



The Illyrian Building Managers Association
Est: 2022

Bylaws and Amendments

The fifth day of the tenth month of the two-thousand and twenty second year

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Section 1:

Membership

1. There will be two classes of Membership for the Illyrian Building Managers Association (“IBMA”):

- Standard Member
- Lifetime Member

A “Standard Member” and a “Life Member” shall have the same powers, rights, duties, obligations and entitlements, except that a Life Member shall not be required to pay annual dues. Unless the context indicates otherwise, any reference to “Members” in these bylaws include both Standard Members and Life Members

2. Requirements

- An individual shall not be a Member of IBMA, unless that individual is first initiated into membership in the IBMA.
- In order to be initiated into membership in the IBMA, an individual must:
 - meet the qualifications of a “Standard Member,” other than the requirement to be current on paying dues;
 - be sponsored by two (2) members of the IBMA, who are in good standing at the time of their sponsorship; and
 - receive approval of the Board of Directors for initiation into membership.
- In order to qualify and continue to qualify as a “Standard Member,” an individual must possess the following qualifications:
 - must be currently employed as Building Managers in the Residential or Commercial Sector in tri-state area (New York, New Jersey, or Connecticut);
 - must not be a part-time Superintendent/Resident Manager;
 - must be born of “Illyrian Descent”; and
 - must be current on paying dues.
- In order to qualify as a “Life Member,” an individual must consistently be an active Standard Member for a continuous and unbroken period of 20 years.
- Investigation into membership qualifications:
 - where the “Illyrian Descent” of a candidate for initiation into membership is in question, documentation must be provided by the candidate evidencing the requisite heritage; and
 - with respect to other qualifications of “Standard Members,” a committee shall be formed to investigate the property in which the

candidate is employed to ensure all information provided on the membership application is accurate, and a report of such investigation shall be submitted to the Board of Directors for review and approval.

3. Non-Members

- Guests that are Superintendents/Resident Managers must also be of Illyrian descent unless prior approval is granted by the Board.
- Vendors cannot be Members and cannot attend official business meetings of the IBMA.

Membership revocation:

1. Membership in the IBMA is considered a privilege and not a right. As such, any Member deemed to have acted in a manner that is “unbecoming of a Member of the IBMA”, or that has failed to pay annual dues, will have their membership revoked or suspended without malice or prejudice.
 - Behavior deemed as “unbecoming of a member” will include but is not limited to: the use of vulgar language, sexual language or behavior viewed as verbal sexual harassment, physical harassment or assault, disruptive behavior during a meeting or an Association event, multiple instances of belligerent consumption of alcohol and or drug abuse, stealing, fighting, public false accusations, misrepresentation or dissemination of misinformation with the intent to harm or discredit the association, defamation, or any act or omission by a member whereby IBMA’s continued association with such member would harm or risk harming the reputation of IBMA.
2. Termination from employment involving a crime.
 - If a member is terminated from employment for any reason which involves a crime, their membership to the IBMA will be revoked. This includes stealing, assault, “kickbacks”, etc.
3. A Member’s membership may be cancelled or suspended for any of the above by the board, by a simple majority vote.

Section 2

Officers and Board of Directors

Term Limits

Elections and Voting

1. The business and affairs of IBMA shall be managed under the direction of a Board of Directors. The total number of members of the Board of Directors shall be nine (9), consisting of five (5) Ex-Officio Directors, and four (4) At-Large Directors. All members of the Board of Directors shall vote as a single class.
2. There will be five (5) Officers elected to oversee the day-to-day business of IBMA. These Officers shall be Ex-Officio Directors of the IBMA. Accordingly, an Officer shall serve as a Director of IBMA by virtue of their position as an Officer of the IBMA, and, unless they have been elected as an At-Large Director, cease to

be a Director when they cease to be an Officer of IBMA. The Officer positions will be:

- President
 - Vice President
 - Treasurer
 - Recording Secretary
 - Chairman of board
3. There will be four (4) members on the Board of Directors who are At-Large Directors, who shall be elected at large.
 4. Minimum Qualifications for Officers and At-Large Directors.
 - To be nominated as an At-Large Director position, a member must have completed at least one (1) year of membership in the IBMA and have served at least one (1) term on a committee.
 - To be nominated for as an Officer, other than the position of Chairman of the Board, position, a member must have completed at least one term as an At-Large Director.
 - The Chairman of the Board is not a nominated or elected position, and shall be filled by the immediate past President, upon the election and qualification of the President.
 - No individual who is a member of the governing body, a committee member, or an officer of a nonprofit organization, fraternal society, similar Resident Manager Club, or any other club designated by the Board of Directors in its sole discretion, may be nominated as an Officer or an At-Large Director.
 - No two individuals may serve together on the Board of Directors if those individuals are related. Two individuals are related if one is a sibling, parent or child of the other, or a parent of the other's spouse, whether or not related by blood.
 5. Each Officer and At-Large Director shall have hold office for a term of 2-years; in the event that a successor cannot be elected, a vote will be presented to the Members to allow existing Officer or At-Large Director to extend their term by one (1) year or until a suitable nominee can be presented to the membership for a vote. In the event of a vacancy due to the death, incapacity, disqualification, removal or impeachment of an Officer or an At-Large Director, such vacancy shall be filled by vote of the Board of Directors, but only for the remaining term of the vacant office so filled.
 6. Nominations
 - Nominations for Officer and At-Large Directors positions will be held at the January Meeting, every (2) years. In the event that multiple nominees are proposed for any single position, an election will be held.
 - Nominations may not be made by any individual who is a member of the governing body, a committee member, or an officer of a nonprofit organization, fraternal society, similar Resident Manager Club, or any other club designated by the Board of Directors in its sole discretion.
 - No individual may nominate themselves as an Officer or At-Large Director.
 - The At-Large Directors shall be split into two (2) equal classes of two (2) Directors, and nominations for each class will be in alternate years. Therefore, there will be a nomination and potential election of At-Large Directors annually.

7. Elections

- Elections will be held annually at the February meeting if multiple nominees are accepted for any position at the January nominations.
- In the event of an election, an Officer or At-Large Director shall be elected by a plurality vote of the Membership present in person at the meeting. Voting will have strict guidelines to ensure all is neutral and fair.
 - Only members in good standing with their dues pay up to date is eligible to vote in an election.
 - A prenumbered ballot will be given to a “Certified Voting Member”.
 - All ballots will be immediately returned and counted at the February meeting. Elections results must be presented at the February meeting. Installation of awarded positions will occur at February meeting.
 - In the event of a tie, the Vice President will be the deciding vote. If the deciding vote is for the Vice Presidency, or the Vice President is not in attendance for a different deciding vote, then the next highest-ranking Officer will be the deciding vote.
 - Ballots and record of eligible voters will be held by the Vice President for a period of (2) two years following the election
 - Ballots will be counted by an independent tabulator not affiliated with the IBMA.
 - No Member may vote by proxy in an election.

8. An Officer or At-Large Director may resign their positions at any time. A letter of resignation must be received, reviewed, and approved by the Board of Directors

9. An impeachment of an At-Large Director or Officer may occur. In order for the impeachment to be valid, the following criteria must be met:

- An official motion must be passed which will include reason for impeachment.
- Such a motion must be accepted by majority vote by the Board of Directors.
- A motion will then be presented to the Members with the recommendation for impeachment.
- A vote will be held if a motion is accepted.
- An individual shall be impeached by a two-thirds (2/3) majority vote of the Members, upon which, the impeached individual will be removed from being an At-Large Director or Officer, as the case may be.
- Nominations to fill the vacated office of the impeached individual will occur at the same meeting.
- Installation of a Member to a new position or election will occur at the following meeting.
- A written, certified notice will be sent to the impeached party.
- Impeachment is only to remove an At-Large Director or Officer. If rules of misconduct mentioned above are infringed, then proceedings of membership cancellation will occur, and any individual who has been impeached and whose membership is cancelled will receive a lifetime ban from the Club.

10. Any Officer or At-Large Director who misses three (3) consecutive monthly meetings without just cause, will be deemed to have resigned their position.
11. Officers and At-Large Directors all must adhere to jacket and tie dress code for meetings, unless advised otherwise by the President.
12. Description of Officer Duties:

PRESIDENT

- The President is the chief executive officer of IBMA.
- It shall be the duty of the President to preside over all meetings of the Members, to preserve order, and to inspect and announce all votes of the IBMA.
- The President shall be a member of all committees and shall have the right, at all times, to supervise the labors and records of all Officers and committees of the Club, and will remove any Committee Chair or Committee Member deemed unfit to continue their duties.

VICE PRESIDENT

- It shall be the duty of the Vice President to assist the President of the Club in preserving order, and in his absence, preside and discharge the duties of the President.
- Will assist the Treasurer in all transactions.
- The Vice President shall act as Chairman of the Welfare Committee and announce all sicknesses and distress at monthly meetings
- Will hold the deciding vote in all ties.
- The Vice President shall assume direct supervision over all Committee Chairpersons as instructed by the President, in accordance with the governing regulations and bylaws.

TREASURER

- The Treasurer shall have the custody of the funds of the IBMA and shall deposit them in its name in the IBMA's choice of financial institution. The Treasurer shall receive all budgets & funds for the IBMA from each designated Committee Chairperson.
- Direct and supervise the administration of all event budgets and expenditures in conjunction with designated committee chairs and elected officials.
- Collaborate with a licensed CPA accountant to ensure financial compliance and accuracy.
- Furnish financial statements upon request by officers.
- The treasurer shall not serve as an authorized accountant.
- All financial records of the IBMA will be maintained by a certified third-party CPA accountant chosen by the incumbent Officers.

RECORDING SECRETARY

- Maintain accurate records of all monthly and board meeting minutes.
- Disseminate all association correspondence to the membership under the direction and oversight of the President.

CHAIRMAN OF THE BOARD

- Last succeeded President
- Preside and maintain order at all board meetings
- Assist officers as requested

BOARD OF DIRECTOR DUTIES:

- Assist officers and Chairman of the board

ORGANIZATIONAL CHAIN OF COMMAND

1. President
2. Vice President
3. Treasurer
4. Chairman of the Board
5. Recording Secretary
6. Board of Directors
7. Committee Chairman
8. Committee Members

Section 3:

Meetings

- Meetings of the Members shall be held at such place, within the state of New York, as designated from time to time, by the Board of Directors.
- The membership status of an individual, for the purpose of determining any rights to notice of a meeting or to vote, shall be determined solely by the membership records of IBMA.
- There will be a break for regular meetings during the months of July, August, and December.
- There will be a minimum of three (3) Board meetings a year.
- Motions to bypass reading of previous meetings can be accepted and voted on, at every monthly meeting. Monthly and Board meeting minutes can be reviewed by any Standard Member.
- Dress codes for official meetings will be business attire, "Jacket & Tie".-Admission to monthly meetings will not be allowed if dress code is not adhered to. Multiple infractions of this policy will result in suspension and possible cancellation of membership.
- Written notice of all regular monthly meetings must be presented to the entire Membership with a minimum of ten (10) days prior notice. It must contain a time, date, and location.
- Written notice for all meetings of the Board of Directors must be presented to the entire Membership with a minimum of ten (10) days prior notice. It must contain a time, date, and location.
- Email is deemed a satisfactory form of written notice. Notice is deemed received by a member on the day and at the time it is sent to the Member's email on file at IBMA. Text message, social media, SMS or similar are not deemed a satisfactory form of written notice.
- A record of attendees, eligible to vote, will be kept on file with IBMA for all meetings

- of Members at which a vote is held.
- A quorum of (5) of Board of Directors and Officers must be present to conduct an official meeting of the Board of Directors.
- A minimum quorum of 20 (TOTAL) Members, including any Officers & At-Large Directors is required to conduct an official meeting of Members.
- *Orders of business below shall be followed at all Monthly Meetings:*
 - *Roll call of Officers and Board of Directors*
 - *Treasurer report*
 - *Reports from active committees*
 - *Old Business*
 - *New Business*
- Memberships can be frozen to due economic, personal and/or financial hardships. Such reason will require a written memo to the Officers for review and decision.
- Property Managers and Account Executives will not pay door fees at monthly meetings provided they were invited and can provide a business card with their credentials prior to entering.
- Meeting dress code will be announced in writing via monthly email invites. Dress code must be adhered to.
- In the event of a state of emergency due to health crisis or other force majeure, the Board of Directors and/or Officers may decide by majority vote to hold a meeting via a virtual meeting application such as Zoom. The meetings would be considered “official” and will count towards the voting mandate.
- Any meeting of Members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if the announcement of the time and place of the adjourned meeting is given at the so adjourned meeting. No notice need be given to any member who executes and delivers a waiver of notice before or after the meeting. The attendance of a member at the meeting, without protesting the lack of notice for the meeting, shall constitute a waiver of notice by such member.
- **ACTION WITHOUT MEETING.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution or resolutions authorizing the action, which resolution or resolutions, and the written consents thereto by the members of the Board of Directors, shall be filed with the minutes of the proceedings of the Board of Directors. Any one or more members of the Board of Directors may participate in a meeting of such Board by means of a conference call allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- The Annual Meeting will be conducted at the February meeting unless otherwise delayed by the President.

Section 4

Funds, Dues & Charities

- Disbursement of dues will be designated by vote by the Officers & Board of Directors

- Dues must be paid no later than January 1st of each calendar year. Failure to remit payment by this deadline will result in the individual being ineligible to vote, nominate, or accept nomination for that year, and their life insurance coverage will be terminated.
- Failure to pay dues will result in membership cancellation.
- Financial, economic, and physical hardships will allow for deferred payment of dues. Requests need to be made in writing to the Officers and Board Directors at least (30) days prior to dues payment deadline in order to qualify.
- Any Member who leaves the “Building Manager Industry” but would like to continue their membership with Associate status must submit their request to the Officers and Board of Directors for review in writing.
- If a member is terminated from employment for any reason which involves a crime, their membership to the IBMA will be revoked and they will not qualify for any rights, benefits or entitlements of membership.

Charities and Fundraisers:

- A specific fund will be created within the IBMA for charitable donations to third party organizations. IBMA reserves the right to establish a charitable organization to carry out such purposes.
- Charitable donations may not be disbursed until one year after the creation date of initial Board of Directors.
- All charity and fundraising ideas will be submitted to the Committee Chairperson via written memo. The memo should include the type of charity, lead person name and contact information, requested amount of donation, and any official and legal paperwork associated with the charity. All requests for charitable donations must undergo a due diligence review in order to qualify.
- The Committee Chairperson will present documentation and recommendations to the Officers and Board of Directors.
- A motion will be passed to accept the recommendation or deny.
- All donations will be electronically transferred or deposited into accredited fundraisers and/or charities.
- There will be no personal financial transactions.

Section 5

Bylaws and Amendments

- Bylaws may be repealed or amended by a two-thirds majority (2/3) of voting members.
- A proposed amendment shall have first been submitted to the President in writing and reported by the President to the Membership Body, for a vote at the following monthly meeting.
- Members shall receive written notice of all proposed Bylaw changes.
- If action to any Bylaw Amendment is deferred, notice shall once again be made to the Membership Body in writing.

Section 6

Dissolution of Association

- In order to dissolve the association, a vote of 90% of the entire membership is required to commence the process.

- Any and all funds active in an IBMA account will be 100% dispersed amongst credited charities.
- If any areas of these bylaws deemed unclear, please refer to the “Robert Rules of Order”.