

BYLAWS
GREATER ST. LOUIS CHAPTER
CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.

ARTICLE I – NAME

- Section 1** The name of this organization is the Greater St. Louis Chapter of the Construction Specifications Institute, Inc., herein after referred to as the "Chapter"; said Chapter being an affiliate chapter of the Construction Specifications Institute, Inc. ***a Maryland not-for-profit corporation*** herein after referred to as the "Institute".
- Section 2** ***The Chapter shall be affiliated with a region of the Construction Specifications Institute. Regions are areas geographically designated by the Institute Board. Currently the Chapter is affiliated with the North Central Region hereafter referred to as the "Region."***

ARTICLE II – GOVERNING AUTHORITY

The chapter is governed and operated in accordance with the laws of the State of Missouri, the Certificate of Incorporation ***dated April 14, 1967***, 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 the advancement of the objectives of the Institute.
- Section 2** The name, funds 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** The Board shall consist of thirteen (13) members: President, President-Elect, ***Two*** Vice Presidents, Secretary, Treasurer, Immediate Past President, and six (6) Directors.

- Section 3 ***If the Chapter includes a Student Affiliate, a Student Affiliate Representative shall be a non-voting member of the Board***
- Section 4 All members of the Board, ***except the Student Affiliate Representative*** are eligible to vote on Chapter business.
- Section 5 ***The Board shall consider requests for change to retired or emeritus status and submit certified requests to the Institute.***
- Section 6 The Board shall select all Standing and Special Committees, designate duties and may authorize compensation for justifiable expenses ***and select Representatives to the Region Board.***
- Section 7 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 (7) days' written notice. ***Board meetings may be held via electronic means provided they are conducted by an audio, video, or computer-based teleconferencing technology that allows all persons participating to hear each other at the same time.***
- Section 8 A majority of the board shall constitute a quorum.
- Section 9 Should a vacancy occur in any office of the Chapter, the Board shall, by a two-thirds affirmative vote of ***the Boards*** membership, fill such vacancy by appointment of a member eligible by all other criteria for the duration of the unexpired term.
- Section 10 When appropriate, the Chapter Board shall appoint a Student Affiliate Committee of three or more members. This committee shall be responsible for conduction liaison in the name of the Chapter with the student affiliate by providing an advisor, support, guidance, program speakers, etc.

ARTICLE V – OFFICERS

- Section 1 The President shall serve as chair of the Board; preside at all Chapter meetings; ***and*** select the chairs of committees. ***The President shall serve for a term of one (1) year or until a successor is elected.***
- Section 2 The President-Elect shall serve upon the absence of the President, and perform other duties as assigned by the Board. ***The President Elect shall serve a term of one (1) year or until a successor is elected.***
- Section 3 ***The Vice-Presidents shall perform such duties as assigned by the President or Board and serve upon the absence of both the President and President-Elect. The Vice-Presidents shall serve a term of one (1) year or until a successor is elected.***

Section 4 The Secretary shall see that notices are sent at least seven (7) days in advance of all meetings of the Board and of the Chapter, and keep accurate minutes thereof. The Secretary 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 Treasurer; and submit a report of office at the annual meeting. The Secretary shall perform other duties as assigned by the President or Board. ***The Secretary shall serve for a term of two (2) years, expiring in odd numbered years, or until a successor is elected.***

Section 5 The Treasurer shall collect and receipt for monies and securities; deposit funds and dispose of the same, subject to the direction of the Board; keep accurate books of account; submit a report at Board meetings; and submit a Report of Office at the annual meeting. The Treasurer shall perform other duties as assigned by the President or Board. ***The Treasurer shall serve for a term of two (2) years, expiring in even numbered years, or until a successor is elected.***

At the close of the fiscal year, the Treasurer shall determine if informational forms and tax returns are required, file the required forms, and pay taxes due to the Internal Revenue Service and other authorities within the prescribed time limits.

The President with the Treasurer shall sign all Chapter checks. The President-Elect shall be authorized to counter-sign checks for the Chapter in the absence of the President or Treasurer.

Section 6 ***The Immediate Past President shall be the former President of the Chapter who has completed the most recent term, serve as Chair of the Nominating Committee and have other assignments as prescribed by the President of the Board.***

ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1 Officers and Directors shall be elected to those offices as established by Article IV by the members of the Chapter. ***Emerging Professional Members are eligible to serve in any elected position. The current President-Elect shall assume without election the Office of President and the current President shall assume without election the Office of Immediate Past President.***

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

Section 3 The President, President-Elect, and Vice Presidents shall not hold the same office for more than two (2) consecutive terms.

Section 4 The term of office for Directors shall be staggered two (2) year terms with half of the directors being elected each year.

- Section 5 A nominating committee, consisting of a minimum of three members, shall be appointed by the Board not later than the **February** Board meeting and shall report to the Board at the **March** Board meeting. 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 **March**. At this time the members may present nominations from the floor. **Elections shall be by written ballot.**
- Section 6 ***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 (2) weeks prior to the ballot count. For purposes of Chapter elections, voting members shall include Professional members 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 7 The ballots shall be counted and certified **at the April Chapter meeting** by tellers appointed by the **presiding officer** and the results shall be reported to the members.
- Section 8 Not later than **April 30**, the Chapter Secretary shall notify the Institute Office **and the Region Secretary** of the results of the election, and shall submit them a complete listing of the Chapter Officers for the coming year, with their addresses.

ARTICLE VII – MEMBERSHIP

- Section 1 The qualification 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 classified as an Honorary Member, ***Distinguished Member***, Lifetime Member, ***or Member Emeritus*** only by action of the Institute.
- Section 4 The provisions of the Institute Bylaws for disqualification, suspension, or expulsion and reinstatement of members shall govern.

ARTICLE VII – MEETINGS OF MEMBERS

- Section 1 The annual meeting of the Chapter shall be held ***before the end of the Fiscal Year***, 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 ***Region Secretary***.

Section 2 Regular meetings 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 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 the special meeting 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 with a copy to the ***Region Secretary***.

Section 5 These Bylaws, together with the applicable provisions of the Institute Bylaws and Roberts' 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 through June 30.

Section 2 ***The annual chapter dues shall be reviewed each year and set 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, Honary Members, Lifetime Members, and Distinguished 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 X – AUDIT

The Board shall appoint a committee to audit the books and the transactions of the Treasurer at the close of the fiscal year. This report shall be read at the next regular meeting of the members of the Chapter. Not less than two (2) members shall be appointed to the committee.

ARTICLE XI – AMENDMENTS

Section 1 Proposed amendments to these Chapter Bylaws shall first be submitted to the Institute Secretary for approval. After Institute Secretary approval, they shall then be publicized in the regular Chapter newsletter issued prior to a regular meeting or by letter issued at least two (2) weeks prior to a regular ***or special*** meeting.

Section 2

Following publication, the amendments must be approved by a two-thirds affirmative vote of the ***Voting*** members present at the regular or special meeting.

**Chapter By-Laws Adopted
January 16, 2013**