

Bylaws - RI Chapter

AMENDED BY-LAWS OF THE RHODE ISLAND CHAPTER OF THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.

Effective as of: February 20, 2013

ARTICLE I - NAME

Section 1. The name of this organization is the RHODE ISLAND CHAPTER of The Construction Specifications Institute, Inc. (hereinafter referred to as the "Chapter"); said Chapter being an affiliate chapter of The Construction Specifications Institute, Inc., a Maryland not-for-profit corporation (hereinafter referred to as the "Institute").

Section 2. The Chapter shall be affiliated with a specific region of the United States in which the Institute has a presence. Regions are geographical areas designated by the Institute's board of directors (the "Institute Board"). Currently, the Chapter is affiliated with the Northeast Region (hereinafter referred to as the "Region").

ARTICLE II - GOVERNING AUTHORITY

The Chapter is governed by and operated in accordance with the laws of the State of Rhode Island, provisions of the Institute's by-laws (the "Institute By-Laws"), these amended by-laws (the "By-Laws"), the regulations and requirements regarding the conduct of Chapters of the Institute, as adopted from time to time by the Institute Board, and the rules and instructions of the Chapter's board of directors (the "Board"), as issued through its Officers from time to time.

ARTICLE III - PURPOSE AND POLICY

Section 1. The purpose of the Chapter is to provide a medium at the local level for the advancement of the objectives of the Institute.

Section 2. The name, funds or influence of the Chapter may be used only in support of the foregoing purpose.

Section 3. The Chapter endorses a nondiscriminatory policy to its membership and does not restrict membership based on a classification ratio or any other similar practice.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The management and direction of the Chapter shall be delegated exclusively to its Board.

Section 2.

A. The Board shall be comprised of eight (8) members: President, President-Elect, Vice President, Secretary, Treasurer, two (2) elected Directors and one (1) advisory member. The advisory member shall be the person who served as the Chapter's President during the immediately preceding term (the "Immediate Past President", if he or she chooses to serve, or a third Director elected in accordance herewith). The President, President-Elect, Vice President, Secretary, Treasurer and Directors must be Chapter members. Emerging Professional members may serve in the elected position of Board Director.

B. If the Chapter includes a student affiliate, a "Student Affiliate" representative shall be a non-voting member of the Board.

Section 3. All members of the Board, except the Student Affiliate representative if any, are eligible to vote on Chapter business.

Section 4. The Board shall receive and consider requests for changes to "Retired" or "Emeritus" status, and submit certified requests to the Institute.

Section 5. The Board shall select all standing and special committees, select representatives to the Region Board, designate duties and may authorize reimbursement of justifiable expenses.

Section 6. The Board shall schedule monthly business meetings. Special meetings shall only be held upon the call of the President or a majority of the Board upon seven (7) days prior written notice. Board meetings may be held via electronic means; provided they are conducted by an audio, video, or computer-based teleconferencing technology that allows all persons participating to hear each other at the same time.

Section 7. A majority of the Board shall constitute a quorum.

Section 8. Should a vacancy occur in any office of the Chapter, the Board shall by a majority vote, fill such a vacancy by appointment of a member eligible by all other criteria for the duration of the unexpired term.

Section 9. If the Chapter has a Student Affiliate, the Board shall appoint a committee to support the Student Affiliate.

ARTICLE V - OFFICERS

Section 1. The President shall serve as chair of the Board; preside over all Chapter meetings; select the chairs of temporary committees; appoint Chapter delegates to the annual meeting of the Institute; be an ex officio member of all committees; and sign all agreements and formal instruments. The President shall serve for a term of two (2) years, or until a successor is elected.

Section 2. The President-Elect shall serve upon the absence of the President and perform other duties as assigned by the Board. The President-Elect shall serve for a term of two (2) years, or until a successor is elected.

Section 3. The Vice President shall perform such duties as assigned by the President or Board and serve upon the absence of both the President and President-elect. The Vice President shall serve for a term of two (2) years, or until a successor is elected.

Section 4. The Secretary shall see that notices are sent at least seven (7) days in advance of all meetings of the Board and/or of the Chapter and shall keep accurate minutes thereof. The Secretary shall maintain a file of all correspondence; shall keep a roster of members, and committees; co-sign all agreements and formal instruments, except those pertaining to the office of Treasurer, and shall submit a report of Secretary's office at the Chapter's annual meeting. The Secretary shall perform other duties as assigned by the Board. The Secretary shall serve for a term of two (2) years, expiring in odd-numbered years, or until a successor is elected.

Section 5.

A. The Treasurer shall collect and provide receipts for monies and securities due to the Chapter; deposit funds and disburse and dispose of the same, subject to the direction of the Board; keep accurate books of account; submit a report at Board meetings; and submit a report of Treasurer's office at the Chapter's annual meeting. The Treasurer shall perform other duties as assigned by the Board. The Treasurer shall serve for a term of two (2) years, expiring in even years, or until a successor is elected.

B. At the close of each Fiscal Year (as defined in Article IX below), the Treasurer shall determine if informational forms and tax returns are required, and shall file any required forms with, and/or pay any taxes due to, the Internal Revenue Service and/or any other authorities within the prescribed time limits.

Section 6. The Immediate Past President shall be the person who has completed the most recent term as President of the Chapter. The Immediate Past President shall serve as chair of the nominating committee of the Board (the "Nominating Committee"), and shall have such other assignments as prescribed by the President or the Board. In the event the Immediate Past President chooses not to serve in such capacity, a third elected Director shall assume these responsibilities.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. Officers and Directors shall be elected to those offices established by Articles IV and V, respectively, by the members of the Chapter. The then-current President-Elect shall assume, without election, the office of President and the then-current President shall assume, without election, the office of Immediate Past President.

Section 2. Each elected Board member shall take their respective office on July 1st of each year.

Section 3. The President, President-Elect, and Vice President shall not hold the same office for more than two (2) consecutive terms.

Section 4. The term of office for Directors shall be a one-year term.

Section 5.

A. The Nominating Committee shall be appointed by the Board not later than February 20th of each year.

B. The Nominating Committee shall endeavor to select candidates such that the composition of the Board reflects the diversity of the Chapter's membership.

C. The Nominating Committee shall prepare a list of nominees, showing at least one name for each elective position on the Board due to become vacant, and shall present the list to the Chapter at a Chapter meeting held not later than March of each year. At this time, the members may present nominations from the floor. Elections for contested offices shall be by ballot.

Section 6. The Nominating Committee shall prepare the ballot, which shall include the original list of nominees and those nominated from the floor. Each member of the Chapter shall be provided with a ballot at least two (2) weeks prior to the subject ballot count. For purposes of Chapter elections, voting members shall include "Professional" and "Emerging Professional" members. The winner shall be the candidate who receives the most votes for the position. Ties shall be resolved by coin toss.

Section 7. The ballots shall be counted and certified no later than the end of April of each year, by tellers appointed by the President and the results shall be reported to the members.

Section 8. Not later than April 30th, the Chapter Secretary shall notify the Institute office and the Region's Secretary of the results of the election, and shall submit to each of them a complete list of the Chapter officers for the coming year, along with their contact information.

ARTICLE VII MEMBERSHIP

Section 1. The qualifications for membership shall conform to the requirements of the Institute By-Laws.

Section 2. Membership in the Institute is a prerequisite to membership in the Chapter.

Section 3. A Chapter member may be classified as an "Honorary Member", "Distinguished Member", or a "Lifetime Member" only by action of the Institute.

Section 4. In the event of a conflict with these By-Laws, the provisions of the Institute By-Laws regarding the disqualification, suspension, expulsion and reinstatement of members shall govern.

ARTICLE VIII - MEETING OF MEMBERS

Section 1. The annual meeting of the Chapter shall be held before the end of the Fiscal Year at which time committee reports shall be submitted. The Secretary shall submit a report, on the activities of the Chapter during the past term of office, and the Treasurer shall submit an annual report of the finances of the Chapter. A copy of these reports shall be sent to the Region Secretary.

Section 2. Regular meetings shall be held monthly, except when otherwise decreed by the Board in accordance with these By-Laws. Not less than ten (10) regular meetings shall be held during any Fiscal Year.

Section 3. Special meetings may be called whenever the majority of the Board deems it necessary, or upon written request by not less than one-tenth of the total Chapter membership. The business conducted at special meetings shall be limited to the matters for which the meeting was called.

Section 4. Minutes of regular and special meetings shall be distributed to the members with a copy to the Region Secretary.

Section 5. These By-Laws, together with the applicable provisions of the Institute By-Laws and Robert's Rule of Order, as revised from time to time, shall govern the conduct of business of the Chapter.

ARTICLE IX - FISCAL ADMINISTRATION

Section 1. The fiscal year of Chapter shall be from July 1st to June 30th (the "Fiscal Year").

Section 2. The annual Chapter dues shall be set by the Board. Any change in the dues structure shall be approved by a two-thirds majority of those Board members present at a regularly scheduled meeting. Members Emeritus, Distinguished Members, Lifetime Members, and Honorary Members shall not be subject to dues.

Section 3. Institute and Chapter dues shall be paid to the Institute, with the Chapter dues being returned to the Chapter by the Institute.

ARTICLE X - AUDIT

The Board shall appoint a committee to audit the books and transactions of the Treasurer at the close of each

Fiscal Year. This report shall be read at the next regular meeting of the members of the Chapter.

ARTICLE XI - AMENDMENTS

Section 1.

A. All proposed amendments to these By-Laws must comply with the laws of the State of Rhode Island and any other applicable laws governing non-profit corporations.

B. Proposed amendments to these By-Laws shall first be submitted to the Institute Secretary for approval, in the manner and form prescribed by the Institute. After Institute Secretary approval, they shall then be publicized or otherwise sent to each Chapter member two (2) weeks prior to a regular meeting or special meeting.

Section 2. An affirmative vote by at least two-thirds of the board is required to approve an amendment to these bylaws, except when required by Rhode Island law or determined by the board, an affirmative vote of at least two-thirds of the voting members present at the next regular or special meeting or of those voting by ballot is required to approve an amendment to these bylaws.