

BYLAWS OF THE LOS ANGELES CHAPTER
OF
THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.

ARTICLE I - NAME

The name of this organization is Los Angeles 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".

ARTICLE II - GOVERNING AUTHORITY

The Chapter is governed by and operated in accordance with the laws of the State of California, provisions of the Institute Bylaws, these Bylaws, the regulations and requirements for conduct of chapters of the Institute as adopted from time to time by the Institute Board, and the rules and regulations of the Chapter 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, logo, 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:

- a. The Board shall be composed of eleven members consisting of four duly elected Directors, the President, the two Vice-Presidents, the Secretary, the Treasurer, the Controller, and the Immediate Past-President. Emerging Professional members may serve in any of the elected positions.

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- b. If, during the term of a Board member, that member occupies more than one position or office on the Board, the Board may operate with less than 11 members until that member's term is completed. There shall be no fewer than 8 members on the Board at any time.

Section 3:

All members of the Board 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 be held only upon the call of the President or a majority of the Board upon notice pursuant to California Corporations Code. Board meetings may be held via electronic transmission as defined by the California Corporations Code.

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 its total membership fill such vacancy by appointment of a member eligible by all other criteria for the duration of the unexpired term.

ARTICLE V - EXECUTIVE COMMITTEE

Section 1:

The Executive Committee shall exercise, at all times when the Board is not in session, such part of the routine management of the business affairs of the Chapter as the Board may delegate to it.

Section 2:

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The Executive Committee shall be composed of the President, the Secretary, the Treasurer, and the two Vice-Presidents.

Section 3:

Three or more members of the Executive Committee shall constitute a quorum.

Section 4:

Executive Committee meetings, if requested by the President or a majority of the Executive Committee, shall be noticed pursuant to California Corporations Code.

ARTICLE VI - OFFICERS

Section 1:

The President shall serve as Chair of the Board, shall preside at all Chapter meetings, shall select the chairs of the Chapter committees, shall be an ex-officio member of all of the Chapter committees, and shall sign all agreements and formal instruments of the Chapter.

Section 2:

The two Vice-Presidents shall perform such duties as are assigned by the President or the Board. In the absence of the President the Senior Vice President shall serve as President. The Senior Vice President shall be the Vice President who has served the longer time of the two Vice Presidents.

Section 3:

The Secretary shall see that notice for Board meetings is made pursuant to California Corporations Code, and Rules and Regulations of the Board, Article 6, Section 1, and shall keep accurate minutes thereof. The Secretary also 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, submit a report of these duties at the annual meeting, and perform such other duties as are assigned by the President or the Board.

Section 4:

- a. The Treasurer shall collect and receipt for all monies and securities, deposit funds and disburse and dispose of same subject to the direction of the Board, cause accurate books of account to be kept, submit a report at Board meetings, submit a report of these and the

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Controller's duties at the annual meeting, and perform such other duties as are assigned by the Board.

- b. 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 Controller shall develop, for approval by the Board, an annual chapter budget, report periodically to the Board the status of income, expenses, and Budget variances, receive, process, and approve of expenditures, and issue expenditure checks, and perform such other duties as are assigned by the Board.

ARTICLE VII - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1:

- a. A Nominating Committee shall be appointed by the Board not later than the Board's regularly scheduled November meeting.
- 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 preferably two but at least one name for each elective position on the Board due to become vacant, and shall present the list to the Chapter not later than the Chapter's regularly scheduled meeting in March. At this time the members may present nominations from the floor.
- d. Election shall be by written or electronic ballot.

Section 2:

- 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.
- b. For purposes of chapter elections, voting members shall include Professional 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 3:

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

Section 4:

Not later than the date required by Institute, 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 and chairpersons of major committees for the coming year, with their contact information.

Section 5:

Each elected Board member shall officially take office at the start of the fiscal year, although the ceremony of installation may take place at another time.

Section 6:

The following Officers and Directors shall be elected and serve terms as follows:

- a. The President shall be elected for a term of one year. The President may run for a second one-year term, and may serve for a maximum of two consecutive terms.
- b. Two Vice Presidents shall be elected each for a term of two years. One Vice President shall be elected every year.
- c. The Secretary shall be elected for a term of two years.
- d. The Treasurer shall be elected for a term of two years. The Treasurer and Secretary shall be elected in alternate years.
- e. The Controller shall be elected for a term of two years. The Treasurer and Controller shall be elected in alternate years.
- f. Four directors shall be elected each for a two year term. Two directors shall be elected every year.
- g. The immediate Past-President shall sit as member of the Board, without election.

Section 7:

The President and Vice-Presidents shall not hold the same office for more than two (2) consecutive terms.

ARTICLE VIII - MEMBERSHIP

Section 1:

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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. A member's classification in the Chapter shall be the same as that member's classification in the Institute.

Section 3:

The provisions of the Institute Bylaws for disqualification, suspension, expulsion, and reinstatement of members shall govern.

ARTICLE IX - MEETINGS OF MEMBERS

Section 1:

The annual meeting of the Chapter shall be held during the month of July, 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:

Meetings may be conducted via electronic transmission in compliance with California Corporations Code.

Section 3:

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 4:

Special meetings may be held whenever a 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 5:

Minutes of special meetings shall be distributed to members and Region Secretary.

Section 6:

These Bylaws, together with applicable provisions of the Institute Bylaws and "Robert's Rules of Order Newly Revised", shall govern the conduct of business of the Chapter.

ARTICLE X - FISCAL ADMINISTRATION

Section 1:

The fiscal year shall be from July 1 through June 30.

Section 2:

The annual Chapter dues shall be established 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, Distinguished 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 XI - AUDIT

The Treasurer shall prepare within 120 days after the close of the fiscal year, a financial report covering the fiscal year, which report shall contain the following information in appropriate detail: (i) a balance sheet as of the end of the fiscal year; (ii) an operating statement for the year then ended; and (iii) a statement of changes in restricted fund balances for the year then ended. This report shall be read at the next regular meeting of the members after it has been received and approved by the Board. This report shall be subject from time to time, and if deemed appropriate by the Board, to review or audit by either independent accountants, the Controller or by a Committee appointed by the Board.

ARTICLE XII - AMENDMENTS

Section 1:

Proposed amendments to these Chapter Bylaws shall first be submitted to the Board for approval. Upon Board approval, they then shall be publicized, at least two (2) weeks prior to a membership or special meeting, in the regular Chapter Newsletter, or by letter, or by posting on the chapter website, or by email notification.

Section 2:

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An affirmative vote by at least two-thirds of the Board is required to approve an amendment to these Bylaws. Further, where required by California law or determined by the Board, an affirmative vote of at least two-thirds of the members present at the next regular or special meeting or of those voting by ballot shall be required to approve an amendment to these Bylaws.

END OF BYLAWS