best interest of the Corporation.

6.7 Vacancies. As necessary, a vacancy on a committee shall be filled for the unexpired portion of the term of the former member in the same manner in which an original appointment to such committee is made.

## ARTICLE 7

### GENERAL PROVISIONS

7.1 Offices. The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Trustees may from time to time determine or as the activities of the Corporation may require.

7.2 Responsibilities. The Board of Trustees shall have the responsibility for maintaining the fiscal integrity of the Foundation by keeping it financially solvent. It shall determine its own rules of procedure and policies. As an incorporated, not-for-profit organization, the Board of Trustees of the Foundation shall not be personally liable for the financial solvency or insolvency of the Foundation in conjunction with Article Eleven of the Articles of Incorporation.

7.3 Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Trustees by resolution.

7.4 Seal. The Board of Trustees may adopt a corporate seal in such form and to be used in such manner as the Board of Trustees shall direct.

7.5 Books and Records. The Corporation shall keep correct and complete books and records of account inclusive of minutes of the proceedings of the meetings of the Board of Trustees, the Executive

Committee, the Finance Committee, the Governance Committee, the Nominating Committee and/or special committees.

7.6 Telephone Meetings. Any meeting of the Board of Trustees or of any committee or task force may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can speak and hear each other.

7.7 Proxies. Trustees and committee members cannot attend or act at meetings by proxy.

7.8 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members of the Board of Trustees or of such committee, and such consent shall have the same force and effect as a unanimous vote at a meeting. Electronic votes/signatures (received by the IFMA Foundation Executive Director or Secretary/Treasurer via electronic mail or facsimile) from the members of the Board of Trustees shall be accepted as written consent.

7.9 Verification. Any five trustees may demand verification of a vote by a counted vote, a ballot vote, or a roll call vote.

7.10 Attendance at Meetings. The Chair, and in his or her absence the Vice Chair, shall call meetings of the Board of Trustees to order, and shall act as Chair of such meetings. The Secretary/Treasurer shall act as secretary of all such meetings, but in the absence of the Secretary/Treasurer the Chair may appoint any person present to act as secretary of the meetings.

7.11 Permanent Incapacity. Any member of the Board of Trustees who shall be incapable of participating in the management and affairs of the Corporation for a continuous period of six months shall be deemed to be "permanently incapacitated" within the meaning of that term as used in these Bylaws.

7.12 Compensation. No elected trustee or officer of the Corporation is entitled to compensation or reimbursement of expenses for services as trustees or officers. The Board of Trustees may, by resolution, reimburse expenses incurred by trustees or officers in special circumstances.

7.13 Notices.

- (a) Form of Notice. Whenever, under the provisions of these Bylaws, notice is required to be provided to any trustee or committee member, such notice will be provided in writing, by electronic mail at such address as appears on the books of the Corporation. Upon the refusal of receipt by electronic mail, trustees may direct delivery by facsimile or first-class mail, postage prepaid, addressed to such trustee or committee member at such address as appears on the books of the Corporation. Any notice provided pursuant to this provision shall be deemed to be provided at the time sent.

- (b) Waiver. Whenever any notice is required to be provided to any trustee or committee member under the provisions of these Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time required for such notice, shall be equivalent to properly providing such notice.

7.14 Indemnification. Individual officers, trustees and employees of the IFMA Foundation shall be indemnified as stated in the IFMA Board of Director's policy titled Indemnification of Officers, Directors and Employees.

7.15 Dissolution of IFMA. In the event IFMA dissolves or otherwise ceases operation or existence:

- (a) To the extent not otherwise provided in the Articles of Incorporation, Articles VI and VIII, the responsibilities of the IFMA Board of Directors stated in these Bylaws shall become the responsibility of the IFMA Foundation Board of Trustees;
- (b) The Annual Meeting of the Corporation shall be held on such date, at such time, and in such place as the IFMA Foundation Board of Trustees shall determine;
- (c) Any other provisions in these Bylaws referring to IFMA shall have no force or effect.

7.16 Dissolution of the IFMA Foundation. In the event of the dissolution of the Corporation, assets shall be distributed as outlined in Article Ten of the Articles of Incorporation and in any contracted endowments that are in effect at the time of dissolution.

## **ARTICLE 8**

### **AMENDMENTS**

8.1 Amendments. Any elected officer or Trustee may propose an amendment to Bylaws. A proposed amendment shall be submitted to the Secretary/Treasurer as outlined in Article 4.6 of these Bylaws. The Board of Trustees may amend these Bylaws by a two-thirds vote, provided that at least a majority of the members of the Board of Trustees then in office vote in the affirmative. The Bylaws may be amended without previous notice by a unanimous vote of the members of the Board of Trustees.

8.2 Ratification. If any such proposed Bylaw amendment is approved by the Board of Trustees the Board of Trustees shall submit such proposed Bylaw amendment(s) to the IFMA Board of Directors. Pursuant to the Articles of Incorporation, Article VIII, any such Bylaw amendment will take effect upon ratification by the IFMA Board of Directors.

8.3 Interpretation. These Bylaws are intended to effectuate the foundation's Articles of Incorporation. To the extent that a provision

of these Bylaws conflicts with a provision of the Articles of Incorporation, the Articles of Incorporation shall control.

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CERTIFICATE

I, the undersigned, Secretary/Treasurer of IFMA Foundation, a Texas non-profit corporation, do hereby certify that the foregoing Bylaws were duly adopted as the Bylaws of the Corporation on June 22, 1990, by unanimous consent in writing, setting forth the action so taken and signed by all of the trustees of the Corporation then in office.

Dated: June 22, 1990, effective July 12, 1990.

Original Signed by Dennis Longworth  
Dennis L. Longworth  
Secretary/Treasurer

Original Bylaws	22 June 1990
Amended Bylaws	05 October 2002
Amended Bylaws	10 May 2003
Amended Bylaws	20 January 2011