

UFOMA BYLAWS
Utah Facilities, Operations and Maintenance Association
(6 October 2003)

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ARTICLE I MISSION STATEMENT, PURPOSES

The mission of UFOMA is to enhance learning in the K-12 schools of Utah by sharing the facilities knowledge and resources of UFOMA.

Purposes:

1. Develop and maintain high standards in the administration, care, operation, planning and development of facilities used by K-12 school institutions in the state of Utah.
2. Provide facilities that fully support the educational program.
3. Provide information and training for the construction, operation and maintenance of school building facilities.
4. Work to ensure the facilities are safe, secure, functional and healthy environments.
5. Strive to improve serviceability, control, maintenance and operational costs of school facilities.
6. Promote professional ideals and standards to better serve the objectives of K-12 education in Utah.
7. Engage in other related activities as may be desirable or required to fulfill the purposes and objectives of the Association.

CODE OF PROFESSIONAL CONDUCT

This code of conduct is hereby stated in order to fulfill the purposes of the Association: In pursuit of the purposes of the Association, members shall seek to blend the stewardship of facilities and assigned resources with the obligation for support service to the mission and programs of the institution. Members shall maintain the highest level of personal and professional conduct as such conduct may reflect upon the Association or the professions. Members shall maintain professional expertise in facilities management through regular participation in educational events. Members are encouraged to attend regularly scheduled events each year. No member shall abuse any privileges that may be extended as a result of his/her membership or position in the Association or institution. No member shall misrepresent his/her professional status, competence or experience when applying for or maintaining any employment position where such background is a factor. No member shall allow the use of his/her name or likeness in a manner so as to misrepresent his/her position or institution, or otherwise mislead the public concerning rank or service.

ARTICLE II MEMBERSHIP

A. Membership Classification.

There shall be two basic classifications of members of the Association, namely, voting and non-voting.

1. Voting Members are individuals who meet the qualifications for membership as hereinafter described and who join the Association. These individuals shall be known as Regular Members. Each Regular Member shall cast his/her vote and represent his/her interest in all matters before the Association.
2. Non-Voting Members consist of Business Partner Members.

B. Membership Categories

1. Regular Members

Persons employed by K-12 public and private school districts in the State of Utah and other government agencies involved in the construction, maintenance, safety and facility management of school buildings. Also, professional individuals employed by non-profit institutions and organizations, including government or quasi-government agencies engaged in work related to facilities management and having an interest in the purpose and activities of the Association.

2. Business Partners

Business Partner memberships are offered to all licensed individuals, organizations, manufacturers, architects, or suppliers of goods and services operating for profit and ascribing to the policies and purposes of the Association and wishing to support the activities of the Association,

subject to approval of the Board of Directors. Election to this category of membership shall not be construed as endorsement, actual or implied, by the Association. In accordance with the Utah Procurement Code, no preferential treatment shall be given to any vendor or business through its affiliation with UFOMA. Business Partners shall not be eligible to vote or hold office, but shall be eligible to serve as committee members.

C. Voting Rights

Each Regular Member of the Association shall be entitled to one vote at meetings of the regular membership.

D. Annual Dues

The amount of dues to be paid by Regular and Business Partner members shall be determined by the Board of Directors and ratified by the regular membership. The Board of Directors shall determine when dues are payable and when a member is delinquent.

E. Revocation or Termination of Membership

Any member may have his/her membership revoked or terminated by the affirmative vote of the Board of Directors or recalled by a fifty-one (51) percent vote of the regular membership whenever the best interests of the Association will thereby be served. Notwithstanding the foregoing, a member of the Association shall be dropped from the membership rolls of the Association for: (1) Failure to pay dues or, (2) Loss of eligibility.

F. Reinstatement

Any regular membership that has been terminated may be reinstated to regular membership by action of the Board of Directors.

G. Meritorious Service

Members who have performed meritorious service for the success of the Association may be presented the Meritorious Service Award upon a majority vote of the Board of Directors. Such awards shall be made at the annual business meeting of the Association. Not more than three Meritorious Service Awards shall be presented at any annual meeting.

ARTICLE III MEETINGS OF MEMBERS

A. Annual Business Meeting.

An annual business meeting of the Regular Members of the Association shall be held during the spring conference for the purpose of transacting any and all business that may be brought before the meeting.

B. Location and Date of Meeting.

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The Board of Directors shall seek input from the membership on suggested dates and locations for conferences and select the site and the date for the annual business meeting.

C. Notice of Meeting.

Written or printed notice stating the time, day, and place of the annual business meeting shall be delivered to all members at least thirty (30) days prior to the date of the meeting.

D. Special Meetings.

The Board of Directors or at least one-fourth of the Regular Members may call special meetings of the Regular Members. The Board of Directors shall determine the time, day, and place and the agenda for which the meeting is called. Written notice shall be delivered to the membership at least thirty (30) days prior to the meeting date. The agenda contained in the notice may not be altered.

E. Quorum.

Fifty-one (51) percent of the Regular Members shall constitute a quorum for the transaction of business of the Association at any annual business or special meeting.

F. Procedure.

Parliamentary rules as stated in Robert's Rules of Order shall govern the procedure of the meetings of the Association.

ARTICLE IV BOARD OF DIRECTORS

A. General Authority.

A Board of Directors shall manage the business, property, and affairs of the Association. The Board of Directors shall be vested with all powers possessed by the Association. The Board of Directors shall be vested with all powers possessed by the Association itself, including the power to appoint and remunerate agents or employees, insofar as such delegation of authority is not inconsistent with or repugnant to the laws of the State Of Utah or any other applicable laws, the Association's Articles of Incorporation, or these bylaws or any amendments to them.

B. Members.

The Board of Directors of the Association shall be composed of the following: the President, the Immediate Past President, the President-Elect, the Secretary-Treasurer, the chairperson of the following committees: Education Committee, Sponsorship and Publicity Committee, Member ship and Professional Affairs Committee, Nomination & Finance Committee.

C. Officers of the Board

The President and Secretary-Treasurer for the Association shall be the chairperson and secretary, respectively, of the board of Directors.

D. Meetings.

There shall be two or more meetings of the association's Board of Directors per year. These meetings shall be held as the Chairperson of the Board may determine. Written or printed notice stating the time, day, and place of each meeting shall be delivered to each member of the Board at least twenty (20) days prior to the day of the meeting.

E. Quorum, Voting.

At all meetings of the Board of Directors a simple majority of the total number of Board members shall constitute a quorum. Each member of the Board shall be entitled to one vote. Proxy voting shall not be permitted. In the absence of a quorum, any recommendations may be advisory only, but may become valid if confirmed by a majority vote in conformance with the quorum requirements.

F. Minutes of Meetings.

Written minutes of every meeting of the Association, recording the matters considered at the meeting and actions taken, shall be kept by the Secretary-Treasurer. The minutes of each meeting shall be signed by the Secretary-Treasurer after they are approved at a subsequent meeting of the Association and thereafter filed in the Association's records. If the Secretary-Treasurer is not present at a meeting of the Association, the presiding officer shall sign the minutes.

G. Powers and Duties.

1. The Board of Directors shall:
 - (a) designate trust companies, banks, or savings and loan association, in which shall be deposited the money or securities of the Association.
 - (b) authorize investment of funds of the Association.
 - (c) authorize expenditures from the Association's treasury during the interim between annual meetings of the Association.
 - (d) review and approve all budgets presented by the Secretary-Treasurer.
 - (e) assure that all income from membership dues and from other sources is deposited in the Association's general fund, except for such monies and properties that are to be deposited in special funds of the Association. Only money deposited in the general fund shall be available to pay the expenses of the Association.
 - (f) provide for all fiscal arrangements, and for audits of the Association's accounts.
2. The Board shall rule on any question of policy.
3. The Chairperson of the Board shall have authority to appoint small action committees to expedite its work. Such committees may be voted

authority by a majority of the Board to act for the Board as a whole, and any action taken shall be reported to the Board. Such committees shall be appointed in accordance with Article VII hereof.

ARTICLE V EXECUTIVE COMMITTEE

The Board of Directors of the Association shall have an Executive Committee consisting of at least the President, President-Elect, Immediate Past President, and Secretary-Treasurer of the Association. Any other member of the Board of Directors shall be eligible for membership on the Executive Committee by appointment, which shall be approved by resolution by a majority of the Board of Directors. The Executive Committee shall have and exercise the authority of the Board of Directors and the management of the Association to the extent provided in the resolution, and shall advise the Board and make policy interpretations on behalf of the Board as the Board by resolution may so provide. The President and Secretary-Treasurer of the Board of Directors shall act as the chair and secretary of the Executive Committee, respectively.

ARTICLE VI OFFICERS

A. Enumeration of Officers.

The officers of the Association shall consist of a President, a President-Elect, an Immediate Past President, a Secretary-Treasurer, the chairperson of the following committees: Education Committee, Sponsorship and Publicity Committee, Membership and Professional Affairs Committee, Nominating & Finance Committee, and may include other officers as may be deemed necessary.

B. Election of Officers.

The President-elect and Secretary-Treasurer shall be elected from among the Members of the Association by a majority of the affirmative votes cast at the annual business meeting.

C. Nominations.

The Nominating Committee shall make nominations for President-elect and Secretary-Treasurer.

D. Terms of Office.

The President, Immediate Past-President and the President-Elect shall serve one year. The Chairperson of the following committees: Education Committee, Sponsorship & Publicity Committee, Membership and Professional Affairs Committee, Nominating & Finance Committee and the Secretary-Treasurer shall be installed at the annual business meeting and shall hold office for two years.

E. Vacancies.

The Board of Directors shall fill vacancies occurring during the term of office of an officer of the Association, other than the President, from the Members of the Association, unless a mail ballot election is conducted among the membership for such purpose. The Member filling a vacated position shall serve only until the time of the regular election of the Association's Officers.

F. Powers and Duties.

1. President

The president of the Association shall have all powers and shall perform all duties commonly incident to and vested in the Office of President of a corporation including but not limited to being the chief executive officer of the Association, preparation of the agenda for the annual business meeting at which he/she presides, and having general knowledge of and responsibility for supervision of the business of the Association. The President shall serve for a term of one year. Notwithstanding the foregoing, The President of the Association shall:

- (a) Be a member of and chair the Board of Directors and prepare the agenda for the meetings of the Board.
- (b) Be responsible for disseminating the agenda and supporting material in advance of meetings of the Board of Directors.
- (c) Give requisite notice of and preside over the meetings of the Association's membership and the meetings of the Board of Directors
- (d) Have the power to sign all certificates, contracts, and other instruments of the Association as authorized by the Board of Directors.
- (e) Have the authority to act with the concurrence of the President-Elect should an emergency occur between meetings of the Board of Directors that is not covered in the bylaws. The emergency and the action taken shall be reported at the next succeeding meeting of the Board of Directors.
- (f) Represent or appoint someone to represent the Association at conferences and ceremonies to which the Association has been invited and should be represented.
- (g) Receive recommendations for committee chairperson appointments from the nomination committee and then appoint all committee members.
- (h) Have the authority to appoint all committees of the Association not otherwise provided for by these bylaws when necessary for the furtherance of the aims and objectives of the Association.
- (i) Oversee the work of the Committees. Perform such other duties as the Board of Directors may from time to time designate.

2. President-Elect

The membership of the Association shall elect a President-Elect for a term of one year by majority of the affirmative votes cast. The President-Elect

shall automatically succeed to the office of President at the conclusion of the term as President-Elect or at such other time as the office of the President may become vacant provided the President-Elect remains eligible to hold such office. Should the President-Elect assume the duties of the defunct president, The President-Elect shall fill the balance of the defunct president's term plus the President-Elect's normal term as president. The President-Elect shall:

- (a) Perform the duties and have the powers of the President during the absence or disability of the President.
- (b) Become thoroughly acquainted with the affairs of the Association in order to provide capable leadership upon becoming President.
- (c) Perform such other duties as the Board of Directors may from time to time designate.

3. Immediate Past President.

The President becomes the Immediate Past President upon the completion of the President's one-year term. The Immediate Past President serves in this office for a one-year term and shall perform such other duties as the Board of Directors may from time to time designate.

4. Committee Chairpersons for Education, Sponsorship and Publicity, Membership and Professional Affairs, and Nomination and Finance Committees shall be appointed for a term of two years, and shall be eligible for reappointment. Committee Chairpersons shall:

- (a) Conduct the activities of the committee.
- (b) Recommend to the President-Elect the appointment of the members of the committee.
- (c) Appoint subcommittees of this committee.
- (d) Organize the work of the committee described in article VII.C as needed to expedite and accomplish the responsibilities of the committee.
- (e) Perform other such duties as the Board of Directors may from time to time designate.

5. Secretary-Treasurer.

The Secretary-Treasurer shall be elected in odd years for a term of two years and shall be eligible for reelection for a maximum of three consecutive terms. The Secretary-Treasurer of the association shall have all powers and shall perform all duties commonly incident to and vested in the office of secretary of a corporation and of treasurer of a corporation.

- (a) Attend all meetings of the Board of Directors and the Annual Business meeting and be responsible for keeping, preserving in books of the Association, and distributing minutes of the proceedings of all such meetings.
- (b) Account for all funds of the Association including receipts, disbursements and maintaining the bank accounts.

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- (c) Render a financial report at the annual business meeting of the Association showing all receipts and expenditures for the current year.
- (d) See that the accounts of the association are audited annually by a qualified individual/firm.
- (e) Serve as the secretary to the Board of Directors and to the Executive Committee.
- (f) Be responsible for developing and reviewing the fiscal policies of the Association.
- (g) Perform such other duties as the Board of Directors may from time to time designate.
- (h) Work closely with the officers and committees to organize and facilitate effective conferences and meetings.
- (i) Assist committees by tracking finances, budgets, membership and by performing other secretarial duties.
- (j) Coordinate activities of the Association with business partners and vendors.

ARTICLE VII COMMITTEES

- A. Committees of the Association will be of three general categories:
 - 1. Permanent Committees, as hereafter established in the Association's Bylaws,
 - 2. Standing Committees as may be established by the Board of Directors, and
 - 3. Ad Hoc Committees to be established by the President for short-term objectives of limited scope.

- B. Committee appointments will be made by the President in accordance with the provisions of these Bylaws, or in the absence of specific provisions, in accordance with the recommendation of the committee chairperson. All committee members will be appointed for a two-year term; however, upon recommendations of the chairperson, a member may be reappointed. Interim appointments will complete unfulfilled terms. The termination date for the terms of committee members shall be on the day following the end of the annual business meeting. No committee shall have less than three members including the chairperson.

- C. Permanent Committees are as follows:
 - 1. Committee for Education**

The Chairperson for Education will chair the committee. Additional members will be appointed. The members may divide into subcommittees of size and number to be determined by the chairperson. The committee (subcommittees) will be responsible for:

 - (a) Planning and organizing the Association's Conferences.
 - (b) Evaluating the current Conference.
 - (c) Assessing present and future needs to be addressed in conferences.

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- (d) Developing conference format and agenda.
- (e) Providing members with certificates of attendance and continuing education credits.
- (f) Working closely to determine physical arrangements to adequately serve members, guests, speakers, exhibitors, and others.
- (g) Receiving direction and approval from the President and Board of Directors on additional proposals and on funds available for implementing approved responsibilities.
- (h) Developing, obtaining, and cataloging a library of audiovisual or print media training materials on a variety of appropriate subjects to be made available to members upon request.
- (i) Recommending a schedule of rates and charges to be levied upon members who attend educational programs or request training materials.
- (j) Performing such other duties as the Board of Directors may from time to time assign.

2. **Committee for Sponsorship and Publicity.**

Committee chairperson for Sponsorship and Publicity will chair the committee. Additional members will be appointed. The members may divide into subcommittees of size and number to be determined by the chairperson. The committee (subcommittees) will be responsible for:

- (a) Receiving direction and approval from the President and the board of Directors on additional proposals and to funds available for implementing approved responsibilities.
- (b) Being responsible for all publications distributed to the membership of the Association to the end of determining that such publications are in conformance with the publishing and editorial policies of the Association, including but not limited to the Proceedings of the annual Meeting, Association's web site, newsletter, brochures, reference manuals, research and survey reports, and training manuals.
- (c) Arranging for the review and screening of technical papers and other documents and presentations for the purpose of accomplishing one or more of the following:
 - (i) Use in the Association's Newsletter or technical journal
 - (ii) Distribution to other association magazines for their consideration and possible use.
- (d) Performing such other duties as the Board of Directors may from time to assign.

3. **Committee on Membership and Professional Affairs.**

The Committee Chairperson for Membership and Professional Affairs will chair the committee. Additional members will be appointed. The members may divide into subcommittees of size and number to be determined by the chairperson. The committee (subcommittees) will be responsible for:

- (a) Studying ways to develop and implement professional standards applicable to the Association and its members.
- (b) Encouraging members of the Association to write and publish professional papers and/or to participate in the presentation of professional subjects on the various phases of facilities management.
- (c) Maintaining a membership list.
- (d) Tracking members dues
- (e) Providing Certificates of Membership
- (f) Recruiting new members
- (g) Receiving direction and approval from the President and the Board of Directors on additional proposals and on funds available for implementing approved responsibilities.
- (h) Performing such other duties as the Board of Directors may from time to time assign.

4. The Committee for Nomination and Finance.

The Committee Chairperson for the Nomination and Finance Committee shall chair the Nomination and Finance Committee. Additional members will be appointed. The members may divide into subcommittees of size and number to be determined by the chairperson. The Nomination and Finance Committee shall be responsible for:

- (a) Nominating candidates for the offices of President-elect and Secretary-treasurer of the Association.
- (b) Ensure all open positions are filled with qualified members.
- (c) Provide oversight of bank records.
- (d) Consult with executive committee on financial matters.
- (e) Provide tax information and submittals.
- (f) Publish and make available a report of receipts and disbursements and a year-end balance prior to the annual business meeting.
- (g) Fund raising.
- (h) Provide for an independent audit on the years the committee chair's term expires, and an internal review on other years of all accounts of the association.
- (i) Perform such other duties as the Board of Directors may from time to time assign.

5. Standing Committees

May be established for such purposes as the Board of Directors deems appropriate. In all cases the chairperson will be a member of the Board of Directors and be selected and appointed by the Board of Directors, which will also determine the size and purpose of the committee. The President upon the recommendation of the chairperson will appoint the additional members. The President will provide an explicit written charge for each standing committee so formed. Each committee will remain in existence unless or until abolished by subsequent action of the Board of Directors.

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- D. **Ad Hoc Committee.** The President may establish Ad Hoc Committees. The President will select and appoint the chairperson and upon recommendation of the chairperson will also appoint the remaining members of the committee and will provide an explicit written charge to the committee outlining its responsibilities and the expected date of completion. The Ad Hoc Committee will be dissolved with the completion of their charge or assignment.
- E. **Committee Reports.** Each committee of the Association will provide a written report of the status of the activities of the committee at each meeting of the Board of Directors and at the annual business meeting. These reports shall be directed to the President of the Association on such date and in such format as the President may direct.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Association shall be from January 1 through December 31.

ARTICLE IX GIFTS

The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or device for the general purpose of or for any special purpose of the Association.

ARTICLE X DISSOLUTION OR FINAL LIQUIDATION

On dissolution or final liquidation, the board of Directors of the Association shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all of the assets of the Association to one or more of the following categories of recipients as the Board of Directors shall determine:

1. A non-profit organization or organizations which may have been created to succeed the Association, as long as such organizations or each of such organizations qualify as an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of such Code or qualify as a governmental institution, agency, or unit under such Code (or the corresponding provisions of any future United States internal revenue law); and/or
2. A non-profit organization or organizations having similar aims and objectives as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organizations or each of such organizations qualify as an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501 (c)(3) of such Code or qualify as a governmental institution, agency, or unit under such Code (or the

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corresponding provisions of any future United States internal revenue law).

ARTICLE XI SHARES OF STOCK, DIVIDENDS, AND CERTAIN LOANS PROHIBITED

The Association shall not authorize or issue shares of stock, nor pay any dividends to its members, members of the Board of Directors, or its officers, nor make any loans to the members or the Board of Directors or its officers.

ARTICLE XII LIMITATION ON ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Directors, officers, other private individuals, or organizations organized and operating for profit, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in ARTICLEII hereof.

No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision in these Bylaws or in the Association's Articles of Incorporation, the Association shall not carry on any activities not permitted:

1. By an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1954 as an organization described in Section 501 (a)(3) of such Code (or the corresponding provisions of any future United States internal revenue law),
2. By an organization described in Section 509(a)(1),(2), or (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law), and
3. By an organization described in Sections 170(c)(2), 2055(a)(2), or 2522 (a)(2) of the Internal Revenue Code of 1954 (or the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law).

ARTICLE XIII INDEMNIFICATION

- A. The Association shall indemnify each member of the Board of Directors as described in Article IV hereof, and each of its officers, as described in Article VI hereof, for the defense of civil or criminal actions or proceedings

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as hereinafter proved and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

- B. The Association shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he/she reasonably believed to be in the best interests of the Association and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law, on the advice of independent legal counsel.
- C. Every reference herein to a member of the Board of Directors or officer of the Association shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights that any director or officer of the Association might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE XIV AMENDMENT OF BYLAWS

These bylaws of the Association may be amended, altered, changed, added to, deleted from or repealed by the affirmative vote of the majority of the total membership.

Officially adopted by the general membership of UFOMA 6 October 2003.