

# BYLAWS

## OF THE INDIANAPOLIS CHAPTER OF THE CONSTRUCTION SPECIFICATIONS INSTITUTE

REVISED MAY 2016

### ARTICLE I - NAME

#### Section 1.

- A. The name of this Organization is the Indianapolis Chapter of The Construction Specifications Institute, Inc., hereinafter referred to as the "Chapter"; said Chapter being an affiliate Chapter of The Construction Specifications Institute, a Maryland not-for-profit corporation, hereinafter referred to as the "Institute".

#### Section 2.

- A. 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 Great Lakes Region hereinafter referred to as the "Region".

### ARTICLE II – GOVERNING AUTHORITY

- A. The Chapter is governed and operated in accordance with the laws of the State of Indiana, 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.

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

#### Section 2.

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

### ARTICLE IV - BOARD

#### Section 1.

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

#### Section 2.

- A. The board shall consist of five officers and seven directors and the immediate Past President. The officers shall be President, President-Elect, Vice-President, Secretary, Treasurer. Emerging Professional members may serve in the elected positions of Secretary, or Treasurer.

- B. If the Chapter includes a student affiliate, a student affiliate representative shall be a non-voting member of the Board. The student affiliate representative shall be elected to a one term, with the option of re-election for only one additional term. This position is not required to be filled.

**Section 3.**

- A. All members of the board, except the student affiliate representative, are eligible to vote on Chapter business.

**Section 4.**

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

**Section 5.**

- A. The board shall select all standing and special committees, select representatives to the Region board, designate duties, and may authorize compensation for justifiable expenses.

**Section 6.**

- A. 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.

**Section 7.**

- A. A majority of the board shall constitute a quorum.

**Section 8.**

- A. Should a vacancy occur in any office of the Chapter, the board shall by a 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.**

- A. Board members who are unable to attend a board meeting shall, except in the case of emergency, notify the Secretary two days in advance of the board meeting. Board members who fail to attend two consecutive board meetings without good reason may, by majority of the board, be removed from the board.

**Section 10.**

- A. Continuing board members, retiring board members, and newly elected board members, shall hold a joint organizational meeting, each April, at which time the continuing and newly elected board members shall vote by ballot to separately elect, by simple majority of those present, a President-Elect, Vice-President, Secretary, and Treasurer, to serve as officers for one year beginning the following July 1st.

**Section 11.**

- A. Written minutes of every meeting of the Board, setting out the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the "Book of Minutes" of this Chapter; each said minutes shall be signed by the Secretary of the meeting, be approved by the board and then signed by the President or other officer who presided at the meeting. A copy of each of said minutes shall be sent to the Region Secretary, all Chapter Board members, and the Chapter Librarian, within thirty (30) days of each board meeting.

## **ARTICLE V - OFFICERS**

### **Section 1.**

- A.** The President shall serve, for a term of one year, as chairperson of the Board; preside at all Chapter meetings; select the chair of standing and special committees; be an ex-officio member of all committees; and sign all agreements and formal instruments.

### **Section 2.**

- A.** The President-Elect shall, for a term of one year, preside at meetings in the absence of the President, and shall perform other duties as assigned by the board. A board member can be elected as President-Elect only after serving a minimum of one year on the board, unless all such eligible board members refuse the nomination. In the event, the President resigns or is unable to continue his obligation of office; the President-Elect shall succeed to the office of President for the duration of the unexpired year. Should the President-Elect be unable to continue his obligation of office, the board shall elect a new President-Elect from the eligible board members.

### **Section 3.**

- A.** The Vice-President shall, for a term of one year, preside at meetings in the absence of the President and President-Elect, and shall perform other duties as assigned by the board. In the event the President and President-Elect resign or are unable to continue their obligations of office, the Vice-President shall succeed to the office of President and the board shall elect a new Vice-President from the board. The Vice-President may succeed to the office of President without regard to the eligibility requirements. If the Vice-President is unable to serve in the office of President, the board shall elect a new President from the eligible board members.

### **Section 4.**

- A.** The Secretary shall, for a term of one year, issue notices 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 rosters of members and committees; co-sign all agreements and formal instruments, except those pertaining to the office of Treasurer; and submit a report of his office at the annual meeting. The Secretary shall perform other duties as assigned by the board. The Secretary shall preside at meetings in the absence of the President, President-Elect and Vice-President.

### **Section 5.**

- A.** The Treasurer shall, for a one year term, collect and receipt for monies and securities; deposit funds and disburse and dispose of these funds subject to the direction of the board; keep accurate books of account; submit an interim report at board meetings and submit a final report of his office at the annual meeting. The Treasurer shall perform other duties as assigned by the board.
- B.** 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.**

- A. 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.
- B. 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 7.**

- A. In the absence of any of the elected officers of the board, other than President, the board shall elect from the board an officer (officer pro-tem) to serve until the regularly elected officer is able to act, and during such period, the officer pro-tem shall perform the duties and exercise the power and authority of the office.

**ARTICLE VI – NOMINATION AND ELECTION OF DIRECTORS**

**Section 1.**

- A. A nominating committee shall be appointed by the Board not later than January 1.
- B. The nominating committee shall endeavor to select candidates, including Emerging Professional members, so the composition of the board reflects the diversity of Chapter 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 present the list to the Chapter not later than the regular meeting in February. At this time, the members may present nominations from the floor. Election shall be by written ballot during the regular meeting in March.

**Section 2.**

- A. 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 weeks prior to the ballot count. For purposes of Chapter elections, voting members shall include Professional members and Emerging Professional members. The winners shall be the candidates with the most votes for the positions available,. All ties shall be resolved by coin toss.

**Section 3.**

- A. The ballots shall be counted, and certified by tellers appointed by the President, and the results shall be reported to the members.

**Section 4.**

- A. Not later than April 30, the Chapter Secretary shall notify the Great Lakes Region Secretary and the Institute office of the results of the election, and shall submit to them a complete list of the Chapter officers for the coming year, with their contact information.

**Section 5.**

- A. Each elected director shall take office on July 1, and shall serve for a term of three (3) years.

**Section 6.**

- A. Directors cannot be elected to serve more than two consecutive terms. The President/President-Elect or Vice-President shall not hold the same office for more than two consecutive terms.

**Section 7.**

- A. Only Chapter members in good standing are eligible to be elected to the Board.

**Section 8.**

- A. Should a majority of the board be unable to serve for the unexpired term of their office or to the next annual meeting of the Chapter, the officer pro-tem appointed by the remaining board members shall request the Chapter nominating committee to nominate and the Chapter to elect new members to the board to fill the unexpired terms in accordance with Article VI, Section 1, except that such elections shall be held at the next regular Chapter meeting.

**ARTICLE VII - MEMBERSHIP**

**Section 1.**

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

**Section 2.**

- A. Membership in the Institute is a prerequisite to membership in the Chapter.

**Section 3.**

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

**Section 4.**

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

**ARTICLE VIII – MEETING OF MEMBERS**

**Section 1.**

- A. 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. The Treasurer shall submit an annual report of the finances of the Chapter. A copy of these reports shall be sent to the Great Lakes Region Secretary, and to the Chapter Librarian.

**Section 2.**

- A. Regular meetings of the Chapter shall be held monthly, except when otherwise decreed by the Board. Not less than ten (10) regular meetings shall be held in the fiscal year.

**Section 3.**

- A. Special meetings of the Chapter 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.

**Section 4.**

- A. Minutes of regular and special meetings shall be distributed to the members and to the Region Secretary and to the Chapter Librarian.

**Section 5.**

- A. 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.**

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

**Section 2.**

- A. The annual Chapter dues shall be established in the Chapter Administrative Guide. Emeritus, Distinguished Members, Honorary Member, and Lifetime Member shall not be subject to dues. Changes in the Chapter dues or dues structure shall be as approved by a majority vote of the Chapter membership present at a regular or special Chapter meeting. All such changes shall be as publicized in the Chapter newsletter or by letter to the membership, published or issued, at least two weeks prior to a regular or special meeting.

**Section 3.**

- A. 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**

**Section 1.**

- A. The Board shall appoint a committee to review 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.**

- A. Proposed amendments to these Chapter bylaws 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 member two weeks prior to a regular meeting or special meeting.

**Section 2.**

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

**ARTICLE XIV - TERMINATION OF THE CHAPTER**

- A. Should the Chapter be dissolved or cease to exist for any reason, all funds remaining in the treasury, after discharge of all just obligations, shall be donated to the Indianapolis Chapter CSI Educational Memorial Trust to be distributed in accordance with the provisions of the Trust.