

# BYLAWS of CSI Chicago Foundation, NFP

## ARTICLE I – NAME

**Section 1 - Name:** The name of this organization is the CSI Chicago Foundation, NFP, a not-for-profit corporation under the State of Illinois Compiled Statutes Chapter 805/105, the “General Not For Profit Corporation Act of 1986.” Hereinafter the organization will be referred to as the “Foundation”.

**Section 2 - Use of name:** The name of the Foundation may not be used in any publication, notification, advertisement, endorsement, or posting either electronically or in print without the written authorization of the Board of Directors of the Foundation, excluding the Chicago Chapter - Construction Specifications Institute. Notwithstanding these Bylaws, nothing shall prevent a Director of the Foundation from identifying himself as such in their professional resume or literature by any entity.

## ARTICLE II – GOVERNANCE

**Section 1 - Operation:** The Foundation is governed and operated in accord with the laws of the State of Illinois and the provisions of these Bylaws.

## ARTICLE III – PURPOSE AND POLICY

**Section 1 - Purpose:** To support the Chicago Chapter - Construction Specifications Institute’s mission through philanthropic causes including education, service, and research.

**Section 2 - Use of influence:** The name, funds, or influence of the Foundation may be used only in support of the Mission and purposes stated herein.

**Section 3 - Nondiscrimination policy:** The Foundation endorses a nondiscrimination policy in the selection of Board members and beneficiaries of Foundation programs and does not restrict Board members, applicants, or beneficiaries based on age, gender, race, beliefs, disability, ethnicity, or non-merit factors.

## ARTICLE IV – MEMBERS

**Section 1 - Membership:** The membership shall consist of the Board of Directors.

## ARTICLE V – BOARD OF DIRECTORS

**Section 1 - Board Role and Size:** The affairs of the Foundation shall be managed by a Board of Directors consisting of not less than three and no more than seven qualified persons. The Board of Directors will hereinafter be referred to as the “Board.”

**Section 2 - Board Positions:** The Board shall consist of the following positions:

1. President.
2. President-Elect.
3. Secretary.
4. Treasurer.
5. Up to 3 Directors.

The Officers of the Foundation include the President, President-Elect, Treasurer, and Secretary.

**Section 3 - Terms:** All Directors shall serve staggered, two-year terms with approximately half being elected each year. The Board is authorized to make any adjustments needed to carry out the intent of this Section in regard to the initial installation of Directors, and during the first several years of the Foundation’s existence.

The Officers of the Board shall serve terms in the following manner:

1. President-Elect shall be elected to serve a one-year term, and at the end of their one-year term will assume without election the office of President for a one-year term.
2. Secretary and Treasurer shall each be elected to serve staggered, two-year terms with Secretary being elected to terms starting in odd-number years and Treasurer being elected for terms starting in even-number years.

**Section 4 - Qualifications:** Board members shall be Chicago Chapter - Construction Specifications Institute members in good standing who demonstrate both an interest in the objectives of the Foundation and a past history consistent with the Foundation's mission. At least half of the Board members shall be professionals of the architecture, engineering, or construction industries; or individuals that provide educational instruction in architecture, engineering, or construction; or individuals who are retired from those professions.

To serve on the Board, a person must not be president or president-elect of the Chicago Chapter - Construction Specifications Institute.

To serve as an Officer, a person must have one year of experience on the Board. This provision is waived for the initial appointment of Officers and may be waived or adjusted from time to time on individual cases as approved by the Board.

To serve as President, a person must not be a member of the board of the Chicago Chapter - Construction Specifications Institute.

**Section 5 - Board Elections:** During the final quarter of each fiscal year, the Board shall elect Directors to replace those whose terms will expire. This election shall take place during the Annual Meeting of the Board, called in accordance with the provisions of these Bylaws.

**Section 6 - Nominations Process:** Nominations for Officers and Directors to replace those whose terms expire, or to add new members to the Board subject to the limitations of the Bylaws, may be submitted at the Annual Meeting at which the election is made or may be circulated in advance. Nominations may be made by any member of the Board or by a nominating committee appointed by the Board. Incumbent members of the Board are assumed to have nominated themselves to stand for reelection unless they have provided notice in writing of an intent not to serve.

**Section 7 - Election procedures:** Provided there is a quorum present, new members of the Board shall be elected to terms and roles established in Article VI of the Bylaws by an oral group vote by a majority of the Board present at the Annual Meeting. The Board so elected shall serve a term beginning on the first day of the next fiscal year.

Not later than December 24, the Secretary shall notify the secretary and president of Chicago Chapter – Construction Specifications Institute of the results of the election, and shall submit to them a complete list of the Board members for the coming year with their contact information.

**Section 8 - Resignation and termination:** A member of the Board may resign by written notice to the Board, the President, or Secretary. A member of the Board may be removed with or without cause by a two-thirds vote of the Board exclusive of the member of the Board under review. Such removal shall follow a formal hearing regarding the removal of the Board member. During that hearing, the Board member being considered for removal shall be given reasonable opportunity to speak on their behalf.

**Section 9 - Vacancies:** The Board may fill vacancies due to the expiration of an Officer's or Director's term of office, resignation, death, or removal of a Board member, or may appoint new Officer or Director to fill a previously unfilled board position, subject to the maximum number of Board members under these Bylaws. A vacancy in the Board shall be filled by the Board through the appointment of a successor. The successor Board member shall take office on date agreed upon by the Board and fulfill the unexpired term of the predecessor for the office.

**Section 10 - Compensation:** The Board shall not be compensated for performing duties as assigned by law, herein, or by the Board. The compensation, if any, of Agents of this Foundation shall be fixed by the Board. With approval of the Board, an Officer or Director may be reimbursed for travel and out-of-pocket expenses incurred while performing Board authorized Foundation business.

## ARTICLE VI – OFFICER DUTIES

**Section 1 - Officers:** The Officers form the Executive Committee of the Foundation.

**Section 2 - President:** The President shall preside over all meetings of the Board of Directors and perform such other duties that may be required of him by these Bylaws and the Board. The President shall serve as Chair of the Board, shall serve as Chair of the Annual Meeting and any Special Meeting.

The President shall be empowered by the Board of Directors for and on behalf of the Foundation. The President shall be the Chief Executive Officer (CEO) and the Chief Operating Officer (COO) of the Foundation.

**Section 3 - President-Elect:** In case of the absence or disability of the President, the President-Elect will perform the President's duties and be subject to all restrictions and powers of the President.

**Section 4 - Treasurer:** The Treasurer shall be in charge of the Foundation's financial affairs, funds, securities, and valuable papers. The Treasurer shall keep full and accurate records thereof in accord with generally accepted accounting principles and shall present a financial report to the Directors at the Annual Meeting, and at any other meeting if requested by majority of the Board. The duties of the Treasurer may be assigned in whole or in part to the President based on a majority vote of the Board.

The Treasurer shall be responsible for ensuring Foundation filings and timely submittal of Foundation reports to the Internal Revenue Service.

The Treasurer shall be the Chief Financial Officer (CFO) and the Chief Accounting Officer (CAO) of the Foundation. They shall preside at meetings and carry out the duties of the President in case of the President-Elect's absence.

**Section 5 - Secretary:** The Secretary shall record and maintain accurate records of all proceedings of the Board. The Secretary shall be empowered to send notice at least ten days in advance of any meeting of the Board and to whomever notice by law or these Bylaws is required to be sent.

The Secretary shall handle all correspondence, shall keep a current roster of the Directors' names, mailing addresses, and contact information, shall prepare all agreements and formal instruments except those pertaining to the Office of Treasurer, and shall submit a report of the Secretary at the Annual Meeting, and at any other meeting if requested by majority of the Board.

The Secretary shall be responsible for ensuring all official corporate filings and reports to the State of Illinois. The duties of the Secretary may be assigned in whole or in part to the President based on a majority vote of the Board.

**Section 6 - Other duties:** Officers of the Board shall have such other duties and powers as designated by the Board. If an Office becomes vacant, the Board may elect a successor to hold Office for the unexpired term and until a successor is duly elected and qualified.

**Section 7 - Signatories:** Checks, drafts, and orders for the payment of money shall be signed in the name of this Foundation by the President or the Treasurer. All other contracts, instruments, and commitments may be signed in the name of the Foundation by an Officer.

## ARTICLE VII – MEETINGS

**Section 1 – Location and frequency:** Meetings of the Board may be held within or outside of the State of Illinois. The Board shall meet at least four times per fiscal year, at an agreed upon time and place.

**Section 2 - Annual Meetings:** An Annual Meeting of the Foundation shall be held during the final quarter of the fiscal year at a time and place designated by the Board.

No special order of business shall be required at any meeting, except at the Annual Meeting where the items of business shall be as specified below provided that, in the absence of any objection, the presiding Officer may vary the order of business:

1. Roll call and proof of notice and quorum;
2. Presentations by parties other than Officers;
3. Report of each Officer;
4. Report of the Board of Directors;
5. Election of Directors and Officers;
6. Transaction of other business;
7. Adjournment.

**Section 3 - Special Meetings:** A Special Meeting of the Board may be called by the President or any two Directors.

**Section 4 - Notice:** At least seven (7) calendar days prior to the date fixed for holding any meeting of the Board, written notice of the time, place, and purposes of such meeting shall be personally delivered to each person entitled to attend the same, or in the alternative e-mailed or domestically mailed or faxed to him at such address as he may have designated in writing for such purpose or, lacking such designation, at their last known home, business, or electronic address. Every such notice shall bear the written, stamped, printed, typewritten or facsimile signature of the Secretary or the President of the Board and shall state the nature of the meeting and the matters to be discussed and voted upon thereat. Such notice, if mailed, shall be deemed properly served when deposited with the United States Postal Service or specified private courier service with postage/delivery fee fully prepaid, and properly addressed in accord with the provisions of this Section. Notice of any meeting may be waived in writing before such meeting has been held and shall be deemed waived by attendance.

**Section 5 - Quorum:** A majority of the Board shall constitute a quorum. A majority of the Officers and Directors present at a meeting shall be sufficient to pass upon any question coming before the Board at which there is a quorum. Should a quorum not be present, a meeting may be adjourned or may continue only for the purpose of discussion and without movements involving spending Foundation funds, or the adopting or modifying of Foundation Bylaws, policies, or procedures.

**Section 6 - Electronic communication for meetings:** Nothing in these Bylaws shall prevent the Board from electronically presenting, discussing, and voting on motions so long as a quorum of the Board participates in the process and the motions do not involve approval of expenditures of Foundation funds.

**Section 7 - Votes:** At a meeting of the Board, each member of the Board shall be entitled to one vote in person, but not by proxy.

**Section 8 - Written consent:** If and when the Directors shall all severally or collectively consent in writing to any action taken by this Foundation, such action shall be as valid action as though it has been duly authorized at a meeting of the Board.

**Section 9 - Objection for unattended meeting:** If a meeting of Directors otherwise valid is held without proper call or notice, action taken at such meeting otherwise valid is deemed ratified by a Director who did not attend unless promptly after having knowledge of the action taken and of the impropriety in question files with the Secretary their written objection to the holding of the meeting or to any specific action so taken.

**Section 10 - Remote communication for meetings:** Unless otherwise provided in the Bylaws, any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.

**Section 11 – Conflicts of Interest Policy:** Whenever a Director or Officer is aware of an existing financial or personal interest in any matter coming before the Board of Directors, the affected person shall comply with the following:

1. Fully disclose the nature of the interest.
2. Withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Foundation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## ARTICLE VIII – POWERS

**Section 1 - Accepting contributions:** The Foundation shall have the power to accept any contribution made by will or by gift during life or otherwise, in money or property, unless the terms of such contribution require activity outside the scope of the Foundation's purposes or are not consistent with the Foundation's purposes; or the source of the funding is deemed questionable by the Board. The Foundation shall also have the power to reject any contribution if such action is deemed in the best interest of the Foundation.

**Section 2 - Administration of contributions:** Except as limited by the foregoing and by the purposes for which the Foundation is organized as stated in the Articles of Incorporation, the Foundation shall administer any contribution which it accepts in accordance with its purpose and mission statement.

Subject to the foregoing requirements, the Foundation shall have the power to administer all contributions received in its sole discretion and without accounting to any court or other governmental authority as follows:

1. To use all or any part of the income or corpus of any or all such contributions;
2. To retain any such contributions in the original form or to exchange them for money or to exchange, invest and reinvest them or such money in any form of property whatsoever, regardless of whether such property is a legal investment for trust funds under the laws of the State of Illinois;
3. To buy, sell, lease, exchange and otherwise dealing any and every way in real property, tangible personal property, intangible personal property, mixed property and any form of property whatsoever, at public or private sales on terms or for cash without order of or report to any court or other governmental authority;
4. To use any national bank in the United States or state banking institution in Illinois as a fiscal agent and to delegate to such agent the custody, management, investment and reinvestment of all or any part of its money and property and to compensate such agent for its services;
5. The Foundation may exercise other powers now or hereafter authorized by the laws of Illinois and the United States.

## ARTICLE IX – PRIVATE ENUREMENT

**Section 1 - Payment conditions:** No part of the net earnings of the Foundation shall inure to the benefit of its Board or other persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization.

## **ARTICLE X – FISCAL ADMINISTRATION**

**Section 1 - Fiscal year:** The fiscal year of the Foundation, shall, unless otherwise decided by the Board, end on December 31 in each year. The Board shall provide an annual financial report, prepared by the Treasurer, to the Chicago Chapter - Construction Specifications Institute.

## **ARTICLE XI -- DISSOLUTION**

**Section 1 - Residual assets:** In the event of dissolution, the residual assets of the Foundation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local Government for exclusive public purpose. Selection of such beneficiary organization or organizations shall be made by the Board, as appointed by Chicago Chapter - Construction Specifications Institute.

## **ARTICLE 12 -- INDEMNIFICATION**

**Section 1 - Indemnification of the Board:** Any Officer or Director or former Officer or Director or any person who may have served at the request of the Foundation as an officer or Director, whether for profit, shall be indemnified by the Foundation against expenses actually and necessarily incurred by such person or persons in connection with the defense of any action, suit or proceeding in which such person or persons is made a part by reason of being or having been such Director or Officer, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to have acted in bad faith or have been liable or guilty by reason of willful misconduct in the performance of duty, but with the exception of such statutory limitations, the Foundation does hereby indemnify any such person for any expense incurred in the defense of any action, suit or proceeding with regard to negligence or breach of duty or any other matter arising out of the performance of their duty in behalf of the Foundation.

## **ARTICLE 13 – AMENDMENT OF BYLAWS**

**Section 1 - Amendments:** The Board may amend the Bylaws at any regular meeting by vote of two-thirds of the Board members; and may also be amended by two-thirds vote of the Board by written consent after ten days' notice.