

BYLAWS OF THE INDIANAPOLIS CHAPTER
OF THE CONSTRUCTION SPECIFICATIONS INSTITUTE

REVISED JULY, 1992

ARTICLE 1 - Name

The name of this Organization is the Indianapolis 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 and operated in accordance with the laws of the State of Indiana, 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 Chapter is to have all of the powers and authority conferred upon non-stock, non-profit corporations under the provisions of the Articles of Incorporation and Bylaws of the Institute and Laws of the State of Indiana.

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 thirteen (13) members: six officers and seven directors. The officers shall be President, President-Elect, Vice-President, Secretary, Treasurer and immediate Past President (advisory member). Professional members shall constitute a minimum of thirty-three percent of the chapter Board and industry and associate members shall constitute a minimum of thirty-three percent of the chapter Board.

SECTION 3.

All members of the Board are eligible to vote on Chapter business.

SECTION 4.

The Board, through the action of authority delegated to the Chapter secretary or membership chairperson, shall receive and promptly consider applications for membership in the Chapter received from prospective members meeting the qualifications for Institute membership; may accept resignations from the Chapter; and shall report its actions on membership to the Institute.

SECTION 5.

The Board shall select all standing and special committees, designate duties, and may authorize compensation for justifiable expenses. Committee chairpersons shall be Chapter members.

SECTION 6.

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 majority of the Board shall constitute a quorum.

SECTION 8.

Should a vacancy occur, the Board shall by a two-thirds affirmative vote of the total membership of the Board fill such vacancy by appointment of a member eligible by all other criteria for the duration of the unexpired term.

SECTION 9.

A Board Member shall notify the President at least two days, if possible, before every Board meeting if he will not attend the meeting. Should a Board Member be absent from two consecutive Board meetings, the Board may by majority vote, notify and request such member to resign from the Board.

SECTION 10.

Continuing Board Members, retiring Board Members, and newly elected Board Members, shall hold a joint organizational meeting, each April, at which time the continuing and newly elected Board Members shall vote by ballot to separately elect, by a simply majority of those present, a President-Elect, Vice-President, Secretary and Treasurer, to serve as officers for one (1) year beginning the following July 1st.

SECTION 11.

Written minutes of every meeting of the Board, setting out the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the secretary in the "Book of Minutes" of this Chapter; each said minutes shall be signed by the secretary of the meeting, be approved by the Board and then signed by the President or other officer who presided at the meeting. A copy of each of said minutes shall be sent to the Great Lakes Institute Directors, all chapter Board members and the Chapter Librarian, within thirty (30) days after the day on which the meeting was held.

ARTICLE V - Officers

SECTION 1.

The President shall serve as chairperson of the Board; preside at all Chapter meetings; select the chairperson of temporary committees; appoint the Chapter delegates to the

annual meeting of the Institute; be an ex-officio member of all committees; and sign all agreements and formal instruments.

SECTION 2.

The President-Elect shall serve as chairperson of the meetings upon the absence of the President, and shall perform other duties as assigned by the Board. A Board member can be elected as President-Elect only after serving a minimum of one year on the Board, except in the event all such eligible Directors refuse the nomination. In the event, the President resigns or is unable to continue his obligation of office, the President-Elect shall succeed to the office of President for the duration of the unexpired year. Should the President-Elect be unable to continue his obligation of office, the Board shall elect a new President-Elect from the eligible Board Members.

SECTION 3.

The Vice-President shall serve as chairperson of the meetings upon the absence of the President and President-Elect, and shall perform other duties as assigned by the Board. In the event the President and President-Elect resign or are unable to continue their obligations of office, the Vice-President shall succeed to the office of President and the Board shall elect a new Vice-President from the Board. The Vice-President may succeed to the office of President without regard to the eligibility requirements. If the Vice-President is unable to serve in the office of President, the Board shall elect a new President from the Board.

SECTION 4.

The Secretary shall issue notices of all meetings of the Board and of the Chapter and keep accurate minutes thereof. He shall maintain a file of all correspondence; keep rosters of members and committees; co-sign all agreements and formal instruments, except those pertaining to the office of treasurer; and submit a report of his office at the annual meeting. He shall perform other duties as assigned by the Board. The Secretary shall serve as chairperson of the Board and Chapter meetings upon the absence of the President, President-Elect and Vice President.

SECTION 5.

The Treasurer shall collect and receipt for monies and securities; deposit funds and disburse and dispose of these funds subject to the direction of the Board. He shall keep accurate books of account; submit an interim report at Board meetings and submit a final report of his office at the annual meeting. He shall perform other duties as assigned by the Board.

SECTION 6.

In the absence of any of the elected officers of the Board other than President, the Board shall elect from the Board an officer (officer Pro-Tem) to serve until the regularly elected officer is able to act, and during such period, he shall perform the duties and exercise the power and authority of the officer.

ARTICLE VI - Nomination and Election of Directors

SECTION 1.

A nominating committee shall be appointed by the Board not later than January 1. The nominating committee shall prepare a list of nominees, showing at least one name for each elective position on the Board due to become vacant, and present the list to the Chapter not later than the regular meeting in February. At this time, the members may present nominations from the floor. Election shall be by written ballot during the regular meeting in March. The nominating committee shall prepare the ballot, which shall include the original list of nominees and those nominated from the floor. Each member of the Chapter shall be provided with a ballot at least two weeks prior to the ballot count.

SECTION 2.

The ballots shall be counted, and certified by tellers appointed by the President, and the results shall be reported to the members.

SECTION 3.

Not later than May 31, the Chapter Secretary shall notify the Great Lakes Region Institute Directors and the Institute office of the results of the election, and shall submit to them a complete listing of the Chapter officers for the coming year, with addresses and telephone numbers.

SECTION 4.

Each elected Director shall take office on July 1, and shall serve for a term of three (3) years.

SECTION 5.

Directors cannot be elected to serve more than two (2) consecutive terms. The president/president-elect or vice-president shall not hold the same office for more than two consecutive terms.

SECTION 6.

Only Chapter members in good standing are eligible to be elected to the Board.

SECTION 7.

Should a majority of the Board be unable to serve for the unexpired term of their office or to the next annual meeting of the Chapter, the officer pro-tem appointed by the remaining Board members shall request the Chapter nominating committee to nominate and the Chapter to elect new members to the Board to fill the unexpired terms in accordance with Article VI, Section 1, except that such elections shall be held at the next regular Chapter meeting.

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 elected as an Honorary Member by the Chapter only if he has been elected as an Honorary Member by the Institute.

SECTION 4.

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

ARTICLE VIII - Meeting 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. The treasurer shall submit an annual report of the finances of the Chapter. A copy of these reports shall be sent to the Great Lakes Region Institute Directors, and to the Chapter Librarian.

SECTION 2.

Regular meetings of the Chapter shall be held monthly, except when otherwise decreed by the Board. Not less than ten (10) regular meetings shall be held in the fiscal year.

SECTION 3.

Special meetings of the Chapter 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.

Minutes of regular and special meetings shall be distributed to the members and shall be mailed to the Great Lakes Region Institute Directors and to the Chapter Librarian.

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 be from July 1 to June 30.

SECTION 2.

The annual Chapter dues shall be established in the Chapter Administrative Guide, except that Members Emeritus and Honorary Members shall not be subject to dues. Changes in the Chapter dues or dues structure shall be as approved by a majority vote of the Chapter membership present at a regular or special Chapter meeting. All such changes shall be as

publicized in the Chapter newsletter or by letter to the membership, published or issued, at least two weeks prior to a regular or special meeting.

SECTION 3.

Annual dues notices shall be mailed by the Institute at least two months in advance of each member's anniversary date and are payable when rendered. Initial dues shall accompany the membership application. An applicant may select introductory membership (membership optionally available for an initial period of six months) at one-half the annual dues for the appropriate membership classification; provided the applicant has not been a member for at least one year preceding the month of application.

SECTION 4.

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

The Board shall appoint a committee to audit the books and transactions of the treasurer at the close of the fiscal year. (A report shall be read at the first regular Chapter meeting after September 1.)

ARTICLE XI - Delegation of Authority

Neither the Board nor any Officer or Director of this Chapter shall delegate any of its or his authority, rights or power conferred by statute or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws.

ARTICLE XII - Relations with Great Lakes Region

SECTION 1.

The Chapter is a part of the Great Lakes Region and as such shall fulfill all regulations assigned thereto.

SECTION 2.

Whenever an office of Institute Director for the Great Lakes Region is about to become vacant, the Board shall consider recommendations to the nominating committee for the office, all as provided in the Institute Bylaws.

ARTICLE XIII - Amendments

SECTION 1.

Proposed amendments to these Chapter Bylaws shall first be submitted by the Board in duplicate, accompanied with two copies of the complete, current bylaws, to the Institute for approval. After Institute approval, they shall then be publicized in the regular Chapter newsletter issued prior to a regular meeting or by letter issued at least two weeks prior to a special meeting.

SECTION 2.

These Bylaws may then be amended by a two-thirds vote of the professional, industry and associate members at the regular meeting or a special meeting.

ARTICLE XIV - Termination of the Chapter

Should the Chapter be dissolved or cease to exist for any reason, all funds remaining in the treasury, after discharge of all just obligations, shall be donated to the Indianapolis Chapter CSI Educational Memorial Trust to be distributed in accordance with the provisions of the Trust.