

**Bylaws of
The Columbus Chapter of
The Construction Specifications Institute, Inc.**

Revised October 28th, 2012

ARTICLE I. NAME

Section 1. The name of this organization is The Columbus Chapter of The Construction Specifications Institute, Inc.

Section 2. In these bylaws the above-named chapter is referred to as the “chapter.” The chapter is an affiliate chapter of The Construction Specifications Institute, Incorporated, a Maryland not-for-profit corporation hereinafter referred to as the “Institute.”

Section 3. The chapter shall also 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

Section 1. The chapter is governed and operated in accordance with the laws of the State of Ohio, the articles of incorporation, the 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.

Section 2. The chapter is a nonprofit membership corporation duly incorporated on the 3rd day of February, 1970 under and by virtue of the laws of the State of Ohio and is a successor to the Columbus Ohio Chapter of the Construction Specifications Institute, an unincorporated association duly chartered by the Institute on the 15th day of February, 1958.

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. Notwithstanding anything else in these bylaws, the name funds or influence of the chapter shall be used only for purposes consistent with purposes permitted for organizations qualified under section 501(c)(6) of the Internal Revenue Code (or successor section) as it may be amended from time to time.

ARTICLE IV. BOARD

Section 1. The management and direction of the chapter shall be delegated

exclusively to its board of trustees;
hereinafter referred to as the “board.”

Section 2. The board shall consist of 13 members: officers, including president, president-elect, vice-president(s), secretary, treasurer, immediate past president; and directors. Emerging Professional members may serve in any of the elected positions.

Section 3. Professional members shall constitute a minimum of 33 percent of the board, and industry and associate members shall constitute a minimum of 33 percent of the board in accordance with Institute Bylaws Article VIII, Section 5.

Section 4. If the chapter includes a student affiliate, a student affiliate representative shall be a non-voting member of the board. Intermediate members are not eligible to hold office in the chapter.

Section 5. All members of the board, except the student affiliate representative(s), are eligible to vote on chapter business.

Section 6. The board, through the action of authority delegated to the chapter secretary shall receive and promptly consider application for membership in the chapter received from prospective members meeting the qualifications for Institute membership; may accept resignations from the chapter; may submit recommendations for changes in membership classification to the Institute; and shall promptly report its actions on membership to the Institute.

Section 7. The board shall select all standing and special committees, designate duties, select representatives to the Region board, and may authorize compensation for justifiable expenses.

Section 8. 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 at least 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. 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 9. A majority of the board shall constitute a quorum.

Section 10. Officers or directors of the chapter who cease for any reason whatsoever to be members of the chapter shall thereupon no longer hold such office on the board.

Section 11. Failure of an officer or director to attend three consecutive or six total board meetings in a fiscal year shall cause automatic removal from the board. The removed member may not be reappointed or nominated to any office during that fiscal year.

Section 12. 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 13. 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 chairman of the board; preside at all chapter meetings; select the chairmen of all committees; be an ex-officio member of all committees, and shall sign all agreements and formal instructions as authorized by the board. The president shall also represent the chapter at Institute and region activities, or designate an alternate by proxy in accordance with Institute and region policies.

Section 2. The president-elect shall serve as presiding officer upon the absence of the president and perform other duties as assigned by the president or the board.

Section 3. The vice-president(s) shall perform such duties as assigned by the president or the board and serve as presiding officer upon the absence of both the president and president-elect.

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 shall keep accurate minutes thereof for distribution. The secretary shall maintain a file of all correspondence; shall keep a roster of members and committees; and shall submit a written report of this office and chapter activities at the annual meeting. The secretary shall perform other duties as assigned by the board.

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 prepare and distribute an annual report of the 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 board.

Section 6. Under the laws of the State of Ohio, a statutory agent; hereinafter referred to as the "agent," upon whom any process, notice, or demand required or permitted by statute to be served upon a corporation may be served, is required for not-for-profit corporations. The agent must be a resident of Franklin County and his name and address must be kept current and on file with the secretary of state's office. A new agent shall be appointed by the board in the event that the current agent dies,

leaves the county, resigns from the chapter, or resigns his position. The agent must register any change of address with the secretary of state's office, on the prescribed forms, and with the board through the secretary. The agent shall be an ex-officio member of the board, and shall notify the board of any correspondence or service received or dispatched on behalf of the chapter by forwarding copies of same to the secretary. There is no time limit for this appointment.

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. 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. Board members shall take office on July 1.

Section 3. The term of office for officers shall be one year. The term of office for directors shall be staggered two-year terms with half of the directors being elected each year

Section 4. The president, president-elect or vice-president(s) shall not hold the same office for more than two consecutive terms. Directors shall not serve for more than three consecutive terms

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 chapter membership. The nominating committee shall prepare a list of nominees, from the roster of current members of the chapter, 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 March. At this time, the members may present nominations from the floor.

Section 6. Election for contested offices 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.)

Section 7. 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. The winners shall be determined by a simple majority of votes cast before and during the meeting.

Section 8. If there is only one nominee for any office, the presiding officer shall declare the nominee to be elected by acclamation at the April meeting.

Section 9. 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 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 a Member Emeritus, Distinguished Member, Honorary Member, or 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 THE MEMBERS

Section 1. The annual meeting of the chapter shall be held during the month of June, at which time committee reports shall

be submitted in writing. 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 region secretary.

Section 2. Regular meetings shall be held monthly, except when otherwise decreed by the board. Not less than ten 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. One-tenth of the voting members and one presiding officer present at a regular or special meeting shall constitute a quorum. Such fractions shall be based on the total number of members as of the date the meeting is called.

Section 5. Minutes of regular and special meetings shall be distributed to the members with a copy to the region secretary.

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. FISCAL ADMINISTRATION

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

Section 2. Within 30 days after the close of the fiscal year, the past treasurer shall prepare an annual report of the finances of the chapter. This report shall be distributed to the chapter members.

Section 3. The dues for each membership classification shall be set by the board. Any change in the dues structure shall be approved by a two-thirds majority of those members of the board present at a regularly scheduled meeting. Members Emeritus, Distinguished Members, Honorary Members, and Lifetime Members shall not be subject to dues.

Section 4. 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.

Section 5. 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. 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.

Section 2. The audit committee shall verify the corporate status of the chapter with the agent and secretary of state, the tax exempt status as a 501(c)(6) corporation with the Internal Revenue Service, and that required informational forms and tax returns have been filed with, and taxes due have been paid to the Internal Revenue Service and other authorities.

ARTICLE XI. INDEMNIFICATION AND FIDELITY BOND

Section 1.
a. The chapter shall indemnify every person who is or was a trustee, director, officer, or employee of the chapter, or who is serving or has served at its request as a trustee, director, officer, or employee of any other corporation, hereinafter referred to as "other corporation," 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 they may be involved or threatened to be involved, as a party or otherwise, by reasons of being or having been such trustee, director, officer, or employee; provided a determination is made in the manner provided in paragraph b. of this Section that such person: (1) was not willfully negligent or guilty of willful misconduct in the performance of duty to the chapter or other corporation of which the individual is or was

a trustee, director, 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 interests of the chapter or other corporation; provided however, that if at any time any provisions are contained in the laws of the State of Ohio 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), and (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), or (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. 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 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 chapter or other corporation while a trustee, director, officer, or employee did not 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.

c. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the chapter to the trustee, director, officer, or 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.

d. 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 hereafter 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.

Section 2. Every person entrusted with the handling of funds or property of 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 chapter while acting alone or in collusion with others; the cost of said bond to be paid by the chapter.

ARTICLE XII. AMENDMENTS

Section 1. Proposed amendments to these bylaws shall be made by the board, or submitted to the board in a petition signed by not less than one-tenth of the members of the chapter. Such fraction shall be based on the total number of members as of the date the petition is received by the secretary of the chapter.

Section 2. The proposed amendments shall first be submitted to the Institute secretary for approval in the manner and form prescribed by Institute policy. 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 3. Following publication, the amendments must be approved by a two-thirds vote of the professional, industry and associate members present at a regular or special chapter meeting.

ARTICLE XIII. NUMBERING OF ARTICLES AND SECTIONS

The board is authorized to number the articles and sections of these bylaws to correspond with any changes that may be made.

These bylaws were approved by Institute Secretary Lane J. Beougher on October 28, 2012, and approved by the Chapter Members on November 12, 2012. Certified by Chapter Secretary Richard Howard.