

Bylaws of the Santa Clara Valley Chapter of The Construction Specifications Institute, Inc.

ARTICLE I – NAME

Section 1.

The name of this organization is the Santa Clara Valley 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., hereinafter referred to as the “Institute”.

Section 2.

The chapter shall be affiliated with a Region of the Construction Specification Institute. Regions are areas geographically designated by the Institute Board. Currently the Chapter is affiliated with the West 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 California, 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 nine (9) members: President, Vice President, Secretary, Treasurer, Immediate Past President, and four (4) Directors. Emerging Professional members may serve in any of the elected positions.

Every member in good standing is eligible to stand for election to the board.

When Chapter membership includes student affiliates, a student affiliate representative shall be a non-voting member of the board.

The board shall at its June board meeting appoint or reappoint a chapter member to serve as its Director to the West Region Board. This person will be known as the “Region Director”. The Region Director may be an ex-officio member of the board when determined by the board.

Section 3.

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

Section 4.

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, 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 board shall constitute a quorum.

Section 8.

Should a vacancy occur in any office of the Chapter, the board shall by 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 activities committee as it so directs.

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. The President shall serve for a term of one year or until a successor is elected.

Section 2.

The Vice President shall serve upon the absence of the President. The Vice President shall serve for a term of one year or until a successor is elected.

Section 3.

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; 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 two years or until a successor is elected. The Secretary

shall be elected on odd-numbered years.

Section 4.

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 written reports at board meetings; and submit a report of office at the annual meeting. At the close of the fiscal year, the Treasurer shall determine if informational forms and tax returns are required, and shall cause same to be filed with, and shall pay any taxes due, to the Internal Revenue Service and other authorities within the prescribed time limits. The Treasurer shall perform other duties as assigned by the President or board. The Treasurer shall serve for a term of two years or until a successor is elected. The Treasurer shall be elected on even-numbered years.

Section 5.

The Immediate Past President shall be the former President of the Chapter who has completed the most recent term.

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 Vice-President 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.

Section 3.

The President 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 staggered two-year terms with half of the directors being elected each year.

Section 5.

A nominating committee shall be appointed by the board not later than The January Board meeting. The nominating committee shall prepare a list of nominees, showing at least one name for each elected position on the board due to become vacant, and present the list to the Chapter not later than the regular meeting in March. At this time, the members may present nominations from the floor. Election shall be by written ballot. 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. For purposes of chapter elections, voting members shall include Professional members 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 6.

The ballots shall be counted and certified at the April chapter meeting, by tellers appointed by the President, and the results shall be reported to the members.

Section 7.

Not later than April 30, the Chapter Secretary shall notify 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 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 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 before the end of the fiscal year, at which time committee reports shall be submitted. The President 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 Region Secretary. The formal installation of officers for the coming year shall be held.

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.

Section 4.

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

Section 5.

Notice of all meetings shall be mailed or delivered by letter or by chapter publication to all members at least one week prior to the date of the meeting.

Section 6.

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 – Chapter Committees

Section 1.

Chapter Committees shall be as described in the Operating Guide.

Section 2. (Deleted)

Section 3. (Deleted)

Section 4. (Deleted)

ARTICLE X – 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 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, Honorary Members, Retired Members and Lifetime Members shall not be subject to dues.

Section 3. (Deleted)

Section 4.

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

ARTICLE XI – FINANCIAL REVIEW

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 XII – AMENDMENTS

Section 1.

Proposed amendments to these Chapter bylaws shall first be submitted to the Institute Secretary for approval. After Institute Secretary approval, they shall then be publicized in the regular Chapter newsletter 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 present at a regular meeting or a special meeting.

ARTICLE XIII - INDEMNIFICATION

Section 1.

Indemnification of Directors, Officers, Employees, and others: The Chapter shall, to the fullest extent permitted by California law, indemnify every person who is or was a

trustee, director, officer, committee chairperson or member, or employee of the Chapter, against reasonable expenses, including 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 he or she may be involved or threatened to be involved as a party or otherwise, by reasons of being or having been such director, trustee, officer, committee chairperson or member or employee; provided a determination is made in the manner provided in Section that such person:

a). acted in good faith; and

b) in a manner he or she reasonably believed to be the best interest of the Chapter; and

c). in any matter the subject of a criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful; and

d). in the case of amounts paid in settlement, that such settlement is or was reasonable and in the best interest of the Chapter.

e) The determination as to XIII (a) through (d) in the preceding paragraphs may be made:

f). by a majority vote of a quorum consisting of disinterested directors and officers of the Chapter (namely directors who are or were not parties to or threatened with any such claim, action, suit or proceeding); or

g). if such a quorum is not obtainable or, even if obtainable, if the quorum of disinterested directors and officers so directs, by independent legal counsel in a written opinion; or

h). by an adjudication of a court of competent jurisdiction.

i). In making a determination, the disinterested directors and officers may conclusively rely upon an opinion as to facts or law or both, of independent legal counsel selected by them.

j). Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Chapter to the trustee, director, officer, region committee chairperson or member, 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 him (or her) hereunder.

k). 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.

END OF BYLAWS

Approved by the Secretary of the Institute

_____ (Date) _____

Approved by the Chapter Board of Directors

_____ (Date) _____
(President)

Approved by the Chapter Membership

_____ (Date) _____
(Secretary)