

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE SOCIETY OF BUILDING SCIENCE EDUCATORS, INCORPORATED

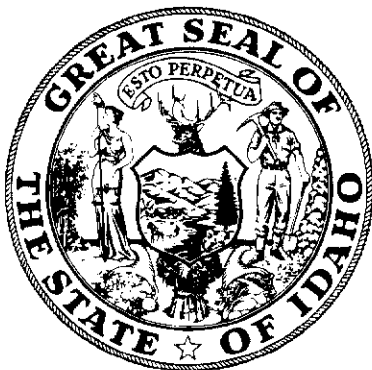
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THE SOCIETY OF BUILDING SCIENCE EDUCATORS, INCORPORATED,

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated June 16, 19 86.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF THE
SOCIETY OF BUILDING SCIENCE EDUCATORS, INCORPORATED

100 JUL 19 08 50

The undersigned, citizens of the United States, do hereby associate together for the purpose of forming, and do hereby form, a nonprofit corporation under the Idaho Nonprofit Corporation Act, and do hereby certify:

ARTICLE I

The name of the corporation is The Society of Building Science Educators, Incorporated.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The initial registered office of the corporation is located at Department of Architecture, University of Idaho, Moscow Idaho 83843. The initial registered agent at such address is Mr. Bruce Haglund.

ARTICLE IV

Section 1. Purposes:

1.1 To improve the teaching of courses jointly concerning environmental control systems and building design.

1.2 To establish a network for exchanging information about the teaching of such courses.

1.3 To develop course standards, curriculum models, teaching aid and devices for the successful teaching of these courses.

1.4 To act as a forum for scholarly work on the analysis and synthesis of energy issues in building design.

1.5 To promote relationships between this Society and other professional organizations, with the intent to foster the interests of this Society among those organizations.

1.6 To encourage interaction between this Society and practicing

architects, engineers, and the general public in matters related to our Objectives.

1.7 To conduct meetings for the exchange of information relevant and necessary for achieving the objectives cited above.

1.8 To publish a newsletter or journal which will report on the interests, activities, and opinions of the Society membership.

Section 2. Limitations:

2.1 The corporation shall have no capital stock, and no part of any net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in section one above.

2.2 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

2.3 Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 as now stated, or as it may be hereafter amended or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 as now stated, or as it may be hereafter amended.

2.4 No member, director, or officer of the corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs. Upon such dissolution or wind up, all the remaining assets of the corporation shall be distributed by the Board of Directors for identical uses and purposes to any other organization which would then qualify for exemption under the provisions of section 501 (c) (3) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

2.5 It is the intent of the incorporators that this corporation be formed and operated in such a way as to be classified under section 501 (c) (3) of the Internal Revenue Code as a corporation, contributions to which are deductible, and not as a private foundation.

Section 3. Powers: The corporation shall have all powers which are now or are hereafter conferred by law upon a corporation organized for the purposes set forth above, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations and conditions prescribed by law or in the corporations's Articles of Incorporation or bylaws.

Article V

Section 1. Membership:

1.1 Classes of Membership There shall be five classes of memberships: Professional, Associate, Institutional, Corporate, and Benefactor.

a. Professional members shall be those educators who are presently teaching course work or conducting research that concerns, jointly, environmental control systems and building design.

b. Associate members shall be those educators who are not presently teaching or conducting research that concerns, jointly, environmental control systems and building design.

c. Institutional members shall be the various schools of architecture in North America and worldwide, at which such courses are presented.

d. Corporate membership shall be accorded to all private firms, participating in or contributing to the practice of architecture and/or the teaching of such courses, as identified above, in schools of architecture.

e. Benefactor membership shall be presented to any Individual, Institution, or Corporation, which — though not meeting the primary definition of these memberships — provides a worthwhile service to the Society.

1. Benefactor membership shall be conferred following nomination and voted approval during an Annual Meeting of the Society.

2. This membership shall continue for a limited period which shall be established by the nomination and voting procedure at the specific time at which this membership is offered.

Section 2. Dues: Each member, whether Professional, Associate, Institutional, or Corporate, shall pay to the Society annual dues of such amount as shall be prescribed by the Advisors' council and approved at the Annual Meeting of the Society.

Section 3. Rights of Membership: A member of the Society shall cease to be a member in any of the following ways:

- a. By resignation or upon death.
- b. By delinquency in dues payment for a period of one (1) year unless the Advisors' Council determines otherwise in view of peculiar circumstances.
- c. By an affirmative vote of two-thirds of the Professional members present at an Annual Meeting, either in person or by proxy and voting, that a member shall be expelled from membership on the grounds that the member's conduct or policy is detrimental to the interests of the Society and its objectives.
- d. By an affirmative vote of two-thirds of the Professional members present at an Annual Meeting, either in person or by proxy and voting, that a member may be refused renewal of membership without notification of reason. Such a vote shall not be based upon discrimination founded on issues of race, sex, creed, or age.

ARTICLE VI

The management of the corporation will be vested in a board of no less than three (3) directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be such as are prescribed by the bylaws of the corporation.

Article VII

Section 1. Annual Meeting: There shall be an Annual Meeting of the Society, which shall include the participation of all members who are able

to attend.

Section 2. Order of Business for the Annual Meeting: After the meeting has been called to order by the presiding officer, the following activities will occur in sequence:

- a. Roll call.
- b. Approval of minutes of the previous Annual Meeting.
- c. Communications and other announcements
- d. Reports by the various officers.
- e. Reports by committees and actions thereon.
- f. Unfinished business.
- g. New business, including the election of officers and the establishment of committees for the following year.
- h. Scheduling of the next Annual Meeting.
- i. Special activities, as requested or suggested by members.
- j. Adjournment, conducted by the new officers.

The proceedings of the Annual Meeting shall be in accordance with the current edition of Robert's Rules of Order.

Section 3. Scheduling of the Next Annual Meeting: At each Annual Meeting the time and place of the next Annual Meeting will be established by a majority of those participants eligible to vote.

Section 4. Meetings other than the Annual Meeting: Additional meetings may be called by a majority of the present officers. These additional meetings shall not serve as replacements for the Annual Meeting. Rather, they shall be informational in focus and shall be employed to address topics related to the Objectives of the Society, which, for reasons of time, cannot be considered at the Annual Meeting.

Section 5. The Calendar Year for the Society: The calendar year for the Society shall be from October 1 through September 30. Officers shall serve until replaced by election on or about October 1.

Article VII

Section 1. Officers, The Advisors' Council, and Other Committees

1.1 Definition of Officers: There shall be three officers for the Society: Chair, Chair-Elect, and Secretary-Treasurer, in this order of

rank. Each officer shall serve in the specific office for the period of one year. The Chair-Elect will succeed the Chair upon the completion of the Chair's tenure in that office. Elections will be held at the Annual Meeting for the offices of Chair-Elect and Secretary-Treasurer.

1.2 Duties of the Officers: The Chair shall be the chief executive officer for the Society, plan and administer its affairs, and appoint committee after soliciting recommendations from the Advisors' Council. The Chair-Elect shall assist the Chair and serve in an advisory capacity in the year preceding her/his elevation to the Chair. The Secretary-Treasurer shall serve as recording secretary for the Annual Meeting, keep and publish the By-Laws, maintain the membership roll, receive and disburse Society funds, and keep such other records and perform such other duties as are specified in this Constitution and By-Laws.

1.3 Replacement of An Officer Due to Incapacitation: In the event of the incapacitation of the Chair, the Chair-Elect shall succeed to Chair's office. If the Chair-Elect should become incapacitated, the position will be left vacant until the next Annual Meeting, at which time both a Chair and a Chair-Elect shall be elected for the following year. If both the Chair and Chair-Elect positions become vacant, then the Secretary-Treasurer will solicit nominations for the Interim Chair from the Advisors' Council and conduct an emergency election by mailed ballot within 30 days of notification of the vacancies. This Interim Chair would serve until the next Annual Meeting, when elections would be held for the Chair and Chair-Elect offices. If the Secretary-Treasurer is incapacitated, then the Chair -- following discussion with the Advisors' Council -- shall appoint an Interim Secretary-Treasurer who shall serve until the next Annual Meeting.

1.4 The Advisors' Council: This Council shall advise the Chair on all matters addressed specifically in these By-Laws and on other issues for which the Chair wishes to seek aid, during the intervals between the Annual Meetings. This Council shall be composed of the present Chair-Elect and Secretary-Treasurer and the immediately-past Chair and Secretary-Treasurer.

1.5 Other Committees: Other committees of the Society may be

constituted for the promotion of the objectives of the Society, and shall consist of limited numbers of members, with their number, jurisdiction, method of selection, and tenure determined by the Chair with the approval of the Advisors' Council.

Article IX

Section 1. Adoption and Amendment of By-Laws

1.1 By Members at the Annual Meeting: By-laws may be adopted, amended, or rescinded at any Annual Meeting of the Society, by the affirmative vote of a majority of the Professional members present either in person or by proxy and voting; provided that notice of the proposed action shall have been given by the Secretary-Treasurer to the Professional members at least thirty (30) days before the Annual Meeting at which such action is to be taken.

1.2 By A Mailed Ballot: By-laws may be adopted, amended, or rescinded during the interval between Annual Meetings, by the affirmative vote of a majority of the Professional members. This voting procedure shall require that the Secretary-Treasurer shall distribute by mail to the Professional members of the Society a written ballot of the proposed action(s) and that acceptance of the proposed action(s) be mandated with the receipt of affirmative votes from a simple majority of the Professional members.

ARTICLE X

Section 1. Amendment of Articles of Incorporation

1.1 By Members at the Annual Meeting: The Articles of Incorporation may be amended at any Annual Meeting of the Society, by the affirmative vote of a majority of the Professional members present either in person or by proxy and voting; provided that notice of the proposed action shall have been given by the Secretary-Treasurer to the Professional members at least thirty (30) days before the Annual Meeting at which such action is to be taken.

1.2 By A Mailed Ballot: The Articles may be amended during the interval between Annual Meetings, by the affirmative vote of all of the Professional members. This voting procedure shall require that the Secretary-Treasurer shall distribute by mail to all of the Professional

members of the Society a written ballot of the proposed action(s) and that acceptance of the proposed action(s) be mandated with the receipt of affirmative votes from all of the Professional members.

ARTICLE XI

The names and address of the initial board of directors who will hold office until their respective successors are elected in the manner to be prescribed by the bylaws of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Bruce Haglund	Dept of Architecture University of Idaho Moscow, Idaho 83843
Susan Ubbelohde	School of Architecture University of Minnesota 89 Church Street SE Minneapolis, Minn 55455
G.Z. Brown	Dept of Architecture University of Oregon Eugene, Oregon 97403

ARTICLE XIII

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Bruce Haglund	Dept of Architecture University of Idaho Moscow, Idaho 83843

IN WITNESS WHEREOF, I the undersigned, have hereunto set my hand this 30 day of January, 1986.



Bruce Haglund

SUBSCRIBED AND SWORN to before me this 13th day of June, 1986.



NOTARY PUBLIC in and for the State
of Idaho, residing at Moscow

(Exp 2/28/91)