

# **Bylaws of the Raleigh-Durham Chapter of The Construction Specifications Institute, Inc.**

## **ARTICLE I – NAME**

### **Section 1.**

The name of this organization is the Raleigh-Durham 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 region of the Construction Specifications Institute. Regions are areas geographically designated by the Institute Board. Currently the Chapter is affiliated with the Southeast region hereinafter referred to as the “Region.”

## **ARTICLE II – GOVERNING AUTHORITY**

The Chapter is governed and operated in accordance with the laws of the State of North Carolina, provisions of the Institute Bylaws, these bylaws, the regulations and requirements for 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 issued through its officers.

## **ARTICLE III – PURPOSE AND POLICY**

### **Section 1.**

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

### **Section 2.**

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

## **ARTICLE IV – BOARD**

### **Section 1.**

The management and direction of the Chapter shall be delegated exclusively to its board.

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## Section 2.

The board shall consist of the following members ~~positions~~: president, president-elect, vice president, secretary, treasurer, immediate past president, and directors.

If the Chapter includes a student affiliate, a student affiliate representative shall be a non-voting member of the board. Professional members shall constitute a minimum of 25 ~~50~~ percent of the Chapter board. and Industry and Associate members shall constitute a minimum of 25 percent of the Chapter board.

The board shall consist of the following positions: president, president-elect, vice president, secretary, treasurer, immediate past president, and five (5) directors. Professional members shall constitute a minimum of 50 percent of the Chapter board. Emerging Professionals may serve in any of the elected positions.

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, through the action of authority delegated to the membership chairman, shall receive and promptly consider applications for membership in the Chapter received from prospective members meeting the qualifications for Institute membership; may accept resignations from the Chapter; and shall promptly report its actions on membership to the Institute.

The board shall consider requests for change to retired or emeritus status, and submit certified requests to the Institute.

## Section 5.

The board shall select all standing and special committees, nominate representatives for election to the Region board, designate duties, and may authorize reimbursement for 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 days 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.

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## 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 majority two-thirds affirmative votes of the board's membership fill such vacancy by appointment of a member eligible by all other criteria for the duration of the unexpired term.

## Section 9.

~~When appropriate, the Chapter board shall appoint a student affiliate committee of three or more members. If the Chapter has a student affiliate, the board shall appoint a committee to support the student affiliate. This committee shall be responsible for conducting liaison in the name of the Chapter with the student affiliate by providing an advisor, support, guidance, program speakers, etc.~~

## ARTICLE V – OFFICERS

### Section 1.

The president shall serve as chairman chair of the board; preside at all Chapter meetings; select the chairman chairs of temporary committees; ~~appoint the Chapter delegates to the annual meeting of the Institute, unless they are otherwise elected by the Chapter members;~~ be an ex-officio member of all committees; and sign all agreements and formal instruments. The president shall serve for a term of one year 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 one year 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 one year or until a successor is elected.

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## Section 4.

The secretary shall see that notices are sent at least seven days in advance of all meetings of the board and of the Chapter and keep accurate minutes thereof. The secretary shall maintain a file of all correspondence; keep a roster of members and committees; co-sign all agreements and formal instruments, except those pertaining to the office of treasurer; issue minutes within seven days after the meeting, and submit a report of office at the annual meeting. The secretary shall perform other duties as assigned by the president or board. The secretary shall serve for a term of one year or until a successor is elected.

## Section 5.

The 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; keep accurate books of account; submit a report at board meetings; and submit a report of office at the annual meeting. The treasurer shall perform other duties as assigned by the president or board. The treasurer shall serve for a term of one year or until a successor is elected.

At the close of the fiscal year, the treasurer shall determine if informational forms and tax returns are required, file required forms, and pay taxes due to the Internal Revenue Service and other authorities within the prescribed time limits.

## Section 6.

The immediate past president shall be the former president of the Chapter who has completed the most recent term, serve as chair of the nominating committee, and have other assignments as prescribed by the president or the board.

## ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

### Section 1.

Officers and directors shall be elected to those offices as established by Article IV by the members of the Chapter. ~~When the new president assumes office,~~ The current president-elect shall assume without election the office of president and the current president shall assume without election the office of immediate past president.

### Section 2.

Each elected board member shall take office on July 1.

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## Section 3.

The president/president-elect or vice president shall not hold the same office for more than two consecutive terms.

## Section 4.

The term of office for directors shall be a one year term.

## Section 5.

A nominating committee shall be appointed by the board not later than February 20.

*The nominating committee shall endeavor to select candidates so the composition of the board reflects the diversity of the Chapter memberships.*

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 present the list to the Chapter *Members at a Chapter Meeting* not later than the regular meeting in March. At this time, the members may present nominations from the floor. Election ~~shall be by~~ *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 voting member of the Chapter shall be provided with a ballot at least two weeks prior to the ballot count. ~~Eligibility to vote shall be as defined in the Institute Bylaws.~~ *For the purposes of Chapter elections, voting members shall include Professional members and Emerging Professional members. The winners shall be candidate who receives the most votes for the position. Ties shall be resolved by coin toss.*

## ~~Section 6.~~ *Section 7.*

The ballots shall be counted and certified ~~at the May Chapter meeting,~~ *no later than the end of April,* by tellers appointed by the president, and the results shall be reported to the members.

## ~~Section 7.~~ *Section 8.*

Not later than ~~May 31~~ *the end of April,* the Chapter ~~president~~ *secretary* shall notify the ~~Institute directors and the Institute office~~ *and the Region secretary* of the results of the election and shall submit to them a complete listing of the Chapter officers for the coming *fiscal* year, with their addresses and telephone numbers *contact information.*

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## ARTICLE VII – MEMBERSHIP

### Section 1.

The qualifications for membership shall conform to the requirements of the Institute Bylaws.

### 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.

The provisions of the Institute Bylaws for disqualification, suspension, expulsion, and reinstatement of members shall govern.

## ARTICLE VIII – MEETINGS OF MEMBERS

### Section 1.

The annual meeting of the Chapter shall be held ~~during the month of June~~ 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. The treasurer shall submit an annual report of the finances of the Chapter. A copy of these reports shall be sent to the ~~Institute directors~~ Region secretary.

### Section 2.

Regular meetings shall be held monthly, except when otherwise decreed by the board. Not less than 10 regular meetings shall be held in the 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 Chapter members. The business at special meetings shall be limited to that for which the meeting was called.

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## Section 4.

Minutes of regular and special meetings shall be distributed to the members with a copy to the Institute directors Region secretary.

## Section 5.

These bylaws, together with the applicable provisions of the Institute Bylaws and Robert's Rules of Order Newly Revised, shall govern the conduct of business of the Chapter.

## ARTICLE IX – FISCAL ADMINISTRATION

### Section 1.

The fiscal year shall be from July 1 to June 30.

### Section 2.

The annual Chapter dues shall be set by the board. Any changes 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, Honorary Members, and Lifetime Members shall not be subject to dues.

### Section 3.

~~Annual dues notices shall be mailed by the Institute at least two months in advance of each member's anniversary date and are payable when rendered. Initial dues shall accompany the membership application. A qualified applicant may select introductory membership in accord with Institute Bylaws Article XIV, Section 2.c.~~

### Section 4.

~~Institute and Chapter dues shall be paid by the individual member to the Institute with the Chapter dues being returned to the Chapter by the Institute.~~

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### ~~Section 5.~~ Section 4.

Four officers of the Board shall have signature rights on all checking and savings or other accounts. Two signatures shall be required on all checks, debit card, or savings account withdrawals.

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## ARTICLE X – AUDIT

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 read at the next regular meeting of the members of the Chapter.

## ARTICLE XI – AMENDMENTS

### Section 1.

Proposed amendments to these Chapter bylaws shall first be submitted in duplicate, accompanied with two copies of the complete, current bylaws, 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 member two weeks prior to a regular meeting or special meeting. ~~in the regular Chapter web site issued prior to a regular meeting or by letter at least two weeks prior to a special meeting.~~

### Section 2.

Following publication, the amendments must be approved by a two-thirds vote of the voting members ~~professional, industry, and associate members~~ present at a regular meeting or a special meeting.