

BYLAWS  
OF THE  
COUNCIL OF INDUSTRIAL BOILER OWNERS

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# BYLAWS OF THE COUNCIL OF INDUSTRIAL BOILER OWNERS

## ARTICLE I: NAME AND LOCATION

Section 1. Name: The name of the organization shall be the Council of Industrial Boiler Owners ("CIBO" or the "Council"), a nonstock and not-for-profit corporation incorporated in the Commonwealth of Virginia.

Section 2. Location: The principal office of the Council shall be located in Virginia or in such other place as may be determined by the Executive Committee ("Executive Committee") and the Board of Directors ("Board").

## ARTICLE II PURPOSES

The purposes of the Council are to promote the welfare of the owners of steam generation, hot water production and cogeneration facilities; to improve the efficiency, safety and reliability of such facilities; to improve the regulation of the design, construction and use of such facilities; to minimize adverse environmental impacts of such design, construction and use; to conduct with respect to design, construction, use and regulation, programs of education, research, data collection and communication among the members of the Council and with other industries, public officials, labor organizations, environmental groups, and others; and to conduct such other activities as are permitted by law for nonstock and not-for-profit corporations.

## ARTICLE III MEMBERSHIP

Section 1. Persons: Membership in any class may be held by a natural person, a partnership, or a corporation (hereinafter each of which will be referred to as a "person").

Section 2. Active Members: Any person may be admitted as an active member if such person (a) owns or operates one or more facilities which are located in the United States, and which generate steam or produce hot water or supply heat or mechanical energy to a production process or campus distribution system; (b) cogeneration facilities that supply thermal energy and/or electric power to end use customers; (c) such facilities are at least within the commercial-industrial size range; or, (d) such facilities that meet or could meet the definition of *Qualifying Facility* (co-generation facility or small power producer) as described by the Public Utility Regulatory Policies Act of 1978 (PURPA). Each active member shall have three votes in the affairs of the Council.

Section 3. Small Entity Active Members: Any person may be admitted as a small entity active member if such person meets the requirements of Section 2 and meets the small business size standards of the U.S. Small Business Administration for the applicable NAICS Code. Each small entity active member shall have one vote in the affairs of the Council.

Section 4. Associate Members: Any person may be admitted as an associate member if

such person is engaged in producing or providing services or products useful in the design, construction, operation, or maintenance of steam generation, hot water production, mechanical energy or cogeneration facilities. Each associate member shall have two votes in the affairs of the Council.

Section 5. Educational Institution Affiliate Members: Educational institution means an accredited university, college or technical school that is eligible to become an active member of the Council. Any educational institution that is eligible to become an active member of the Council is eligible to become an educational institution affiliate member. Each educational institution affiliate member shall have one vote in the affairs of the Council.

Section 6. Individual Independent Consultant Membership: Any Individual person may be admitted as an Individual Independent Consultant Member if such person owns a single person business (sole proprietor, LLC) and is engaged in producing consulting services useful in the permitting, design, construction, operation or maintenance of steam generation, hot water production, mechanical energy or cogeneration facilities. Information obtained from CIBO is for the sole use of the Individual Independent Consultant Member. An Individual Independent Consultant Member shall not be entitled to vote in the affairs of the Council.

Section 7. Honorary Members: Any person may be elected an honorary member by a vote of a majority of active members upon a favorable recommendation of the Executive Committee. An honorary member shall not be entitled to vote.

Section 8. Application for Membership: An applicant for membership shall submit to the principal office of the Council, an application supplying such information as may be required by the Board. Such application shall constitute an agreement by the applicant to fulfill the obligation of membership as set forth in the Articles of Incorporation and Bylaws and as otherwise provided by the Board.

Section 9. Admission of Members: The admission of an application for membership shall be approved by a majority vote of those present and voting at any meeting of the Executive Committee or electronically by the Executive Committee.

Section 10. Official Representatives: Each member shall notify the principal office of the Council in writing of the name and address of a natural person to act as the member's Official Representative on the Board for the Council. Each member may also identify an Alternate to represent the member's interests on the Board. The Official Representative or the Alternate shall vote on behalf of the member represented.

Section 11. Removal: A member of any class may be removed from membership by the Board for cause by majority vote. For any cause other than nonpayment of dues, or a change such that an eligibility requirement is no longer met, removal shall occur only after the member complained against has been advised of the complaint thus lodged and has been given reasonable opportunity for defense; and such member, if removed, may appeal the decision of the Board at the next to the annual meeting of the Council, providing that notice of intent to appeal is provided to the Executive Director at least 10 days in advance of the meeting.

Section 12. Reinstatement: A former member who desires a continuous membership record may be reinstated on showing proof of qualification and paying all dues in arrears. If a

continuous membership record is not desired, the member may be reinstated on showing proof of qualification and paying the current year's dues.

Section 13. Resignation: Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

Section 14. Rights Upon Dissolution: In the event the Council is dissolved, the assets of the Council remaining after the payment of all debts shall be divided among the members in proportion to the amount of dues paid by them respectively during the most recent fiscal year.

#### **ARTICLE IV: DUES, ASSESSMENTS, FEES AND BUDGET**

Section 1. Budget: The Executive Committee shall develop a draft budget and submit with a recommendation to the Board for approval. The Board shall, prior to the close of each fiscal year, approve the budget covering operating expenses during the ensuing fiscal year.

Section 2. Establishment of Dues: Dues and admission fees, if any, for each class of membership shall be established by the Board based on the recommendation of the Executive Committee. The dues assessed to each member of a class of membership shall be the same as for each other member of the same class.

Section 3. Payment of Dues: Except for new members, dues shall be payable in advance for a full year; dues are payable by the end of the first quarter. The Board, at its discretion, may prorate dues for new members seeking admission after the first quarter.

Section 4. Delinquency and Cancellation: Any member who shall be delinquent in dues for a period of sixty (60) days from the time dues become due shall be notified of such delinquency and suspended from further benefits of membership. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Board.

Section 5. Refunds: No dues shall be refunded to any member whose membership terminated for any reason, provided, however, that a return of a dues payment shall not be considered a refund if made in accordance with an acceptance of membership that was conditional upon the occurrence or non-occurrence of a designated event.

Section 6. Assessments: To provide for any activities of the Council which were not planned or adopted prior to the establishment of the budget for a given year but are decided upon during a fiscal year and which also involve a major expenditure of funds the following procedure may be followed. On approval of the activity by the Board based on recommendation of the Executive Committee, the Board shall establish the rate for special assessment by the same method as dues for active members and in such amount as the needs justify.

*A. Special Assessments to All Members.* Based upon a recommendation from the Executive Committee to the Board for approval, the Board may, when prudence warrants, impose special assessments on members, on a pro rata basis, to obtain funds where such funds would

not be available within amounts expected from membership dues, and would not otherwise be available from appropriate sources.

*B. Special Assessments to Committee Members.* Likewise, when any committee of the Council pursues any activity, for example the issuance of a publication or research, which is not of benefit to active members of the Council in general, the members of such committee before proceeding shall agree on a special assessment to be paid by the members of the committee in amount sufficient to cover the costs of the activity. Such funds shall be earmarked by the Council for disbursement in the special activity on instruction by the committee.

*C. Voluntary Assessments to All Members.* The Executive Committee, from time to time, is authorized to request voluntary contributions from Members to support special projects or activities that were not planned or adopted prior to the establishment of the budget for a given year.

Section 7. Meeting Fees: The Board may require that attendance at meetings be conditioned on payment to cover the costs of the meetings.

## **ARTICLE V: MEETING OF MEMBERS AND VOTING**

Section 1. Annual Meeting: The Executive Director shall call an annual meeting of the Council. The place and time of such meeting shall be prescribed by the Executive Committee.

Section 2. Special Meetings: Special meetings of the Council may be called by the Executive Committee at its discretion at any time. A special meeting of the Council shall be called by the Chair upon receipt of a written request by one-fourth (1/4) of the members of the Board within thirty (30) days after the filing of such request with the Executive Director. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time. Special meetings called at the discretion of the Executive Committee may be conducted by telephone or other means upon the call of the Chair.

Section 3. Notice of Meetings: Notice of any meeting of the Council shall be delivered to the Official Representative of each member not less than ten (10) days before the date of the meeting. Notice shall be provided as outlined in Article XVII.

Section 4. Voting: At all meetings of the Council each active member, by its Official Representative, shall have three votes, each small entity active member, by its Official Representative, shall have one vote, each associate member, by its Official Representative, shall have two votes and each educational institution affiliate member, by its Official Representative, shall have one vote. Each may take part and vote in person or by proxy. Unless otherwise specifically provided by these Bylaws, a majority of the votes of those voting shall govern.

Section 5. Quorum of Members: At an annual or special meeting of members, a quorum shall consist of one-half (1/2) of those members registered for said meeting, provided however, that no less than one-fourth (1/4) of the total members of the Council are in attendance.

## ARTICLE VI: BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Executive Committee: Subject to the provisions governing the Council as set forth in the Council's Articles of Incorporation, the laws of the Commonwealth of Virginia governing nonstock and not-for-profit corporations, and these Bylaws, the government and business of the Council, the direction of its activities and the regulation and control of its property shall be vested in the Executive Committee. Issues and positions taken by the Council shall be determined by the Executive Committee after consultation and approval by the appropriate committee of the Council and, where practicable with the membership. Unless unanimously agreed to by the membership, any issue or position taken by the Council shall contain the stipulation that the said issue or position reflects the views of the majority of the members of the Council and not necessarily the views of any individual member. Where possible, members shall be provided with statements in advance on any issue upon which the Council wishes to take a position and be given the opportunity to reject such statement by having its name listed in opposition thereto.

Section 2. Composition of the Board: Each member in good standing of the Council shall have one (1) seat on the Board to represent its interests in the Council.

Section 3. Nominating Committees: Nominations for membership on the Executive Committee shall be made by a Nominating Committee for each membership class, appointed by the members of each class and shall consist of no fewer than three (3) Official Representatives or their designees of members of the Council. Nominations for *at-large* positions on the Executive Committee shall be made by a Nominating Committee comprised of no fewer than one (1) member representing each class of membership. The Nominating Committees shall report their nominations at the business session of the annual meeting for approval by the Board. Nominations for members of the Executive Committee may also be made by Council members from the floor of the meeting.

Section 4. Selection of the Executive Committee: At each annual meeting, the Council shall elect from its members those who will serve on the Executive Committee and from its members to fill any vacancy on the Executive Committee based on nominations from the Nominating Committee(s) for each respective membership class. There shall be a total of eight (8) members of the Executive Committee. Seven (7) members of the Executive Committee shall be members by election of the Council and one (1) of whom, the Executive Director, shall be chosen by the members of the Executive Committee and serve as Director *ex officio*. The term of each member of the Executive Committee commences on January 1<sup>st</sup> of the year following election to the Executive Committee.

Section 5. Composition and Term Limits of the Executive Committee: The Executive Committee shall be comprised as follows:

- A. Two (2) members for a term of three years each from the Active Members;
- B. One (1) member for a term of two years from the Active Members;
- C. Two (2) members for a term of two years from the Associate Members;
- D. One (1) member for a term of two years from the Educational Affiliate Members; and,
- E. One (1) member at-large from the members of the Council for a term of one year.

A member may be reelected to the Executive Committee provided that a member may serve no more than two (2) consecutive terms on the Executive Committee (at a time). A member may be re-elected to the Executive Committee after a minimum period of one year following the



end of a prior term.

Section 6. At-Large Seats on the Executive Committee: If a class of membership of the Council has fewer than five (5) members, all seat(s) on the Executive Committee for that class shall become *at large* seats and filled by a nominating committee comprised of members from all classes of membership as defined in Article XI, Section 3.

Section 7: Meetings of the Executive Committee: The Executive Committee shall meet within one month after the annual meeting of the Council in order to select officers. Thereafter, the Executive Committee shall meet each calendar year at any time as it may from time to time determine. Rules governing its own proceedings not in conflict with the provisions of the Council's Articles of Incorporation or these Bylaws may be established by the Executive Committee.

Section 8. Quorum: At meetings of the Executive Committee, four (4) elected Executive Committee members shall constitute a quorum.

Section 9. Executive Committee Officers and Duties: The Executive Committee shall elect from its Membership the Chair, the Vice Chair, the Secretary and the Treasurer, each to serve a term of one year and until their successors are appointed. The Executive Committee shall have the authority vested in the Board by these Bylaws, when it is impractical for the Board to act, and such other authority as may be delegated by the Board from time to time.

The Executive Committee, in conjunction with the Executive Director, provides policy and leadership to the Board and the Council.

The Executive Committee will recommend to the Board for approval by vote of the Board the following:

- A. Annual Budget for the ensuing fiscal year that includes Member dues for the ensuing fiscal year and budgets for meetings to be held by the Council;
- B. Goals and Objectives for the Council, including recommended dates for meetings and conferences;
- C. Member dues for the ensuing fiscal year; and,
- D. Recommended registration fees for conferences and meetings of the Council.

The Executive Committee is to cooperate with the Executive Director and the staff as required for the normal operation of the Council. Actions taken by the Committee shall be reported to the Board at its next scheduled meeting or by conference call.

Section 10. Indemnification: The Council shall indemnify each Executive Committee member and officer and every former Executive Committee (or *Board of Directors* member prior to the 2020 Amendments to the Bylaws) member and officer against expense actually and necessarily incurred in connection with the defense of any action, suit or proceeding to which that member of the Executive Committee or officer is made a party by reason of being or having been in such position, except in relation to matters as to which that person shall be adjudged in such action, suit or proceeding to be liable for fraud or malfeasance in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which that member of the Executive Committee or officer may be entitled under the Articles of Incorporation, these Bylaws, any agreements, vote of the members or otherwise.

Section 11. Absence: Absence from three (3) consecutive meetings of the Executive Committee without reason deemed valid and so recorded by the Executive Committee shall be construed as a resignation.

Section 12 Vacancies: In the event of a vacancy on the Executive Committee, the members of the class represented shall be empowered to fill any vacancy on the Executive Committee for the remainder of the term being filled. The resignation of a member from the Executive Committee does not entitle the Council member for which that Executive Committee member was a Representative to designate another person as its Representative to fill that vacated position. The filling of the vacancy created is solely within the jurisdiction of the Board and by the Member Class. All vacancies on the Executive Committee will be filled by the Board for the remainder of the unexpired term of the vacancy.

Section 13. Annual Report: At the Annual Meeting of the Council the Executive Committee shall make a report summarizing the activities and finances of the Council during the preceding year and the prospects for the coming year will be presented to the Council by the Executive Committee for discussion with the Board.

Section 14. Certificate of Membership: A certificate showing membership in the Council or participation as an Official Representative may be issued by order of the Executive Committee in such form as it may approve. Such certificates shall be signed by the Chair and one other person designated by the Executive Committee, and where so signed the corporate seal shall be affixed thereto.

## **ARTICLE VII: OFFICERS**

Section 1. Officers: At the first meeting of the Executive Committee after the annual meeting of the Council at which the newly elected Executive Committee members take office, the Executive Committee shall elect from its own number a Chair, a Vice-Chair, a Secretary, a Treasurer, and any other officers, subordinate officers or assistant officers as it determines to be necessary. These officers shall serve in the same capacity on the Council's Board of Directors.

Section 2. Terms of Office: The terms of the officers shall be one year, and they shall take office immediately upon election.

Section 3. Chair of the Board: The Chair of the Executive Committee shall preside at all meetings of the Council, of the Board and of the Executive Committee.

Section 4. Vice-Chair: During any period of absence or temporary incapacity of the Chair, the Vice-Chair shall perform the duties and have the powers of the Chair and such other duties as may be assigned by the Board and/or Executive Committee.

Section 5. Secretary: The Seal of the Council shall be in the charge and in the custody of the Secretary. The Secretary shall have general charge of the offices and records of the Council. The Secretary shall keep minutes of the Council, of the Board and of the Executive Committee. The Secretary shall affix the seal to legal instruments when so authorized by the Council, the Board, the Executive Committee or these Bylaws.

Section 6. Treasurer: The Treasurer shall have custody of the funds and assets of the Council and shall keep proper books of account. The Treasurer shall keep all funds in a bank, or banks, approved by the Executive Committee and in the name of the Council, subject to withdrawal by checks signed or by automatic withdrawal in such manner as may, from time to time, be directed by the Executive Committee and may invest the surplus funds of the Council in such manner as may be recommended by the Executive Committee and approved by the Board. The Treasurer shall annually render a complete account of services required by the Board. At the conclusion of their term, the Treasurer shall deliver all monies and other assets of the Council in his possession or custody and its records and books to the duly elected successor.

Section 7. Secretary-Treasurer: If and when any person is elected as to serve as both Secretary and Treasurer at the same time, such person shall be called the "Secretary-Treasurer".

## **ARTICLE VIII: PROFESSIONAL STAFF**

Section 1. Executive Director: The Executive Director shall perform such duties as set forth in the Bylaws and such other duties as shall be prescribed by the Board and the Executive Committee. The Executive Director shall be selected by the Executive Committee.

Section 2. Staff: Subject to such policies and procedures as the Executive Committee shall determine, the Executive Director shall appoint and employ such other executive, administrative and technical staff, including contractor or consultants, as authorized by the Executive Committee.

Section 3. Counsel: The Executive Committee may retain Legal Counsel for the Council on such terms and conditions as it shall deem advisable.

Section 4. Compensation: The compensation of the Executive Director and other executive, administrative, or technical staff shall be determined by the Executive Committee.

## **ARTICLE IX: RECALL OF EXECUTIVE COMMITTEE MEMBERS**

Section 1. Removal: Any or all of the members of the Executive Committee and the officers of the Council may be removed from office by the members as provided for in this Article. Upon the request in writing of twenty-five percent (25%) of the members of the Council in good standing by their Official Representatives, the Board shall, not less than fifteen (15) nor more than thirty (30) days after the receipt of said written request (unless within said 15-day period the named Board member or officer shall deliver his resignation in writing to the Board), call a special meeting of the membership of the Association for the purpose of voting upon the recall of such officer or Executive Committee member. Such meeting shall be held not less than ten (10) or more than fifteen (15) days after the mailing (including electronic mail delivery) of such notice.

Section 2. Vacancy: In any such recall election, if the majority of the votes present in person or by proxy entitled to be cast on the question of removal of any Executive Committee member or officer are in favor of the removal of that Executive Committee member or officer, the person whose removal is sought shall thereupon be deemed removed from office upon the announcement of the official count of that election as prescribed by the Board and the Executive

Committee, and the vacancy caused by such recall shall, within thirty (30) days, be filled by the remainder of the elected members of the Executive Committee.

## **ARTICLE X:               REFERENDA**

Section 1. Initiation: Upon the request in writing of ten (10) members in good standing by their Official Representatives or upon its own initiative, the Executive Committee shall submit a question in writing to the members of the Council for a referendum vote.

Section 2. Ballot: The ballot for a referendum vote shall be accompanied by a brief statement of both sides of the question. Unless otherwise stated on the written ballot, any action taken by the members shall be final and shall bind the Board and the membership. Referenda questionnaires or ballots submitted to the members shall be returned within ten (10) days of the date of mailing to be termed valid.

## **ARTICLE XI:             SUBSIDIARY ENTITIES AND COMMITTEES**

Section 1. Subsidiary Entities: The Executive Committee may establish subsidiary entities to foster the purposes of the Council and may confer upon such entities such powers, not inconsistent with the laws of the Commonwealth of Virginia, as may be deemed advisable. The Executive Committee may from time to time make, enforce, alter, amend and revoke rules and regulations for the government of such entities, and may revoke, disband and discontinue any and all such entities.

Section 2. Committees: The Board shall authorize and define the powers and duties of all committees of the Council, except as provided for in these Bylaws. Appointments to committees shall be made by the Executive Director, subject to confirmation by the Executive Committee. Each committee shall from its members elect a chair and a vice-chair, who shall preside at all meetings of the committee. Committee members shall also elect from their own a steering committee consisting of not more than five (5) members, said steering committee which shall include the committee chair, vice-chair, and three (3) members elected at-large. The steering committee shall, after consultation with the members of the committee, where practicable, direct the affairs of the committee, form sub-committees, and prepare or review all issues, positions and statements within its area of concern to be made by or on behalf of the Council.

Section 4. Expenditures: No expenditures of the funds of the Council shall be made by a subsidiary entity or a committee without the approval of the Executive Committee.

## **ARTICLE XII:           FUNDS AND ASSETS**

Section 1. Funds: The Executive Committee shall prescribe the forms and procedures for receiving and disbursing all funds due or entrusted to the Council.

Section 2. Powers: The Executive Committee shall have power to purchase, lease or sell

real estate and mortgage the same, incur debts, borrow money and give notes of the Council signed by the Chair and one (1) of the following officers: Vice-Chair, Executive Director, Secretary or Treasurer. The Executive Committee shall designate the depository or depositories of the funds of the corporation, and the officer or officers which shall sign the checks thereof. The Executive Committee shall exercise all other powers as are now or hereafter provided by the laws of the Commonwealth of Virginia for corporations not-for-profit.

Section 3. Bond: All officers and employees having custody or control of negotiable funds of the council shall be bonded in an amount and a form fixed by the Executive Committee and at the expense of the Council.

Section 4. Financial Reports: At the close of each fiscal year the books of the Council shall be audited by a Certified Public Accountant selected by the Executive Director and a report of such audit shall be made to the Board by the Executive Director and the Treasurer as a basis for the Executive Director's report at the Annual Meeting.

Section 5. Fiscal Year: The fiscal year of the Council shall be from January 1st of a calendar year through and including December 31st of the same calendar year, unless a different fiscal year is designated by the Executive Committee.

#### **ARTICLE XIII: PROXIES**

Section 1. Voting: At all meetings of the Council, each member may vote in person, via telephone, videoconference or other electronic means, or by proxy.

Section 2. Filing: All proxies shall be submitted to the Executive Director in writing via regular mail, express mail and/or electronic mail, signed by the Official Representative of a member and filed with the Secretary.

#### **ARTICLE XIV: BOOKS AND RECORDS**

Section 1. Inspection: All books and records of the Council together with such other papers as may be placed on file by the vote of the Executive Committee shall, during the existence of the Council, be available for inspection by all members in good standing at all reasonable times.

#### **ARTICLE XV: MERGERS AND CONSOLIDATIONS**

To the extent permitted by law, the Council may participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of the holders of two-thirds (2/3) of the voting power of the Council.

#### **ARTICLE XVI: AMENDMENTS**

The Bylaws may be amended or altered, after sixty (60) days prior written notice, by a

sixty six and two-thirds percent (66-2/3%) vote of the voting power of the Council then entitled to vote and present by person or proxy at the Annual Meeting or at a special meeting called in accordance with Section 2, Article V.

**ARTICLE XVII:                   GENERAL**

Section 1. Procedure: The proceedings of the Council's meetings shall be governed by and conducted according to Robert's Manual of Parliamentary Rules.

Section 2. Notice in Writing: For purposes of providing notice under these Bylaws, obligations to provide notice to members in writing may be satisfied through delivery via regular mail, express mail and/or electronic mail to the Official Representative of the Council. Obligations to provide notice to the Council, the Board, and/or the Executive Committee may be satisfied through delivery of the notice via regular mail, express mail, and/or electronic mail to the Executive Director, the Chair of the Executive Committee and the Secretary of the Executive Committee.