

TABLE OF CONTENTS

Title

ELEVATOR U Bylaws & Policy Guidelines

Job Descriptions, Duties and Responsibilities

ELEVATOR U Meetings

Board Meetings

President

Vice-President

Secretary

Treasurer

Immediate Past-President

Directors

Accountant

Committee Structure

Education Committee

Certification Sub-Committee

Technical Sub-Committee

Executive Committee

Awards Sub-Committee

Bylaws Sub-Committee

Nominating Sub-Committee

Publicity Sub-Committee

Finance Committee

Audit Sub-Committee

Membership Committee

House Sub-Committee

Program Sub-Committee

Newsletter Sub-Committee

Meeting Notice Sub-Committee

Roster Sub-Committee

Social Sub-Committee

BYLAWS

ARTICLE I – NAME

Section 1: The name of this organization is Elevator U, Incorporated, a corporation chartered in the local jurisdiction of Georgia, hereinafter referred to as the “ELEVATOR U” or “the Organization”.

Section 2: ELEVATOR U shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered, in accordance with requirements of the Georgia Nonprofit Corporation Code.

Section 3: The principle office shall be located in the State of Georgia. The corporation may have other offices at such places as the Board may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE II – GOVERNING AUTHORITY

Section 1: ELEVATOR U is governed and operated in accordance with the laws of the State of Georgia, provisions of the Organization Bylaws, and the rules and instructions of the ELEVATOR U Board of Directors issued through its Officers.

ARTICLE III – PURPOSE AND POLICY

Section 1: ELEVATOR U shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

Section 2: There is a need for colleges, universities, government agencies and public institutions to have an organized vehicle to promote excellence in design, construction and maintenance of all forms of vertical transportation. ELEVATOR U is a voluntary association of individuals the purposes of which, as set forth in the articles of incorporation, are exclusively charitable and educational within the meaning of section 501(C)(3) of The Internal Revenue Code.

Section 3: As technologies, materials and business practices continually change, we need to ensure we have an organization to facilitate the exchange of knowledge and technical expertise to properly build and maintain vertical transportation that is safe, durable and efficient.

1. To create a forum where stewards of vertical transportation systems can exchange ideas and information.
2. To accumulate technical information and make it easily accessible to members.

3. To provide information and education for the benefit of the elevator industry.
4. To provide a regular opportunity for gathering to share fellowship, information and education.
5. To acquire means to reinvest in the charitable and educational interest of ELEVATOR U.

THE PURPOSE of ELEVATOR U is to provide a medium at the national level for advancement of the objectives of the organization, to promote closer relations and cooperation among the professions, contractors, manufacturers, trade associations and societies which are engaged in, or directly connected with the vertical transportation industry.

Section 4: The name, funds or influence of the ELEVATOR U may be used only in support of these objectives and those objectives stated herein.

Section 5: ELEVATOR U endorses a nondiscrimination policy as to membership and does not restrict membership based on the basis of race, color, sex, age, national origin, religion, sexual orientation, marital status, genetic identification, political affiliation, or disability in matters affecting membership or in providing access to programs to member

ARTICLE IV – BOARD OF DIRECTORS

Section 1: The management and direction of the ELEVATOR U shall be delegated exclusively to its Board of Directors, hereinafter referred to as “the Board”.

Section 2: The Board of Directors shall be comprised of the following Elevator U officers and members: Chairman of the Board, President, Vice-President, Secretary, Treasurer and three (3) Directors. The Board shall execute the responsibilities outlined in the ELEVATOR U Bylaws, combining duties where officers are not elected because of a smaller board size. A majority of the Board shall be Professional Members, as defined in the Organization’s Bylaws.

Section 3: All members of the Board, except the Chair of the meeting, are eligible to vote on ELEVATOR U business. The Chair of the meeting is entitled to vote only in the case of a tie whereby said vote would determine the outcome.

Section 4: The Board, through the action of authority delegated to the Membership Chair, shall receive and promptly accept applications for membership in ELEVATOR U received from prospective members meeting the qualifications for Organization’s membership and may accept resignations for ELEVATOR U.

Section 5: The Board shall select all standing and special committees, designate duties and authorize compensation or justifiable expenses for such committees. All committee

Chairs must be members of ELEVATOR U. All such standing and special committee chairs shall be chosen by the Board in consultation with and appointed by the Organization's President as much as is prudent and possible.

Section 6: The Board shall, at a minimum, schedule quarterly business meetings. Special meetings shall be held upon the call of the President or three (3) members of the Board upon five (5) days written notice.

Section 7: A majority of the Board, excluding ex-officio members, shall constitute a quorum.

Section 8: Should a vacancy occur in any office of the ELEVATOR U, except that of Chairman of the Board, President or Vice-President, the Board shall by two-thirds (2/3) affirmative vote of its total membership fill such vacancy by appointment of a member eligible by all other criteria, for the duration of the unexpired term.

Section 9: Should a vacancy occur in the office of Chairman of the Board, those duties will be absorbed by the President for the remainder of that term of office.

Section 10: Should a vacancy occur in the office of President, the Vice-President shall assume the office of President for duration of the unexpired term.

Section 11: Should a vacancy occur in the office of Vice-President, the Board shall, within ten (10) business days, call a special meeting of the Board for the purpose of selection of a committee to make recommendation, to the Board, of a person or persons to be considered for appointment to fill the vacancy until the next scheduled general membership meeting and election in accord with applicable provisions of Article VI of these Bylaws. This special committee shall complete its assignment and report to the Board within thirty (30) calendar days of its appointment.

ARTICLE V – OFFICERS

Section 1: CHAIRMAN OF THE BOARD: the President shall, at the conclusion of his/her term of office, assume the position of Chairman of the Board of Directors. The duties shall be to preside over the meetings of the Board, present an agenda to the Board as generated by the President, and preside over General Membership Meetings in the absence of the President. The CHAIRMAN is a non-voting member of the Board except in cases as described in Article IV, Section 3, of these Bylaws.

Section 2: PRESIDENT: shall be the Chief Executive Officer of the ELEVATOR U; shall provide, to the Chairman of the Board of Directors, an agenda for each Board meeting; shall, in conjunction with the Board, select Chairs for standing and special committees as set forth in Article IV, Section 5, of these Bylaws; shall select the Chairs of Temporary Committees; shall appoint delegates to the annual meeting of the Organization; shall be

an ex-officio member of all committees; shall sign all agreements and formal instruments; shall preside over the annual general membership meeting and meetings of the Board in the absence of the/a Chairman of the Board.

Section 3: VICE-PRESIDENT: shall report to and assist the President in the administration of ELEVATOR U business as directed by the President. The Vice-President shall be an ex-officio member of all committees reporting to the Board. The Vice-President shall serve as Chair of the ELEVATOR U meetings and/or meetings of the Board upon absence of the President and the Chairman.

Section 4: SECRETARY: shall send notices, to the appropriate membership, at least five (5) days in advance of special meetings of the Board and the ELEVATOR U, and shall keep accurate minutes of all regular and special meetings. The Secretary: shall handle all correspondence; shall keep a roster of members and committees; shall prepare and co-sign all agreements and formal instruments, except those pertaining to the office of Treasurer; shall submit a report of his office at the annual meeting.

Section 5: TREASURER: shall collect and receipt for monies and securities, deposit funds and disburse and dispose of the same, subject to the direction of the Board; shall keep accurate books of account and shall submit a report of his office at the annual meeting, and at meetings of the Board.

ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1: Only at the initial annual meeting of the Elevator U, the President and Vice-President shall each be elected for a two (2) year term of office and thereafter one (1) year terms of office each with the Vice-President assuming the office of the President at the conclusion of the President's term of office. Thereafter, the following officers and directors shall be elected at each year's General Membership Meeting: Vice-President, Secretary, Treasurer, one (1) Professional Director, one (1) Industry Director and one (1) Affiliate Director, all to serve for one (1) year with the Vice-President assuming the office of President after that one (1) year.

Section 2: Elections shall take place at the annual meeting.

Section 3: The Vice-President shall assume to the office of President in the event of a resignation or removal of the President and serve the remainder of the unexpired term as well as his/her term to be.

Section 4: The Board shall appoint a Nominating Committee not later than one hundred twenty (120) days prior to the annual meeting. The Nominating Committee shall prepare a list of nominees, showing at least one (1) name for each elective office of the Board which is due to become vacant. The Committee shall present the list to the ELEVATOR U general membership not later than ninety (90) days prior to the annual

meeting. At this time the membership will have forty-five (45) days to present nominations from the field. At the expiration of forty-five (45) days nominations shall be closed. The Nominating Committee shall prepare the ballot, which shall include the original list of nominees and those nominated from the field. The nominating committee shall submit a copy thereof, together with a notice of the time and place of the meeting at which the ballots will be cast and then counted, to each member of the ELEVATOR U at least two (2) weeks prior to the annual meeting.

Section 5: The vote shall be taken and ballots shall be counted at the meeting by tellers appointed by the Chair of the meeting and the results shall be reported to the members present. After acceptance of the results of the ballot by these members, all ballots are to be destroyed.

Section 6: Not later than June 30, the ELEVATOR U Secretary shall notify the ELEVATOR U members of the results of the election and shall submit to them a complete listing of the ELEVATOR U Officers and Directors for the coming year, with their address and phone numbers.

ARTICLE VII – MEMBERSHIP

Section 1: The qualifications for membership shall conform to the requirements of the Bylaws of the Organization.

Section 2: The provisions of the Organization Bylaws for disqualifications, suspensions, expulsions and reinstatement shall govern for the ELEVATOR U.

Section 3: ELEVATOR U shall consist of individual professional, industry, affiliate, associate and honorary members. Firms or corporations are not eligible for membership.

Section 4: PROFESSIONAL MEMBERS shall be those individuals who are facility managers, mechanics, architects or engineers. They shall not be employees or principals of any business entities controlling or directing the application, manufacture, distribution, sales or marketing of products and services. Professional members shall be eligible to vote, serve on committees and hold any office of the ELEVATOR U.

Section 5: INDUSTRY MEMBERS shall be those individuals who are employees or principals of any business entity directing and controlling the application, manufacture, distribution, sales or marketing of products and services. Industry members shall be eligible to serve on committees and hold any office of the ELEVATOR U. Industry members are eligible to vote as general members.

Section 6: ASSOCIATE MEMBERS shall be those individuals who are not actually within the industry such as educators and employees of business concerns and government

agencies, but share an interest in the activities of the ELEVATOR U. Associate members: are not eligible to vote as general members; are not eligible to neither stand for election to the Board of Directors nor hold any office of the ELEVATOR U.

Section 7: AFFILIATE MEMBERS shall be those individuals who are in the industry, such as consultants and employees of consulting or inspection concerns and government agencies or inspectors, and share an interest in the activities of the ELEVATOR U. Affiliate members are eligible to vote as general members, stand for election to the Board of Directors or hold an office of the ELEVATOR U.

Section 8: HONORARY MEMBERS shall be professional, industry or associate members who have been members in good standing in the ELEVATOR U and having reached the age of retirement, have been recommended for such change in status by documented application to the Secretary. Members so qualified may, upon approval of the application by the ELEVATOR U Board, be granted the status of Honorary Member. They shall have the rights and privileges of a professional, industry or associate member in accordance with the classification held at the time of application for change in status.

ARTICLE VIII – MEETINGS OF MEMBERS

Section 1: The meeting of the ELEVATOR U shall be held annually, at which time committee reports shall be submitted, the Secretary shall submit a report on the activities of the ELEVATOR U during the past term of office, and the Treasurer shall submit an annual report on the finances of the ELEVATOR U.

Section 2: Special meetings may be called whenever the majority of the Board deems it necessary, or upon written request by not less than twenty percent (20%) of the ELEVATOR U membership. The business at special meetings shall be limited to that issue responsible for calling of the special meeting.

Section 3: Copies of the minutes of regular membership meetings shall be distributed to the members.

Section 4: These Bylaws, together with the applicable provisions of Robert's Rules of Order newly revised, shall govern the conduct of business of the ELEVATOR U.

ARTICLE IX – DISCIPLINE OF MEMBERS

Section 1: SUSPENSION AND EXPULSION

Any member may be expelled, censured or suspended, as the Board shall determine, for conduct on the member's part prejudicial to the welfare, interest or character of the Organization. Such action shall require an affirmative vote of two-thirds (2/3) of the members of said Board. Notice, in writing, together with a copy of the charges and

specifications shall have been sent to said member, or a designated representative, at least thirty (30) days prior to the meeting of the Board where such action is to be considered. A member so accused may appear before the Board and may have legal representation at said meeting, and shall have the right to appeal the decision of the Board, to the Board at its next regular meeting, or to the members at the next regular membership meeting. The majority decision of the members of ELEVATOR U present at such Board or membership meeting shall be final.

Section 2: CONFLICT OF INTEREST

Conflict of Interest shall be any activity or employment, having any significant financial or other interests or acceptance of any contribution, if it would reasonably appear that such activity, employment, interest or contribution could compromise the professional judgment or prevent that person from serving the best interests of ELEVATOR U.

Section 3: REVIEW PROCESS

The Board shall be empowered to investigate, review and determine appropriate disciplinary action it deems appropriate including, but not limited to, censor, revocation or expulsion. The intent of this section is to give the Board broad authority to investigate misleading information used to obtain membership, registration or other professional status. This shall include investigation of allegations of professional misconduct.

ARTICLE X – FISCAL ADMINISTRATION

Section 1: The fiscal year shall be July 1 through June 30.

Section 2: The annual ELEVATOR U dues shall be payable by June 30 each year in an amount set by the Board of Directors. Honorary Members shall not be subject to dues.

Section 3: Annual dues notices shall be mailed by the Organization at least sixty (60) days prior to the due date and are payable when rendered. Initial dues shall accompany the membership application.

ARTICLE XI - AUDIT

Section 1: The Board shall appoint a committee to audit the books and transactions of the Treasurer at the close of the fiscal year. This report shall be completed within sixty (60) days and read at the next scheduled meeting of the Board.

Section 2: If directed to do so by the ELEVATOR U Board, the Organization shall require that a fidelity bond be maintained in an amount not less than the amount of the

ELEVATOR U treasury, naming all individual Board members having access to ELEVATOR U funds. This expense shall be underwritten by the ELEVATOR U.

ARTICLE XII (Blank)

ARTICLE XIII – DISSOLUTION

Section 1: In the event of dissolution of the ELEVATOR U and after all liabilities and obligations of the ELEVATOR U have been paid or adequate provision made therefore, all assets remaining shall be transferred to the Elevator & Escalator Safety Foundation or, in the event EESF is no longer in existence, to a similar organization as determined by the Board of Directors of the ELEVATOR U at the time of dissolution.

ARTICLE XIV – AMENDMENTS (Approved June 2014)

Section 1: Proposed amendments to these ELEVATOR U Bylaws shall first be submitted, in duplicate, accompanied with two copies of the complete current Bylaws, to the Board for approval. The Board shall have sixty (60) days from receipt to consider the proposed amendments. After Board approval, they shall then be publicized to the ELEVATOR U general membership at least two (2) weeks prior to the next regular or special membership meeting.

Section 2: After having met the provisions of Article XIV, Section 1, these Bylaws may then be amended by a two-thirds (2/3) affirmative vote of the Professional, Industry and Affiliate Members present at the meeting.

Section 3: The Board of Directors shall have, at its discretion with a (2/3) majority vote approval, the power to issue free Associate memberships. These new Associate members are not eligible to vote as general members and are not eligible to neither stand for election to the Board of Directors nor hold any office of the ELEVATOR U.

Section 4: Founding Directors – All original Board of Directors at the inception of ELEVATOR U are to have Honorary Membership status extended to them. They shall have all rights and privileges of a Professional, Industry or Associate member in accordance with the classification held at the time of the ELEVATOR U inception. All founding directors shall be eligible to attend meetings of the Board of Directors without election or term limits as long as he or she wishes.

(Approved June 2015)

ARTICLE VI NOMINATION AND ELECTION OF OFFICERS SECTION 4: The Board of Directors shall appoint a nominating committee not later than (120) days prior to the annual general membership meeting, the nominating committee shall prepare a list of nominees, showing at least one (1) name for each elective office of the Board of

Directors which is due to become vacant. The nominating committee shall present the list to the ElevatorU general membership not later than Ninety (90) days prior to the annual general membership meeting. The general membership will have Forty-Five (45) days to present nominations from the field. No nominations will be accepted after this deadline, and the nominations shall be closed. The nominating committee shall provide the original list of nominees, along with the nominations from the field, to the general membership at least Thirty (30) days prior to the annual general membership meeting.

SECTION 5: When called upon by the Chairman of the Board, at the annual general membership meeting, the chair of the nominating committee shall announce all nominees and conduct the vote for each office, by the ElevatorU membership present. Elections shall be closed and the Chairman of the Board of Directors shall order the secretary to post on the ElevatorU website, the names of those elected and their contact information, no later than June 30.

NOTE: SECTION 6 has been incorporated into sections 4 & 5, thus eliminated.

(Approved June 2017)

ARTICLE VII – MEMBERSHIP; SECTION VII: INDEMNIFICATION

A. ElevatorU shall indemnify each member of the Board of Directors as described in Articles IV and V hereof, each of its officers, committee members, ElevatorU function participants, attendees, ElevatorU members and agents for the defense of civil or criminal actions or proceedings as hereinafter proved and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

B. ElevatorU shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of ElevatorU and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if ElevatorU shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing

applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

C. ElevatorU Board of Directors, each of its officers, committee members, function participants, attendees, members and agents shall indemnify ElevatorU for the defense of civil or criminal actions or proceedings as hereinafter proved and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law against all loss, damage, and expense which it may sustain or for which it will become liable on account of injury to, sickness or death of persons, or on account of damage to or destruction of property resulting from the performance of work, the provision of goods or services or participation in any ElevatorU function due to or arising in any manner from Providers'/Users' wrongful acts or negligence, or of any agent of any of them. ElevatorU guidelines state the following parties will defend and hold ElevatorU harmless from any loss, injury, or damage occurring during the performance of any work or activity and to indemnify ElevatorU and its Board of Directors for any loss sustained as a result of negligence.