

BYLAWS OF SAFER BUILDINGS - Effective June 2021

These Bylaws of SAFER BUILDINGS (the "Corporation") are intended to conform to the mandatory requirements of the [Oregon Nonprofit Corporations Act](#) (the "Act"). Any ambiguity arising between the Bylaws and the discretionary provisions of the Act shall be resolved in favor of the application of the Act.

ARTICLE I

PURPOSE

Section 1. General Purpose.

The Corporation is organized exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 and as the same may hereafter be amended (the "Code") and shall further the common good and general welfare of the community it serves.

Section 2. Specific Purpose.

The primary purpose of the Corporation shall be to promote the use of wireless technology to improve the safety of buildings. Notwithstanding the foregoing, the activities of the Corporation shall be for the benefit of the community at large and not for the benefit of any individual member.

ARTICLE II

MEMBERSHIP

Section 1. Constitution of Membership.

1. This Corporation shall have members. Members of the Corporation shall support the purposes of the Corporation.
2. Members of the Corporation shall be those persons who support the Corporation through the payment of dues or by participation in the Safer Buildings Community of Practice.

Section 2.

1. The Member Tiers are as follows:

• Paid Tiers

1. Corporate System Integrators - > 25 Greater than 25 Employees, representing the System Integration Sector.
 - a) System Integrators are defined as follows: A services company that specializes in implementing, planning, coordinating, scheduling, testing, improving and sometimes installing and maintaining wireless solutions. The Managing Director and the Board shall have discretion in determining whether a company qualifies for this Member Tier.
- 2) Corporate - Greater than 25 Employees and are not System Integrators
- 3) Medium Business – 11 to 25 Employees

- 4) Small Business – 1 to 10 Employees
- 5) Wireless Carriers
- 6) Individual Professionals - MUST have an ACTIVE Professional License
 - (a) Common Examples are Professional Engineers and Architects
- 7) Individual Consultant
 - (a) Sole, self-employed consultant
 - (b) May not have partners or employees
 - (c) May not be the employee of a company
 - (d) Other criteria as may be determined by the Managing Director or the Board

• Gratis Tiers

1. Enterprise - (Examples: Higher Education, Corporate Real Estate, Healthcare Institutions, and other organizations who would be considered end-users of in-building communications systems. Qualification of any organization as Enterprise is at the discretion of the Board)
 2. Public Safety – (Examples: AHJ / Government / First Responders/ Public Safety Radio System Administrators and / or Frequency License Holders. Must be governmental agency or not for profit organization or individual. Qualification of any organization as Public Safety is at the discretion of the Board)
2. Dues shall be established by the Board of Directors and published on the Safer Buildings Corporation Web Site.
3. Any Paid Tier member whose dues are in arrears for a period longer than the Grace Period shall automatically be considered to have resigned as a member from the Corporation. The number of days in the Grace Period shall be established by the Managing Director for each membership Tier and need not be published. The Managing Director and the Board shall have the ability to consider the circumstances of individual members in order to adjust Grace Periods in the best interests of the Coalition.

Section 3. Privileges of Membership.

1. All Paid Tier members of record in good standing may vote in person or by electronic communication on such matters requiring approval of the members under the Act, Articles of Incorporation or these Bylaws.
2. Any members of record in good standing may serve on the Board of Directors and hold office in the Corporation pursuant to the qualifications outlined in Article III: BOARD OF DIRECTORS and Article IV: OFFICERS.
3. No member may be expelled or suspended, and no membership may be terminated or suspended except as provided by the Act.
4. Members may inspect or copy records of the Corporation as provided by the Act.

Section 4. Annual Member's Meeting.

Members shall hold a meeting at least once each calendar year, or more often as necessary, for the purpose of preparing for the election of the Board of Directors of the Corporation and transacting such other business as may be properly brought before the meeting. The Board of Directors shall designate such date, time and place as it may choose for such meetings; provided, however, the annual meeting of the members shall be held no later than the 31st of December of each calendar year.

Section 5. Special Meetings.

Special meetings of the members may be called by the President, the Board of Directors or upon the initiative of the members as provided by the Act.

Section 6. Notice.

Written notice of the date, time, place and matters to be approved or purpose of the meeting of the members shall be mailed by first class mail or emailed to each member at least seven (7) days but not more than sixty (60) days before the meeting.

Section 7. Waiver of Notice.

1. A member may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the member entitled to notice, specify the meeting for which notice is waived and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
2. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened or where the member objects to the consideration of a particular matter not within the purpose of the meeting notice, when presented.

Section 8. Quorum and Voting.

Those votes represented at a meeting of members shall constitute a quorum. If a quorum is present, the affirmative vote of the majority of the votes represented and voting shall be the act of the membership.

Section 9. Action by Written Ballot.

Any action which may be taken at an annual, regular or special meeting of the members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth the proposed action and shall provide an opportunity to vote for or against the proposed action. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve such matter other than the election of Directors; and specify a reasonable time by which the ballot must be

received by the Corporation in order to be counted. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals cast by ballot equals or exceeds the number of votes that would be required to approve the matter at such meeting.

Section 10. Action by Members without a Meeting.

Any action required to be taken at a meeting of the members or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect and force as a unanimous vote of said members.

Section 11. Vote by Proxy. Original Section Deleted

Section 12. Record Date.

The record date for determining members entitled to notice of any meeting of the members of the Corporation, to demand a special meeting, to vote or to take any lawful action is ten business days prior to the delivery of the notice of the meeting, to the first member signing the demand for a special meeting, to the mailing of an action by consent or written ballot or to the adoption of a resolution by the board for other such lawful action in respect of which members are entitled to exercise rights. The Secretary shall prepare and make available a list of members entitled to vote at any meeting of members, in accordance with the provisions of the Act.

ARTICLE III BOARD OF DIRECTORS

Section 1. Function.

The Board shall manage the business and affairs of the Corporation and shall exercise all the powers of the Corporation as provided by the law and the Articles of Incorporation, but subject to any restrictions imposed by the Act, the Articles of Incorporation, or these Bylaws. The Board may by resolution delegate to committees, including an Executive Committee of its own number, or to Officers of the Corporation, such powers and functions as it may designate from time to time.

Section 2. Number.

The Board shall consist of at least one (1) but not more than seven (7) Directors. The exact number shall be fixed from time to time by resolution of the Board; provided, however, no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3.

1. A Director shall hold office for the time for which he or she is elected or until his or her successor is elected and qualified or until his or her resignation or removal.

2. Board of Directors Terms

- Immediate Past President – 1 year
- President – 1 year
- Vice President – 1 Year
- Treasurer – 3 years
- Secretary – 2 years
- At Large (Elected in Even Years)– 2 years
- At Large (Elected in Odd Years)– 2 years

3. All Directors shall serve at the pleasure of the members.

4. All members of the Board of Directors shall be employees of an SBC paid-tier member organization in good standing throughout their term of office.

5. Individuals are elected, not member organizations. In the case of a board member leaving a member organization, they shall remain in their position as long as they are employed by a current SBC corporate member, subject to the provisions of section IV.2.C.

6. Detailed job descriptions for each Board of Directors role are detailed in the SBC Election Manual Document, made available to the members on the SBC website, and which may be amended at any time.

Section 4. Election Procedure.

1. Candidate Application. Members wishing to be placed in nomination shall provide the following information to the General Manager no later than July 15th of each year or later date if permitted by the board. A member may submit their name for a maximum of one (1) position in each election cycle.

1. Name, contact information, and office sought
2. Employer and position within the organization.
3. Their supervisor (where applicable), shall provide written authorization for them to serve in the position being sought. Provide contact information for supervisor where applicable.
4. Brief Bio and Candidate Statement to the Members
5. Disclosure of any potential conflict of interest, including private contractual or consulting relationships.

2. Verification of Eligibility. The Elections Committee shall verify that all submitted information is received and that the candidate is eligible for the office being sought and submit the final list of candidates to the staff liaison no later than July 31th of each year or later date if permitted by the board.

3. Eligibility for Election to Office Refer to Article IV – OFFICERS Section 1.1

4. Election The Board of Directors of the Corporation shall be elected by a majority vote of the Corporation membership present at the annual meeting or by majority vote of the Corporation membership responding if the vote is conducted by mail or electronic ballot. Paid Tier members in good standing in the Corporation are eligible to vote in the election.

5. Election Committee. The Elections Committee shall be formed to administer the annual Board of Directors election process and as requested by majority membership vote. The Elections Committee will consist of the Managing Director, Executive Director, and Chair of the Advancement Work Group.

6. Election Results. The Elections Committee shall review the results of the election and provide the Board of Directors and staff liaison with a list of the candidates who were successfully elected to office in accordance with the Corporation Bylaws. The Managing Director shall advise all candidates whether they were elected or not. A majority vote of the outgoing Board of Directors, typically held at the Annual meeting, shall confirm the findings of the Elections Committee.

7. Vacancies

A. In the event of a vacancy occurring in the office of the President, the duties of the office shall devolve upon the Vice President or another Board-assigned position until a President is elected in the next annual election for the remainder of the unexpired term. If the Vice President does not choose to assume the duties of the President, or there is a vacancy in the office of the Vice President, the majority vote of the Board of Directors shall appoint an individual as President who shall serve until the next annual election when the unexpired term shall be filled by a majority vote of the members.

B. In the event of a vacancy occurring in the office of the Vice President, the majority vote of the Board of Directors shall appoint an individual as Vice President who shall serve until the next annual election.

C. In the event of a vacancy occurring in the office of the Secretary or Treasurer, the most senior At-Large Director shall have the first option of assuming the vacated role. If the most senior At Large Director does not accept this role, the less senior At-Large Director shall have the next option of assuming the vacated role. If neither At-Large Director accepts the new role, a majority vote of the Corporation's Board of Directors shall appoint an individual who shall serve the vacated role until the next annual election when the unexpired term shall be filled by a majority vote of the members. The office of the Secretary or Treasurer may be left vacant if the position is vacated less than ninety (90) calendar days prior to the end of the term of said office.

D. In the event of a vacancy occurring in the office of an At-Large director, the majority vote of the Corporation's Board of Directors shall appoint an individual who shall serve until the next annual election when the unexpired term shall be filled by a majority vote of the members. The office of the At-Large director may be left vacant if the position is vacated less than ninety (90) calendar days prior to the end of the term of said office.

E. In order to be considered to fill vacancies in the Board of Directors, individuals shall comply with applicable eligibility requirements.

F In the event that a board member no longer meets the eligibility requirements for the position held as set forth in Section three, the board may, at their discretion, allow the board member to continue to hold said office until the next annual election, at which time the unexpired term shall be filled by a majority vote of the Corporation members.

G. Except If at any time a board member no longer meets the eligibility requirements or, in the opinion of the Board of Directors, becomes the subject of public disrepute, contempt or scandal, or conflicts with the interests and values of the Safer Buildings Corporation, the Board of Directors may, with a minimum of 75% of the Board voting in the affirmative, remove that person from office, thereby creating a vacancy in that office.

Section 5. Annual Board Meeting.

The Board shall hold meetings at least one time each calendar year, or more often as necessary. The Board shall, by its own resolution, designate such dates, times and places as it may choose for such meetings; provided, however, the annual meeting of the Board shall be held no later than the 31st of December of each calendar year.

Section 6. Special Meetings.

Special meetings of the Board may be called by the President and must be called by the President upon the written request of at least two Directors. Notice of a special meeting of the Board shall be mailed, emailed, hand-delivered or given verbally to each Director not less than 3 days prior to the meeting. The notification shall include the date, time, place and agenda of the special meeting.

Section 7. Waiver of Notice.

1. A Director may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the Director entitled to notice, specify the meeting for which notice is waived and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

2. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum.

A majority of the Directors in office immediately before the meeting begins shall constitute a quorum at any meeting. When a quorum is present, the vote of the majority of the Directors at such meeting shall be the act of the Board unless a greater vote is required by the Act, the Articles of Incorporation or these Bylaws.

Section 9. Presumption of Assent.

A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Removal or Resignation of Directors.

Any Director of the Corporation may resign from such position by delivering written notice of the resignation to the Board, the President or Secretary, but such resignation shall be without prejudice to the contract rights, if any, of the Corporation. Any Director elected or appointed by the Board may be removed by the members, with or without cause, by a vote of two-thirds of the votes of members entitled to vote thereon, whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of a Director shall not of itself create contract rights.

Section 11. Vacancies.

Vacancies shall be managed per section III.7 A.–G.

Section 12. Compensation.

Directors shall not be compensated for their services as Directors. The Directors may, upon approval by the Board, be reimbursed by the Corporation for necessary expenses incurred in the execution of their duties and responsibilities.

Section 13. Conflict of Interest.

No Director shall be liable to account to the Corporation for any profit realized by the Director from or through any transaction or contract of the Corporation; provided, however, in the case of any such contract or transaction requiring authorization by the Board, no Director who personally or through any firm or corporation is interested in such a contract or transaction shall be entitled to vote thereon, although such Director may be counted in determining whether a quorum is present at any meeting upon which action thereon is taken; and such Director shall be responsible for disclosing to the Board his or her interest in any such contract or transaction.

Section 14. Action by Directors without a Meeting.

Any action required to be taken at a meeting of the Directors of this Corporation, or any other action which may be taken at a meeting of the Directors, may be taken without an in-person meeting through the use of electronic methods, including but not limited to: telephone calls and/or conference calls, videoconference, email exchanges, online surveys, or any other means acceptable to a majority of the members of the Board as they may determine from time to time. All rules for attaining and maintaining quorum apply. Such

actions, including votes and polls, need not take place in real time or with all members present simultaneously. The President shall conduct such discussions, votes, or polls, and shall announce any decisions to the members of the Board of Directors in any of the above acceptable methods. The President may delegate his proxy to another Board Member to conduct such business when and if he/she is unavailable.

ARTICLE IV OFFICERS

Section 1. Officers.

The Officers of the Corporation shall be: • Immediate Past President • President • Vice President • Secretary • Treasurer • At-Large.

Section 2. Eligibility for Election to Office

A. The President, Vice President, and Immediate Past President shall be employees of an SBC paid-tier member organization in good standing of the SBC throughout their term of office.

B. The Secretary, Treasurer and At-Large director shall be employees of an SBC paid-tier member organization in good standing of the SBC throughout their term of office.

C. No more than one representative from any company (including subsidiaries) may hold a board seat. No more than one representative from any company (including subsidiaries) may run in a board election. In the case of an acquisition or job move, the affected Board Member may serve through the next election, and the Board will then appoint a qualified replacement to serve the balance of the term (if any).

D. Individuals are elected, not member organizations, In the case of a board member leaving a member organization , they shall remain in their position as long as they are employed by a current SBC member, subject to the provisions of section IV.2.C. The elections committee shall have the authority and obligation to determine if election results are compliant with this requirement.

E. The President automatically becomes the Immediate Past President at the conclusion of their term as President.

F. The President must have previously served as Vice President.

G. The Vice President automatically becomes President at the conclusion of their term as Vice President.

H. The Vice President must meet the qualifications to serve as President.

Section 3. Other Officers.

The Board may by resolution create such additional and special Officers as may be considered necessary or desirable in addition to those herein above described. The appointment, tenure, removal and succession of persons to hold such offices shall be as the Board shall provide.

Section 4. Compensation and Expenses.

Unless otherwise established by the Board, no Officer shall be compensated for his or her services as an Officer. Expenses incurred in connection with performance of an Officer's official duties may be reimbursed upon approval of the Board.

Section 5. Resignation or Removal.

Any Officer of the Corporation may resign from such position by delivering written notice of the resignation to the Board, but such resignation shall be without prejudice to the contract rights, if any, of the Corporation. Any Officer or agent elected or appointed by the Board may be removed by the Board, with or without cause, when in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an Officer or agent shall not of itself create contract rights.

Section 6. DELETED

ARTICLE V COMMITTEES OF THE BOARD

Section 1. Committees of the Board of Directors.

A majority of the Board of Directors in office may create one or more committees of the Board of Directors. The Board of Directors may appoint Directors of the Board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more Directors of the Board. Such committees may exercise the authority of the Board subject to limitations imposed by the Act, the Article of Incorporation or these Bylaws.

Section 2. Committees other than Committees of the Board.

1. Committees other than Committees of the Board of Directors shall not exercise the authority of the Board of Directors. The duties of such committees shall be as prescribed by these Bylaws or the Board of Directors. The Board shall have the power to dissolve such committees and may establish or dissolve additional committees.

2. Except as otherwise provided, committee members may, but need not be, Directors of the Board. The President may designate Directors of the Board as committee members. Each chair shall be appointed by the President and serve until his or her successor is appointed or until his or her resignation or removal. A chair may be removed by the President with the concurrence of the board.

Section 3. Ad Hoc Committees.

The President may establish or dissolve ad hoc committees and may appoint the chair of each ad hoc committee.

Section 4. Work Groups

The Coalition may convene standing committees known as Work Groups to address the needs of the Coalition's mission and membership. Work Groups shall be established by the Board and are under the supervision of the Managing Director and Executive Director.

1. Work Groups shall not exercise the authority of the Board of Directors. The duties of such Work Groups shall be as prescribed by these Bylaws or the Board of Directors. The Board shall have the power to dissolve such Work Groups and may establish or dissolve additional Work Groups.
2. Except as otherwise provided, Work Groups members may, but need not be, Directors of the Board.
3. Each Work Group shall be supervised by either the Managing Director or Executive Director. The assigned Managing Director or Executive Director shall be referred to as the Work Group Sponsor.
4. Each Work Group shall have a Chair and a Vice Chair to coordinate the activity of their Work Group. Work Group Chair and Vice Chair shall be approved by the Work Group Sponsor and will serve until his or her successor is appointed or until his or her resignation or removal. A chair may be removed by the Work Group Sponsor. Work Group Chair and Vice Chair may be appointed by the Work Group Sponsor, or chosen by Work Group Member vote, at the discretion of the Work Group Sponsor.
5. Work Group Chair and Vice Chair term shall be one-year, but may be extended at the discretion of the Work Group Sponsor.

Section 5. Action by Committees and Work Groups.

Except as otherwise provided in this Article, the provisions in Article III of these Bylaws governing meetings, action without meetings, notice and waiver of notice and quorum and voting requirements of the Board of Directors apply to the committees and their members

ARTICLE VI RIGHT OF PARTICIPATION

No person shall be denied the services or facilities of this organization or be excluded from participation or service herein because of race, age, color, sex, creed, religion, handicap, or national origin, and discrimination of any kind in respect hereof is expressly prohibited.

ARTICLE VII DEPOSITORIES. SIGNATURES AND SEAL

Section 1. Depositories.

All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks or other financial institutions as the Board may from time to time designate and shall be drawn on checks, drafts or other orders signed on behalf of the Corporation by the Treasurer and/or such other person or persons as the Board may from time to time designate.

Section 2. Contracts.

All contracts, deeds and other instruments shall be signed on behalf of the Corporation by the President or by such other Officer or agent as the Board may from time to time designate.

Section 3. Seal.

The Corporation shall have no seal.

Section 4. Borrowing.

Notwithstanding any other provision in these Bylaws, no Officer or agent of this Corporation shall have authority to borrow any funds on behalf of the Corporation, or to hypothecate any assets thereof, for corporate purposes or otherwise, except as expressly stated in a resolution approved by a majority of Directors, duly entered in the minutes of the Board. No loans shall be made by the Corporation to any Director or Officer.

Section 4.

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose of the Corporation, and any such contribution, gift, bequest, or devise is subject to the Board's acceptance.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended by a majority vote of the Board then in office at any regular or special meeting of the Board provided the notice given for such meeting indicates that such amendments will be considered.

ARTICLE IX LIMITATION OF LIABILITY

Uncompensated Directors and officers of the Corporation shall have no civil liability to the Corporation, except for breaches of duties of loyalty to the Corporation, acts or omissions which are not in good faith or which involve intentional misconduct or knowing violations of law, unlawful distributions, transactions from which such Director or officer derives an improper personal benefit in money, property or services, and any act or omission in violation of ORS 65.361 through 65.367, as in effect or hereinafter amended.

**ARTICLE X
INDEMNIFICATION**

Section 1. Directors and Officers.

Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Act, any Director or Officer who was or is a Party or is threatened to be made a Party to any Proceeding (other than an action by or in the right of the Corporation) by reason of or arising from the fact that such person is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

Section 2. Advance of Expenses.

The Corporation may pay for or reimburse the reasonable Expenses incurred by a Director or Officer who is a Party to a Proceeding in advance of final disposition of the Proceeding as provided in the Act.

Section 3. Insurance.

At the discretion of the Board, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any Liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such Liability under the provisions of this Article.

Section 4. Purpose and Exclusivity.

The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board or otherwise.

Section 5. Definitions.

The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

**ARTICLE XI
DISSOLUTION**

Upon dissolution and winding up, the Corporation shall distribute any remaining property to the members of the Corporation as determined immediately prior to dissolution, in proportion to their cumulative contributions to the Corporation

**ARTICLE XII
IDENTIFICATION**

I hereby certify that I was the Secretary of the July 2018 Board of Directors' meeting of Safer Buildings on the [INSERT DATE], 2018, and that the foregoing Bylaws in twelve

typewritten pages numbered consecutively from 1 to 12 were and are the Bylaws adopted by the Directors of the Corporation at that meeting.

Prince Niyyar, Secretary