

# **BYLAWS OF THE CONSTRUCTIONS SPECIFICATIONS INSTITUTE - MEMPHIS CHAPTER**

## **ARTICLE I – NAME**

The name of this organization shall be “The Construction Specifications Institute – Memphis Chapter”, hereinafter referred to as the “chapter”; said chapter being an affiliate chapter of The Construction Specifications Institute, Incorporated, hereinafter referred to as the “Institute”. The chapter is incorporated in the State of Tennessee as a separate entity and as an affiliate of the Institute.

## **ARTICLE II – GOVERNING AUTHORITY**

The chapter shall be governed and operated in accordance with the laws of the State of Tennessee, provisions of the Institute Bylaws, these bylaws, the regulations and requirements for the conduct of the 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 thirteen members; president, president-elect, two vice presidents, secretary, treasurer, immediate past president, and six directors, equally divided as to professional and industry or associate members. Professional members shall constitute a minimum of thirty-three percent of the board and industry or associate members shall constitute a minimum of thirty-three percent of the board.

### **SECTION 3.**

All members of the board are eligible to vote on chapter business.

**SECTION 4.**

The board, through the action of authority delegated to the chapter secretary, 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.

**SECTION 5.**

The board shall select all standing and special committees, 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 calendar days written notice.

**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 un-expired term.

**SECTION 9.**

The board may appoint a student affiliate committee. This committee shall be responsible for conducting liaison in the name of the chapter with the student affiliate.

**ARTICLE V – OFFICERS**

**SECTION 1.**

All officers shall attend monthly board meetings, attend chapter meetings, serve on committees at the request of the board, and perform such other duties as may be directed by the board.

**SECTION 2.**

The president shall serve as chairman of the board; preside at all chapter meetings; select the chairmen of temporary committees; appoint the chapter delegates to the annual meeting of the Institute; be an ex-officio member of all committees; and sign all agreements and formal instruments.

**SECTION 3.**

The president-elect shall serve in the absence of the president and perform other duties as assigned by the board.

**SECTION 4.**

The vice-presidents shall perform such duties as assigned by the president or board and serve in the absence of both the president and president-elect.

**SECTION 5.**

The secretary shall see that notices are sent at least seven calendar 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 the treasurer; and submit a report of office at the annual meeting. The secretary shall perform other duties as assigned by the president or board.

**SECTION 6.**

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.

**SECTION 7.**

The immediate past president shall perform such duties as assigned by the president or board.

**SECTION 8.**

The directors shall perform such duties as assigned by the president or 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 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 officer and director shall take office on July 1.

**SECTION 3.**

The president, president-elect, and vice-presidents shall not hold the same office for more than two consecutive terms.

**SECTION 4.**

The term of office for directors shall be staggered three year terms with a professional and an industry or associate director being elected each year.

## **SECTION 5.**

A nominating committee shall be appointed by the board not later than January 15. 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 date in March. At this time, the members may present nominations from the floor. Election may 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. Eligibility to vote shall be as defined in the Institute Bylaws. The winners shall be determined by a simple majority of votes cast before and during the meeting.

## **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 directors and the Institute office of the results of the election and shall submit to them a complete listing of the chapter officers and directors for the coming year, with their addresses and telephone numbers.

# **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. Member classification and voting eligibility shall be as directed by the Institute Bylaws.

## **SECTION 3.**

A chapter member may be classified as an Honorary 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 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.

**SECTION 2.**

Regular chapter 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.**

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

**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. Members Emeritus, 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.

**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 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.

## **ARTICLE XI – AMENDMENTS**

### **SECTION 1.**

Proposed amendments to these bylaws shall first be submitted in duplicate, accompanied with two copies of the complete, current bylaws, to the Institute secretary for approval. After Institute secretary approval, they shall then be publicized in the regular chapter newsletter or by special publication. Notification to the members must be made at least two weeks but not more than six weeks prior to the meeting established for the presentation of the amendments.

### **SECTION 2.**

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 meeting.

### **CERTIFICATION**

These bylaws were reviewed and approved by the Institute secretary as stipulated by a letter from the Institute dated January 31, 2003.

I certify that these chapter bylaws were approved and adopted by the members of The Construction Specifications Institute – Memphis Chapter, at the chapter meeting held on \_\_\_\_\_, 2003.

---

Stephen A. Mangin, AIA, CSI, CCS, CCCA  
President, Memphis chapter