

# **Bylaws of the Puget Sound Chapter of the Construction Specifications Institute, Inc.**

## **ARTICLE I – NAME**

Section 1. The name of this organization is the “Puget Sound 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.”

- a. Charter issued 15 February 1958.
- b. Affiliation Agreement signed 13 May 2022.

Section 2. The Chapter shall be affiliated with a region of the Construction Specifications Institute.

- a. Regions are areas geographically designated by the Institute.
- b. Currently the Chapter is affiliated with the Northwest Region, hereinafter referred to as the “Region.”

## **ARTICLE II – GOVERNING AUTHORITY**

Section 1. This Chapter is governed and operated in accordance with the laws of the USA, the State of Washington, 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, and the rules and instructions of the Chapter Board issued through its officers.

- a. The USA Department of the Treasury name for the Chapter is listed as “Puget Sound Chapter of the Construction Specifications Institute”; a 501(c)6 organization exempt from income tax, EIN 91-6179658.
- b. The WA Secretary of State business name for the Chapter is listed as “Puget Sound Chapter of Construction Specifications Institute”; business type – WA Non-profit Corporation, UBI# 602 105 418.

## **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, resources, and/or influence of the Chapter are to be used exclusively in support of this purpose.

## **ARTICLE IV – BOARD**

Section 1. The management director of the Chapter is directed to its Board, hereinafter referred to as the “Board” and the Board members are required to maintain membership to the Construction Specifications Institute and to a primary home chapter in the Northwest Region of the Construction Specifications Institute throughout their term.

Section 2. The Board shall be comprised of the following elected members:

- a. five officers, namely the president, president-elect, immediate past president, secretary, and treasurer.
- b. Four directors.
- c. If the Chapter includes a student affiliate, a student affiliate representative may be a non-voting member of the Board.

Section 3. All members of the Board, except the student affiliate representative, are eligible to vote on chapter business.

- Section 4. The Board shall approve all standing and special committees, select Representatives to the Region, designate duties, and authorize compensation for justifiable expenses.
- Section 5. The Board shall schedule monthly board meetings. Special Board meetings shall be held upon the call of the president or three members of the board.
- Section 6. Board members serve without pay and Board member expenses may be reimbursed if incurred in accord with established policy.
- Section 7. A majority of the Board shall constitute a quorum.
- Section 8. Any director or officer may resign from office by submitting written notice to the Board.
- The resignation shall be effective on the date specified in the notice.
  - Any director or officer who is absent from three successive Board meetings shall be considered to have resigned from office, unless the Board of directors determines otherwise.
- Section 8. Should a vacancy occur in the Board, the Board shall fill such vacancy by appointment for the duration of the unexpired term.
- Section 9. If the Chapter has a student affiliate, the Board shall appoint a committee to support the student affiliate.

#### ARTICLE V – OFFICERS

- Section 1. The president shall serve as chair of the Board; preside at all chapter meetings; select the chairs of committees except the nominating committee; be an ex-officio member of all committees except the nominating committee; and sign all agreements and formal instruments.
- Section 2. The president-elect serve as chair of the meetings-upon absence of the president.
- Section 3. The secretary shall see that notices are sent at least seven days in advance of all meetings of the Board and of the Chapter and keep accurate minutes thereof.
- The secretary shall handle all correspondence; keep a roster of members from the Institute, and list of committees; prepare and co-sign all agreements and formal instruments, except those pertaining to the office of the treasurer; and submit a report of office at the annual meeting.
  - The secretary may have the assistance of staff in performing these duties.
- Section 4. The treasurer shall collect and receipt for moneys and securities; deposit funds and disburse and dispose of same, subject to the direction of the Board; keep accurate books of account, and submit a report of office at the annual meeting and at meetings of the Board.
- 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.
  - The treasurer may have the assistance of staff in performing these duties, and shall establish and maintain a system of internal controls according to generally accepted accounting principles.
- Section 5. The term of service for officers, except treasurer, shall be one year or until a successor is elected~~==F~~; the term of treasurer shall be two years or until a successor is elected.

#### ARTICLE VI – NOMINATION AND ELECTION OF BOARD OFFICERS AND DIRECTORS

- Section 1. Officers and directors shall be elected to their offices as established by Article IV by the members of the Chapter.
- When the new president assumes office, the current president-elect shall assume without election the office of the president, and the current president shall assume without election the office of the immediate past president.
  - If the current office of president-elect is vacant, a new president shall be elected.

Section 2. Each elected Board member shall take office on July 1.

Section 3. NA

Section 4. The term of office for directors shall be staggered two-year terms with half of the directors being elected for each year; 1 & 2 beginning odd year and 3 & 4 beginning even year.

Section 5. A nominating committee and its chair shall be appointed by the Board no later than the January Board meeting.

- a. The nominating committee shall prepare a list of nominees, showing at least one name for each elective office of the Board, and shall present the list to the Chapter not later than the regular meeting in February where the members may present nominations from the floor.
- b. The nominating committee shall prepare the ballot, which shall include the original list of nominees and those nominated from the floor.
- c. Each voting member shall be provided with a ballot at least two weeks prior to the ballot count.
- d. The winners shall be determined by a simple majority of votes cast before and during the meeting. Ties shall be resolved by coin toss.

Section 6. The ballots are counted and certified at the March meeting by tellers appointed by the chair of the meeting, and the results reported to the members.

Section 7. Not later than May 31, 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 for the coming year, with their contact information.

#### ARTICLE VII – MEMBERSHIP

Section 1. The qualifications for membership shall conform to the requirements in the bylaws of the Institute.

Section 2. Membership in the Institute is a prerequisite to membership in the Chapter.

Section 3. A Chapter member may be classified only by action of the Institute for any classification other than Student, Emerging Professional and Professional.

Section 4. The provisions of the Institute bylaws for disqualification, suspension, expulsion, and reinstatement 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.

- a. 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 on the finances of the Chapter.
- b. A copy of these reports shall be sent to the Region secretary.

Section 2. Regular membership 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 3. Special membership meetings may be called whenever a majority of the Board deem it necessary or upon written request by no less than one-tenth of the Chapter membership. The business at special membership meetings shall be limited to that for which the meeting was called.

Section 4. Copies of the minutes of regular and special membership meetings shall be mailed to the Region secretary.

Section 5. The business of the chapter shall be governed by the following authorities in the order listed: bylaws of the Institute, Chapter bylaws, and Robert's Rules of Order Newly Revised, latest edition.

#### ARTICLE XI – FISCAL ADMINISTRATION

Section 1. The fiscal year shall be from July 1 to June 30.

Section 2. The annual Chapter dues shall be set forth by the Institute.

#### ARTICLE X – FINANCIAL REVIEW COMMITTEE

The Board appoints a committee to review the books and transactions of the treasurer at the end of the fiscal year.

#### ARTICLE X – INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Chapter will provide indemnification for its Board in accordance with the laws of the state of Washington.

#### ARTICLE XII – AMENDMENTS

Section 1. Proposed amendments shall first be submitted to Chapter members for a ballot approval by a two-thirds vote of the voting members present at the regular or special meeting.

Section 2. The president or secretary sends the adopted changes to the Institute for approval, in the manner and form prescribed by the Institute.

Section 3. After Institute approval, they shall then be publicized or otherwise sent to the membership.

Approved as amended by the membership on 11 May 2023.

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Olivia Diaz

2022-2023 Secretary, Puget Sound Chapter CSI

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David Axt

2022-2023 President, Puget Sound Chapter CSI