

Bylaws of The Construction Specifications Institute, Inc. Proposed April, 2016

Article I. Governing Authority

The Construction Specifications Institute, consisting of a membership as defined in Article IX of these Bylaws, and hereinafter referred to as the Institute, is governed and operated in accordance with the laws of the State of Maryland, the Certificate of Incorporation, these Bylaws, the Institute Policy and other instructions of the Board of Directors (the "Board").

Article II. Domain

Section 1. Scope

The domain of the Institute shall be international.

Section 2. Regions

Within the domain of the Institute there shall be established areas identified as Regions of The Construction Specifications Institute. The Regions shall be geographically designated. Regions shall be established by the affirmative vote of 2/3 of the Board.

Article III. Board

Section 1. Governance of the Institute

The affairs of the Institute shall be governed by and managed under the authority of the Board.

Section 2. Composition of the Board

The Board shall consist of voting Directors as follows: 1 Director from each of the regions, 2 Directors At-Large, and the 4 elected Officers (Board Chair, Chair-elect, Secretary, and Treasurer). All voting Directors must be voting members in good standing of the Institute. Officers and Directors shall be elected to the Board in accordance with Article V of these Bylaws.

Section 3. Terms

Directors shall serve terms of 3 years each, except for the Officers as provided in Article IV, Section 1 of these Bylaws. A Director who has served 2 full consecutive terms is eligible to serve again after a 1 year absence from the Board.

Section 4. Meetings

a. The Board shall hold not less than 2 regular meetings during the year, upon 30 days written notice, at a time and place fixed by the Board. Special meetings of the Board may also be held at any time upon call of the Board Chair or upon written request to the Board Chair by 6 or more members of the Board, upon 5 days written notice.

b. Board meetings may be held in person, by audio, video, or computer-based teleconferencing technology that allows all persons participating to hear each other at the same time. Actions of the Board at special meetings shall be limited to those relating to items posted in the notice for that meeting.

c. Any action of the Board may be taken without a meeting if a unanimous written consent setting forth the action is signed by each member of the Board, and is filed with the minutes of the subsequent meeting of the Board.

Section 5. Quorum and Voting

A majority of the Board shall constitute a quorum at all meetings and, unless otherwise provided by these Bylaws, a majority of those Directors present and voting shall be required to take action. Directors may not vote or otherwise act by proxy.

Section 6. Order of Business

The order of business for meetings shall be determined by the Board Chair, who may invoke Robert's Rules of Order Newly Revised to help guide the meeting.

Section 7. Vacancies

Any vacancies that may occur among (non-Officer) Director positions by reason of death, resignation, or otherwise shall be filled by the Board for the duration of the unexpired term, with a vacancy in a region-elected position filled by a member from the same region.

Section 8. Attendance

Failure to attend the number or percentage of Board meetings stipulated by the Board shall constitute an automatic resignation from the Board, except where due to extenuating circumstances, as provided in Board governing policies.

Section 9. Resignation and Removal

A Director may resign at any time by giving written notice of such resignation to the Board Chair. A Director elected by the members of a region may be removed only for cause by action of the membership of that region. A Director elected by the Institute's membership to an At-Large position or as one of the Officers may only be removed for cause by action of the Institute's membership. A Director appointed by the Board, such as to fill a vacancy, may be removed for cause by the affirmative vote of 2/3 of the Board.

Section 10. Fiscal Year

Any changes to the fiscal year of the Institute shall be as determined by the affirmative vote of 2/3 of the Board.

Article IV. Officers

Section 1. Officers

a. The elected Officers of the Institute shall be the Board Chair, Chair-elect, Secretary, and Treasurer, which Officers shall each serve terms of 2 years. The Chair-elect shall automatically ascend to the office of Board Chair at the end of the Board Chair's term. Elections for Secretary and Treasurer shall be in alternating years.

b. To effect the transition from previous Bylaws, the Chair-Elect and the Board Chair taking office on July 1, 2016 shall serve 2-year terms. This subsection "b" shall be obsolete and automatically deleted on June 30, 2018.

Section 2. Board Chair

The Board Chair shall preside at all meetings of the Institute membership and the Board. As the Institute's chief governance officer, the Board Chair shall assure the Board's fulfillment of its governance duties as prescribed by law, these Bylaws and the Board's governing policies then in-effect. The Board Chair may not serve as a member of the Nominating Committee or the Jury of Fellows.

Section 3. Chair-elect

The Chair-elect shall be a member of the Board and shall have such assignments as may be made by the Board. In the temporary absence or disability of the Board Chair, the Chair-elect shall discharge the duties of the Board Chair.

Section 4. Secretary

The Secretary shall keep or cause to be kept a record of attendance and the minutes of all meetings of the Institute membership and of the Board; ensure that the Institute's governing documents are

maintained and updated to reflect revisions duly made; ensure the giving of proper notice of meetings of the Board and the membership; and perform such other duties as may be prescribed from time to time by the Board.

Section 5. Treasurer

Consistent with the Board's governing policies related to investments and financial affairs, the Treasurer shall oversee the care and custody of the money, funds, and documents of the Institute; ensure that accurate books of account are maintained; review audit and financial reports and statements as requested by the Board; advise the Board on matters of fiscal policy; and perform such other duties as may be prescribed from time to time by the Board. The Treasurer shall also serve as the Chair of the Audit Committee.

Section 6. Officer Resignation, Removal and Vacancies

- a. An Officer may resign at any time by giving written notice of such resignation to the Board Chair.
- b. An elected Officer may be removed from office if the Board finds that the best interests of the Institute will be served. Removal of an elected Officer requires the affirmative vote of 2/3 of the Board at any meeting, provided notice of the proposed removal is stated in the meeting notice. Removal from elected office does not constitute removal from the Board.
- c. If a vacancy occurs in the office of Board Chair, the Chair-elect shall assume such office for the remainder of that elective year and the subsequent 2 years. A Chair-elect removed from office shall not ascend to the position of Board Chair.
- d. If a vacancy occurs in the office of Chair-elect, the Board shall elect from among its members a Chair-elect to fill the unexpired term and the subsequent 2 years as Board Chair.
- e. If a vacancy occurs in the office of Secretary or Treasurer, the Board shall elect from among its members a Secretary or Treasurer to fill the unexpired term, and such term shall not be counted against the term limits.
- f. A Director position vacated due to the Board appointing that Director to fill an Officer vacancy, per subsection "d" or "e" above, shall be filled by the Board for the unexpired term, consistent with Article III, Section 7 above.

Article V. Nomination and Election of Officers and Directors

Section 1. Institute Nominating Committee

The Institute Nominating Committee is appointed by the Board and shall consist of 7 members, 1 from each of 5 designated regions for a 2-year term (2 appointed 1 year and 3 the following year) in rotation among the regions, and 2 Board members appointed for 1-year terms.

Section 2. Nomination of Officers and Directors At-Large

- a. Nominations of Officers and Directors At-Large, except the Board Chair, shall be made by the Institute Nominating Committee or may be made by written petition of voting members in accordance with procedures adopted by the Board.
- b. Nominating petitions must be submitted to the Secretary, on the prescribed form, sent by trackable delivery service. Each nomination shall be by separate petition, signed by not less than 2% of the voting members from each of 4 regions based upon the previous June 30 membership. Each petition shall be accompanied by full information required by Board procedures and by a signed statement from the proposed nominee indicating a willingness to serve.

Section 3. Region Nominating Committees

The composition of each Region Nominating Committee shall be as determined by the respective region.

Section 4. Nomination of Directors from Regions

a. The Region Nominating Committee shall submit nominees for Director in accordance with procedures adopted by the Board. Not more than 4 qualified members of any region may be submitted as nominees for Director.

b. In the event that a Region Nominating Committee should fail to act by the stipulated time, the Institute Nominating Committee shall select the names of not more than 4 qualified nominees from that region to be placed on the election ballot.

c. To effect the transition from 2-year terms to 3 years:

i. In the election in the first quarter of calendar year 2017, 4 of the 5 regions shall elect 1 Director each to a term of 2 years, and 1 region, to be chosen by lot by the Board prior to the commencement of the nominating process, shall elect 1 Director to a term of 3 years.

ii. In the election in the first quarter of calendar year 2018, 2 of the 5 regions shall elect 1 Director each to a term of 2 years, and 3 regions, to be chosen by lot by the Board prior to the commencement of the nominating process, shall elect 1 Director to a term of 3 years.

iii. Thereafter, election of directors by regions shall continue to be for 3-year terms.

iv. This subsection "c" shall be obsolete and automatically deleted on June 30, 2018.

Section 5. Election Ballot for Officers and Directors

a. For Officers and Directors At-Large: An election ballot shall be distributed to all voting members (on the Institute's record as of January 1) listing the names of all duly validated nominees for Officers and Directors At-Large in accordance with procedures adopted by the Board.

b. For Directors Elected by Regions: An election ballot shall be distributed to all voting members (on the Institute's record as of January 1) of that particular region in which the Director's term will expire in accordance with procedures adopted by the Board. The ballot shall list the names of not more than 4 validated nominees for each open Director position.

c. The elections and balloting shall be conducted in accordance with procedures adopted by the Board. The terms of Officers and Directors shall begin on July 1 of each year and end on June 30 of the last year of the respective term.

Article VI. Chief Executive Officer

Section 1. Employment

The Board shall employ a Chief Executive Officer ("CEO") with such duties, for such length of time, and at such compensation as the Board may determine.

Section 2. Duties and Responsibilities

The CEO shall be responsible for management and administration of the day-to-day operations of the Institute, in accordance with these Bylaws and the governing policies of the Board then in effect. The CEO shall serve as a primary resource to the Board, shall have the authority to hire and discharge agents, contractors, and employees of the Institute, and shall oversee and direct their activities in carrying out its programs. The CEO shall be an ex-officio, non-voting member of the Board.

Article VII. Committees

The Board may appoint committees as it deems appropriate in carrying out the mission of the Institute and in accordance with policies and procedures adopted by the Board. The resolution establishing such committees shall state the purpose, composition, and authority of each committee.

Article VIII. Chapters of the Institute

Section 1. Definition of Chapters

Chapters shall be local associations chartered by the Board to further the purposes to which the Institute is dedicated, and shall consist only of members of the Institute in good standing.

Section 2. Regions

a. Chapters within the United States of America, its territories and possessions and the District of Columbia shall be included within regions.

b. A chapter not included in a region shall be classified as a chapter-at-large. When regions are established in the area of a chapter-at-large, that chapter shall become a part of that region.

Section 3. Establishment of Chapters

a. The Board is authorized to charter a chapter in any area within the domain of the Institute, thereby conferring on said chapter the right to use the name and seal of the Institute and to be known as an affiliate chapter of the Institute; provided, however, such chapter agrees to abide by the regulations and requirements for the conduct of chapters of the Institute as provided in these Bylaws and as adopted from time to time by the Board.

b. Issuance of a charter shall be contingent upon approval by the Board of the proposed chapter's bylaws. The Board shall accept and approve only those proposed chapter's bylaws which are consistent with the provisions of the Institute's Certificate of Incorporation and the Institute's Bylaws.

Section 4. Minimum Membership Requirements of Chapters

a. The Board may charter a chapter if a minimum of 15 members or prospective members of the Institute, at least 12 of whom are or will be Professional Members, have pledged themselves to join the chapter should it be chartered, have petitioned the Board in writing to charter said chapter and have transmitted a petition and proposed chapter bylaws to the Board.

b. A chapter may establish student affiliates subject to Institute Board approval and an appropriate amendment of the chapter's bylaws.

c. Student chapters established prior to January 1, 1980 shall remain in existence subject to the provisions in Section 5 below.

Section 5. Withdrawal of Chapter Charters

The Board is authorized to withdraw from any chapter its charter for being unable to meet the requirements of these Bylaws or for being unable to maintain a membership of not less than 8 Professional Members in good standing or for any conduct or action of the chapter in the opinion of the Board prejudicial to the welfare, interest or character of the Institute; provided however, that notice in writing together with a copy of the reason or reasons for intention to withdraw shall have been sent to all members of the Institute in good standing who are members of record in the chapter, and to the Institute Directors concerned, at least 20 days before the meeting of the Board when such action shall be considered. Any chapter member or members may appear before the Board and may have legal representation at said meeting in defense of charges leading to the intention to withdraw. The majority decision of the Board shall be final.

Article IX. Institute Membership

Section 1. Membership Classification and Dues

a. The Institute shall consist of individual Professional, Emerging Professional, and Student Members. Firms or corporations are not eligible for membership.

b. The Institute may grant Retired, Emeritus, Distinguished, Honorary, or Lifetime status to individuals who meet the requirements stated in these Bylaws.

c. Institute dues for each membership classification are set by the Board. Any change in the dues must be approved by the affirmative vote of 2/3 of the Board. Members Emeritus, Honorary Members, Distinguished Members, and Lifetime Members shall not be subject to dues.

d. Any member whose dues remain delinquent for a period of more than 1 month following the anniversary date shall be deemed to have terminated its membership.

Section 2. Professional Members

a. Professional Members shall be technically experienced individuals whose primary function is to author, manage, or communicate building information; to create, interpret, or use construction documents; or to educate, support, or assist the construction industry.

b. Professional Members shall be eligible to vote and to hold any office in the Institute.

Section 3. Emerging Professional Members

a. Emerging Professional Members shall be individuals who are prospective Professional Members, but who do not meet the requirements for Professional membership.

b. Emerging Professional Members may petition for Professional membership at any time; however, Emerging Professional status shall be upgraded to Professional status at the end of the third year after becoming an Emerging Professional Member.

c. Emerging Professional Members shall have all the rights and privileges of Professional Members, except that they shall not be eligible to vote in Institute elections, and they shall not be eligible to hold elective Institute office.

Section 4. Student Members

a. Student members shall be full time students enrolled in an undergraduate or graduate program in a construction industry curriculum in an educational institution.

b. Student Members shall have all the rights and privileges of Professional Members, except that they shall not be eligible to vote nor to hold elective office in the Institute.

Section 5. Retired Members

a. Retired members shall no longer be engaged in income-producing activities, shall have reached the age of 65 years, shall have been Professional Members in good standing in the Institute for the past consecutive 5 years, and shall have been recommended for such change in status by their chapters, or if unaffiliated with a chapter, by documented application to the Board or its designee. Retired members shall retain the rights and privileges held at the time of application for change in status.

b. Exceptions to a. above can be requested by an individual (if unaffiliated) or a chapter by documented application to the Board or its designee to be evaluated on a case-by-case basis.

Section 6. Members Emeritus

Members Emeritus shall have been Professional Members in good standing in the Institute for the past consecutive 15 years, shall have reached the age of 70 years, and shall have been recommended for such change in status by their chapters, or if unaffiliated with a chapter, by documented application to the Secretary of the Institute. Members so qualified may, upon approval of their application by the Board, be granted the status of Member Emeritus. Members Emeritus shall retain the rights and privileges held at the time of application for change in status, and shall be entitled to print and otherwise use, as a suffix to their name, the title Member Emeritus following the initials CSI, or FCSI if a Fellow of the Institute.

Section 7. Lifetime Members

a. Lifetime members shall be former Presidents and Board Chairs of the Institute and shall automatically become qualified upon completion of their term of office as President or Board Chair.

b. Lifetime members shall have the rights and privileges in accordance with these Bylaws and shall be entitled to print or otherwise use, as suffix to their name, the title Lifetime Member following the initials CSI, or FCSI, if a Fellow of the Institute.

Section 8. Acceptance of Members

a. Upon receipt and acceptance of a signed membership application and the payment of dues, an applicant for membership shall become a member of the Institute. Acceptance of membership in the Institute shall not impart or convey membership to any chapter.

b. Any action taken by the Board or its designee under this section of the Bylaws may, within a period of 1 year from the date of said action, be appealed to the Board for final determination. Appeals may be filed by any member, or chapter of the Institute, including the member or applicant directly concerned.

Section 9. Members' Right to Use Institute Name

a. Professional Members in good standing shall be entitled to use the initials CSI as a suffix to their name, or the title Professional Member of the Construction Specifications Institute, or both.

b. The rights of members emeritus, distinguished members, honorary members, Fellows of the Institute, and lifetime members to use the Institute name shall be as stated in these Bylaws and procedures adopted by the Board.

c. Emerging Professional Members in good standing shall be entitled to use the initials CSI-EP as a suffix to their name, or the title Emerging Professional Member of the Construction Specifications Institute.

d. Student Members in good standing shall be entitled to use the initials CSI-S as a suffix to their name, or the title Student Member of the Construction Specifications Institute.

Section 10. Duration of Membership and Resignation

Any member may withdraw from the Institute by giving notice in writing to the CEO 60 days prior to the date of withdrawal, but this shall not relieve the member of liability for all dues or other obligations in arrears. All rights, privileges and interests of a member in or to the Institute shall cease on the termination of membership. Dues shall not be subject to refund in the event of resignation.

Section 11. Suspension and Expulsion

Any member may be expelled, censured, or suspended as the Board shall determine, for conduct on their part prejudicial to the welfare, interest, or character of the Institute by affirmative vote of 2/3 of the Board; provided, notice in writing, together with a copy of the charges and specifications shall have been sent to said member or a designated representative at least 60 days before the meeting of the Board where such action is to be considered. Said member shall be provided an opportunity to be heard by the Board orally or in writing at the Board's discretion. The decision of the Board is not subject to appeal.

Article X. Distinguished Membership and Honorary Membership

Section 1. Qualifications for Distinguished Member

Distinguished Members shall be individuals who have performed distinguished services to the construction industry in fields of activity related to the purposes of the Institute. Membership in the Institute is a requirement for Distinguished Membership.

Section 2. Qualifications for Honorary Members

Honorary Members shall be individuals who have performed distinguished services to the construction industry in fields of activity related to the purpose of the Institute. Those individuals considered for Honorary Member shall not be members of the Institute.

Section 3. Nomination and Election

Nomination and Election of Nominees for Distinguished Membership and Honorary Membership shall be proposed in writing, by a chapter or not less than 5 voting members, to the Board in accordance with the schedule and process for submissions established by the Board. Distinguished Members and Honorary Members shall be elected by an affirmative vote of not less than 85% of Board members present at a Board meeting.

Section 4. Rights and Privileges

An Honorary Member shall have the same rights and privileges as a member, except that an Honorary Member shall not be eligible to vote or hold office. Honorary Members shall, in addition, be entitled to print and otherwise use a suffix to their name, the title Honorary Member of CSI. Distinguished Members shall, in addition, be entitled to print and otherwise use a suffix to their name, the title Distinguished Member following the initials CSI, or FCSI if a Fellow of the Institute. A member elected to Distinguished Membership shall lose all rights and privileges as a member and Distinguished Member if membership is terminated as provided in Article IX, Section 11, of these Bylaws. An individual elected to Honorary Membership shall lose all rights and privileges as an Honorary Member if membership is terminated as provided in Article IX, Section 11, of these Bylaws.

Article XI. Fellowship

Section 1. Jury of Fellows, Composition and Terms of Office

a. The Jury of Fellows shall consist of 3 Fellows of the Institute, and 3 non-Fellows; each to be appointed for a term of 3 years. Appointments of Fellows and non-Fellows to the Jury of Fellows shall be made so that the term of office of no more than 1 Fellow and 1 non-Fellow shall expire in any year. No members of the Jury shall serve 2 consecutive terms. Members of the Board shall not be eligible for appointment to serve on the Jury. Jury members may complete their term if elected to the Board. The Jury is appointed by the Board consistent with the Board's governing policies.

b. In the event a member of the Jury of Fellows is unable to serve on the Jury, due to subsequent ineligibility, poor health, or for other valid reason, the Board Chair, upon receipt of written request from the chair of the Jury of Fellows, shall appoint a new member of the Jury to serve, and to complete the unexpired term.

Section 2. Qualifications for Fellowship

A Professional Member who has been in good standing for not less than 5 years, and who has notably contributed to advancement of construction technology, the improvement of construction specifications, or of education, or by service to the Institute, may be nominated for Fellowship.

Section 3. Nomination and Advancement

a. Nominees for Fellowship in the Institute shall be proposed in writing to the Jury of Fellows by any chapter or by not less than 5 voting members. The proposal shall be executed in the form required by the Jury.

b. A member may be advanced to Fellowship only by a concurring vote of at least 4 members of the 6-member Jury. Non-Fellows serving on the Jury of Fellows shall not be eligible for Fellowship during their tenure on the Jury. If a nominee for Fellowship fails to be advanced by vote of the Jury of Fellows, the nominee shall not be disqualified thereby for later advancement. The nomination shall be reconsidered if it is formally resubmitted to the Jury. If any nominee fails to be advanced to Fellowship after the nomination has been under consideration for 3 consecutive years, at least 2 years must elapse before the nomination may again be presented for consideration.

Section 4. Rights and Privileges

a. Fellows of the Institute shall retain the rights and privileges of Professional Members and shall have the additional right and privilege to print and otherwise use the initials FCSI as a suffix to their names, or to use the title "Fellow of the Construction Specifications Institute."

b. Fellows shall retain all rights and privileges of Fellowship, except voting rights, in the event they terminate their membership in the Institute. Fellows shall lose all rights and privileges of a member and Fellow if their membership is terminated as provided in Article IX, Section 11, of these Bylaws.

Article XII. Meetings of the Institute Membership

Section 1. Annual Meeting

The Institute shall meet annually for the transaction of its business at a time and place fixed by the Board.

Section 2. Special Meetings

Special meetings may be called whenever the Board shall deem it necessary, and shall be called upon the written request of the Presidents of any 40 chapters to the Board Chair. The determination of a quorum shall be the same as Section 4 below.

Section 3. Announcement of Meetings

Notice of the time and place of the annual meeting and any special meetings shall be provided to the members at least 20 days in advance.

Section 4. Quorum and Voting

100 voting members in good standing who represent at least 40 chapters of the Institute shall constitute a quorum at any annual or special meeting of the membership. The affirmative vote of a majority of the votes cast at a meeting at which a quorum exists shall be the act of the members of the Institute, unless otherwise provided by law or these Bylaws. Voting by proxy shall not be allowed.

Section 5. Order of Business

The order of business for meetings of the Institute membership shall be determined by the Board. The order of business may be altered at any meeting by request of a majority of members present. Robert's Rules of Order Newly Revised shall guide the meeting.

Article XIII. Amendments

Section 1. Proposed Amendments

a. Proposals for amendments to these Bylaws may be made either by (i) the Board, or (ii) submitted to the Board in a petition, accompanied with detailed justification for the proposed changes. Such petition must be signed by not less than 1% of the members of the Institute who are members from not less than 20% of the chapters of the Institute. Such percentages shall be based on the total number of members and chapters as of the date the petition is received by the CEO of the Institute. The Board, through the CEO, shall send the proposed amendments to the voting members of the Institute. Proposed amendments initiated by petition shall include the proponents' rationale and the Board's recommendation.

b. A 2/3 affirmative vote of the valid ballots returned shall be required and received in the Institute office 4 weeks after the ballot has been sent to amend these Bylaws.

Section 2. Non-material Revisions

The Board may adopt non-material revisions to correct grammar, punctuation or numbering in these Bylaws, or to conform to relevant federal or Maryland statutes, by affirmative vote of 2/3 of the Board. Notification of any such revisions is to be provided to the membership within 30 days of such action.

Article XIV. Indemnification

The Institute shall indemnify every person who is or was a director, officer, volunteer, or employee of the Institute to the full extent provided by law.