

**Bylaws of the Memphis Chapter of
The Construction Specifications Institute, Inc.**

ARTICLE I - NAME

Section 1.

- A. The name of this organization is the Memphis 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., a Maryland not-for-profit corporation hereinafter referred to as the "Institute." The chapter is incorporated in the State of Tennessee as a separate entity and is an affiliate of 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 Gulf States 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 Tennessee, 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 twelve members: president, president-elect, vice president, secretary, treasurer, immediate past president, and six directors. Emerging Professional members may serve in any of the elected positions.
- B. A student affiliate representative shall be a non-voting member of the board.

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, 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.

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 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. The board shall appoint a committee to support the student affiliate.

ARTICLE V - OFFICERS

Section 1.

- A. 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.

- A. The president-elect shall serve upon the absence of the president and perform other duties as assigned by the board. The president-elect shall serve for a term of one year or until a successor is elected.

Section 3.

- A. The vice president shall perform such duties as assigned by the president or board and serve upon the absence of both the president and president-elect. The vice president shall serve for a term of one year or until a successor is elected.

Section 4.

- A. 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 board. The secretary shall serve for a term of one year, or until a successor is elected.

Section 5.

- A. 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 board. The treasurer shall serve for a term of one year, or until a successor is elected.

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.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1.

- A. 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.

- A. Each elected board member shall take office on July 1.

Section 3.

- A. The president or vice president shall not hold the same office for more than two consecutive terms.

Section 4.

- A. The term of office for directors shall be staggered three-year terms with two directors being elected each year.

Section 5.

- A. A nominating committee shall be appointed by the board not later than December 1.
- B. The nominating committee shall endeavor to select candidates 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 elected position on the board due to become vacant, and present the list to the Chapter at a Chapter meeting not later than the end of March. At this time, the members may present nominations from the floor. Election for contested offices shall be by ballot.

Section 6.

- A. 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 7.

- A. The ballots shall be counted and certified no later than the end of April, by tellers appointed by the president, and the results shall be reported to the members.

Section 8.

- A. 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 list of the Chapter officers for the coming year, with their contact information.

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 - MEETINGS 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 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.

- A. Regular meetings shall be held monthly, except when otherwise decreed by the board. Not less than 10 chapter activities shall be held in the fiscal year.

Section 3.

- A. 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.

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

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 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, Distinguished Members, Honorary Members, and Lifetime Members shall not be subject to dues.

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

- A. 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.

- 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 members present at the regular or special meeting.

ARTICLE XII – CERTIFICATION

Section 1.

I certify that these chapter by-laws were approved and adopted by members of the Construction Specifications Institute – Memphis Chapter, at the chapter meeting held on January 19, 2012.

Attested by signature of CSI Memphis President

Charles F. Cooper, CSI, CCCA, Chapter President

Memphis Chapter Board approved 10/17/11

Memphis Chapter Board modifications 11/14/11

Institute review and approval 11/21/11

