

**Bylaws
of the Charlotte Chapter
of
THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.**

ARTICLE I - NAME

- Section 1. The name of this organization is the Charlotte Chapter of The Construction Specifications Institute, Inc., a North Carolina nonprofit corporation, 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

- Section 1. 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.
- Section 2. The board shall consist of the following positions: president, president-elect, vice president, secretary, treasurer, immediate past president, and four directors. Emerging Professional Members 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 shall consider requests for change to retired member or member 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 compensation 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.
- Section 7. A majority of the voting members of the board shall constitute a quorum.
- Section 8. If an officer or director should be absent from three consecutive board meetings, or otherwise fail to properly perform the duties of his office, the board may declare the office vacant by a two-thirds affirmative vote. The president or secretary shall inform the person in writing of impending action at least seven calendar days prior to the board meeting at which action is to be taken.

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- Section 9. Should a vacancy occur in any office of the Chapter, the board shall by two-thirds affirmative vote of the board membership fill such vacancy by appointment of a member eligible by all criteria for the duration of the unexpired term.
- Section 10. If the Chapter has a student affiliate, the board shall appoint a committee to support the student affiliate.
- Section 11. The board shall appoint members of the board of the CSI Charlotte Foundation, Inc., a North Carolina nonprofit corporation that is an organization affiliated with the Chapter under provisions of the Internal Revenue Code, from time to time in accordance with the bylaws of the Foundation.

ARTICLE V -OFFICERS

- Section 1. The president shall serve as chair of the board; preside at all Chapter meetings; select the chairs of temporary committees; be an ex-officio member of all committees; and sign all agreements and formal instruments.
- Section 2. The president-elect shall serve upon the absence of the president and perform other duties as assigned by the board.
- Section 3. The vice president shall perform such assignments as assigned by the president or board and serve upon the absence of both the president and president-elect.
- Section 4. The secretary shall have charge of all books, records, and correspondence of the Chapter, of the board and of its committees, other than those books, records and correspondence pertaining to the office of the treasurer; and shall exhibit the same to the members of the Chapter when required to do so by the board. The secretary shall attend all meetings of the Chapter and of the board, and shall record the proceedings thereof. The secretary shall issue notices for all meetings for which notice must be given, as required by these Bylaws, attend promptly to all official correspondence, and shall notify members of their election or appointment to offices, boards and committees. The secretary shall keep a correct roster of the names and current addresses of the members of the Chapter, of its board, and of its various committees. The secretary shall

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submit a report of office at the annual meeting. At the expiration of the term of office, the secretary shall deliver all books, records and correspondence to the secretary-elect or in the absence of a secretary-elect, to the president. The secretary shall have such other duties as may be prescribed from time to time by the board. The duties of the secretary, under authority of the board, may be assigned in whole or in part to other assistants as the president or board may determine.

Section 5. The treasurer shall collect, receive and receipt for all monies and securities paid to or transferred to or contributed to the Chapter. The treasurer shall deposit the funds and securities of the Chapter in such banks, trust companies or depositories as the board shall designate; and shall, subject to the direction of the board, disburse and dispose of the same, taking proper vouchers for such disbursements. The treasurer shall keep accurate books of account, recording therein the sources and the amounts of all monies, funds, securities, and assets in custody. The treasurer shall render to the board monthly, and otherwise when they so direct, an account of all the transactions as treasurer and of the financial condition of the Chapter, and shall after the close of the fiscal year present a report of the examination, records and transactions of the Chapter by an audit committee in accordance with ARTICLE X. The treasurer shall have such other duties as may be prescribed from time to time by the board. The treasurer shall submit a report of office at the annual meeting. At the expiration of the term of office, the treasurer shall deliver to the treasurer-elect all books, monies, and other property, or, in the absence of a treasurer-elect, to the president. The duties of the treasurer, under authority of the board, may be assigned in whole or in part to other assistants as the president or board may determine. 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. At each annual election of the Chapter, the following officers and directors shall be elected: president-elect, vice president, secretary or treasurer and two directors. At the transition of office, the president-elect assumes the office of president and the president assumes the office of past president without election.
- Section 2. Each elected board member shall take office on July 1st.
- Section 3. Elected board members' terms in office.
- A. The president shall not hold the same office for more than a one-year term, and shall be eligible for re-election after one year out of office.
 - B. The president-elect shall automatically succeed the president, shall not hold the same office for more than a one-year term, and shall be eligible for re-election after one year out of office.
 - C. The vice president shall not hold the same office for more than one-year term, and shall be eligible for re-election after one year out of office.
 - D. The secretary shall be elected for a two-year term, commencing in even-numbered fiscal years, and shall be eligible for re-election after one year out of office.
 - E. The treasurer shall be elected for a two-year term, commencing in odd-numbered fiscal years, and shall be eligible for re-election after one year out of office.
 - F. Each director shall be elected for a two-year term, and shall be eligible for re-election after one year out of office.
 - G. The immediate past president shall serve for one year.
- Section 4. A nominating committee shall be appointed by the board not later than the January membership meeting. The nominating committee shall be chaired by the immediate past president, and shall include the president-elect and another officer or former officer appointed by the board. The nominating committee shall endeavor to select candidates so the composition of the board reflects the diversity of Chapter membership. It shall prepare a list of nominees, showing at

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The Charlotte Chapter of the Construction Specifications Institute
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least one name for each elective office of the board due to become vacant, and shall present the list to the Chapter not later than the regular meeting in March. At this time, members may present nominations from the floor.

- Section 5. The nominating committee shall prepare the written ballot, which shall include the original list of nominees and those nominated from the floor, and shall submit a copy thereof to each voting member together with a notice of the time and place of the meeting at which the ballots will be counted at least two weeks prior to the meeting, which shall be held at the regular meeting in April. For purposes of Chapter elections, voting members shall include Professional Members and Emerging Professional Members, All nominees for officers shall be voting members in good standing of the Institute.
- Section 6. The ballots shall be counted and certified following the vote , by tellers appointed by the president, and the results shall be reported to the members. The winners shall be determined by a simple majority of votes cast before and during meeting. Ties shall be resolved by coin toss.
- Section 7. In addition to the ballots cast at the regular meeting in April, the board may elect to accept individual electronic absentee ballots via email prior to the date for the counting and certifying of the ballots. Administration of the electronic balloting shall be by the tellers appointed by the president.
- Section 8. No later than April 30, the Chapter secretary shall notify the Institute directors and the Institute office of the results of the election, and shall submit to them a complete listing of the Chapter officers for the coming year, with their contact information.

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 this Chapter.

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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 disqualifications, suspension, expulsion, and reinstatement of members shall govern.

ARTICLE VIII -MEETINGS OF MEMBERS

Section 1. The annual meeting of the Chapter shall be the regular meeting in May, 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 on the finances of the Chapter. A copy of these reports shall be sent to the Region secretary. Written notice of the annual meeting shall be sent to Chapter members no less than 30 days in advance of the meeting.

Section 2. Regular meetings shall be held monthly, except when otherwise decreed by the board. No less than 10 regular meetings shall be held during the fiscal year.

Section 3. Special meetings may be called whenever the majority of the Chapter 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. Written notice of a special meeting shall be sent to Chapter members no less than seven days in advance of the meeting.

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

Section 5. These bylaws, together with the applicable provisions of the Institute Bylaws and Roberts' Rules of Order, Newly Revised shall govern the conduct of business of the Chapter.

Section 6. Written notice, where required by these Bylaws, shall include sending of electronic mail to the most recent address provided by each member.

ARTICLE IX: FISCAL ADMINISTRATION

- Section 1. The fiscal year for the Chapter shall be from July 1 to June 30.
- Section 2. The annual Chapter dues shall be set by the board. Any change in the dues structure shall be approved by two-thirds 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. Retired members may be subject to reduced dues as determined by the board.
- Section 3. Institute and Chapter dues shall be paid directly to the Institute with the Chapter dues being returned to the Chapter by the Institute.

ARTICLE X -AUDIT

- Section 1. The board shall appoint a committee to review or 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 – INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

- Section 1. Indemnification of Directors, Officers, and Employees
- A. The Chapter shall indemnify and defend any and all persons in the course of serving as a trustee, director, officer, or employee of the Chapter, or in the course of serving at the Chapter's request as a director, trustee, officer, or employee of any other corporation (hereinafter referred to as "other corporation") against attorneys' fees and disbursements, judgments, decrees, fines, penalties, and amounts paid in settlement, in connection with any pending or threatened claim, action, suit, or proceeding (civil, criminal, administrative, or investigative) in which they may be involved or threatened to be involved as a party or otherwise, by reasons of being or having been such director, trustee, officer, or employee; provided a determination is made in the manner provided in B. of this section that such person:
- 1) has not been adjudged to have been willfully negligent or guilty of willful misconduct in the performance of their duties

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- to the Chapter or other corporation of which the individual is or was a director, trustee, officer, or employee;
- 2) acted in good faith in what they reasonably believed to be the best interest of the Chapter or other corporation;
 - 3) in any matter the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that their conduct was unlawful; and
 - 4) in the case of amounts paid in settlement, that such settlement is or was reasonable and in the best interest of the Chapter or other corporation; provided, however, that if at any time any provisions are contained in the laws of the State of North Carolina prohibiting indemnification in respect of any claim, action, suit, or proceeding except upon a determination of the extent thereof in the manner provided therein, then indemnification in respect thereof shall be made only in accordance with such provisions.
- B. The determination as to 1), 2), 3), and 4) in the preceding paragraph may be made by an adjudication of a court of competent jurisdiction. All determinations, except those made by such prior adjudications, shall be made:
- 1) by a majority vote of a quorum consisting of disinterested directors of the Chapter (namely directors who are or were not parties to or threatened with any such claim, action, suit or proceeding);
 - 2) if such a quorum is not obtainable or, even if obtainable, if the quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
 - 3) by the members in like manner to the procedure for amending the Chapter bylaws.
- C. In making a determination, the disinterested directors may conclusively rely upon an opinion as to facts or law or both, of independent legal counsel selected by them. The termination of a claim, action, suit, or proceeding by judgment, settlement, conviction, or upon a plea of guilty or of nolo contendere or its equivalent shall not of itself create a presumption that the trustee, director, officer, or employee was negligent or guilty of misconduct in the performance of duty to the Region or other corporation while a director, trustee, officer, or employee did not

CSI Charlotte

The Charlotte Chapter of the Construction Specifications Institute
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act in good faith in what they reasonably believed to be the best interests of the Chapter or other corporation, or, in any manner the subject of a criminal action, suit, or proceeding, had reasonable cause to believe that their conduct was unlawful.

- D. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Chapter to the trustee, director, officer, employee, or their legal counsel prior to the final disposition thereof upon receipt of an undertaking by the trustee, director, officer, or employee to repay such amount as shall not ultimately be determined to be payable to them hereunder.
- E. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such trustee, director, officer, or employee now or hereinafter may be entitled, shall continue to a person who has ceased to be a trustee, officer, director, or employee, and shall inure to the benefit of such person's heirs and legal representatives.
- F. The Chapter shall maintain liability insurance policies in amounts recommended by the Chapter's insurance counsel consistent with the requirements of this Article.

- Section 2. Fidelity Bond: Every person entrusted with the handling of funds or property by the Chapter shall be bonded in such form and in such amount and with surety satisfactory to the board, of any fraudulent or dishonest act or acts committed against the Institute (National, regions, and chapters) while acting alone or in collusion with others; the cost of said bond to be paid by the Chapter.

ARTICLE XI -AMENDMENTS

- Section 1. 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 at least two weeks prior to a regular meeting or special meeting.
- Section 2. Following publication, the amendments must be approved by a two-thirds vote of the voting members present at a regular meeting or a special meeting.

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Up-Dated	January 25, 1972
Up-Dated	February 22, 1983
Up-Dated	October 18, 1991
Up-Dated	March 16, 1992
Up-Dated	October 26, 1992
Up-Dated	March 17, 2003
Up-Dated	January 31, 2005
Up-Dated	May 11, 2012