



## **CSI - Willamette Valley Chapter- Bylaws**

### **Article I - Name**

Section 1. The name of this organization is the Willamette 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., 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 Northwest 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 Oregon, 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, and influence of the Chapter may be used only in support of this purpose.

Section 3. The Chapter endorses a nondiscriminatory policy as to membership, and does not restrict membership based upon classification ratios or other practices.

### **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 members: President, President-Elect, Secretary, Treasurer, two Directors, and the Immediate Past President. If the Chapter includes a student affiliate, a student affiliate representative shall be a non-voting member of the Board.

Section 3. Emerging Professional members may serve on the Board. 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 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. All committee chairpersons shall be members of the Chapter.

Section 6. The Board shall schedule monthly business meetings. Special meetings shall 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 a two-thirds affirmative vote 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. If the Chapter has a student affiliate, the Board shall appoint a student affiliate committee of three or more members. This committee shall be responsible for conducting liaison in the name of the Chapter with the student affiliate by providing an advisor, support, guidance, program speakers, etc.

#### **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 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. The Secretary shall send notices at least seven days in advance of all meetings of the Board and of the Chapter, and shall keep accurate minutes; 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 shall submit a report of office at the Annual Meeting. The Secretary shall perform other duties prescribed by the Board. The Secretary shall serve for a term of one year or until a successor is elected.

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 a report of the office at the Annual Meeting, and at meetings of the Board. The Treasurer shall perform other duties prescribed by the Board. The Treasurer shall serve for a term of one year, or until a successor is elected. 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 5. The Immediate Past President shall be the former President of the Chapter who has completed the most recent term, serves 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. 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. Each elected Board member shall take office on July 1, and shall serve, except for two-year Directors, for a term of one year.

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

Section 4. The President and President-Elect shall not hold office for more than two consecutive terms.

Section 5. A Nominating Committee shall be appointed by the Board not later than January 15. The Nominating Committee is chaired by the Immediate Past President and shall prepare a list of nominees, showing at least one name for each elective Office of the Board due to become vacant, and shall present the list to the Chapter no later than the regular meeting not later than the end of February. At this time the Members may present nominations from the floor. The Nominating Committee shall prepare the ballot, which shall include the original list of nominees and those nominated from the floor, and shall submit a copy thereof, together with a notice of the time and place of the meeting at which the ballots will be counted, to each Member of the Chapter at least two weeks prior to such meeting. This meeting shall be held no later than the month of March. For purposes of Chapter elections, voting members shall include Professional members and Emerging Professional members.

Section 6. The nominating committee shall endeavor to select candidates so the composition of the Board reflects the diversity of Chapter membership.

Section 7. The ballots shall be counted at the meeting by Tellers appointed by the Chair of the meeting and the results shall be reported to the Members. The winner shall be the candidate who receives the most votes for the position. Ties shall be resolved by coin toss.

Section 8. Not later than April 30, the Chapter Secretary shall notify the Region secretary and the Institute office of the result of the election, and shall submit to them a complete listing of the Chapter Officers and key Committee Chairpersons 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 for the Chapter.

#### **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, and 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 of directors. 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 membership. 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 Region secretary.

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 begin on July 1 and end on 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, Distinguished Members, Honorary Members, and Lifetime Members shall not be subject to dues.

Section 3. 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 scheduled meeting of the members of 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 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 the regular or special meeting.

*Approved by the chapter membership on December 19, 2013.*