

Bylaws of the Northeast Region of The Construction Specifications Institute, Inc.

Adopted by vote of Region Membership March 6, 2009

Amended by vote of Region Membership February 2015

ARTICLE I - NAME

The name of this organization is the Northeast Region of the Construction Specifications Institute, Inc., hereinafter referred to as the "region"; said region being an affiliate region of the Construction Specifications Institute, Inc., hereinafter referred to as the "Institute".

ARTICLE II - GOVERNING AUTHORITY

The Northeast Region of the Construction Specifications Institute, Inc. is a New Hampshire Nonprofit corporation, organized on October 8, 1993 under Articles of Agreement pursuant to Chapter 292 of the New Hampshire Statutes Annotated. The region is governed and operated in accordance with the laws of the state of New Hampshire, provisions of the Institute Bylaws, these bylaws, the regulations and requirements for the conduct of members, chapters, and regions of the Institute as adopted from time to time by the Institute Board, region's administrative references, and the rules and instructions of the region's board issued through its officers and board.

ARTICLE III - PURPOSE and POLICY

Section 1. Purpose

The purpose of this Region is to provide a medium at the Region level for the advancement of the objectives of the Institute and to support, represent and serve the region's chapters and members.

Section 2. Policy

The name, funds, property or influence of the region may be used only in support of this purpose.

ARTICLE IV - DOMAIN and MEMBERSHIP

Section 1. Domain

The domain of the Region shall be the Northeast Region of the United States of America as geographically designated by the Institute.

Section 2. Membership

The membership of the region shall be comprised of the members of the Institute within the domain of the region, who have paid the requisite dues.

Section 3. Chapters

The chapters of the region shall be comprised of the chapters chartered by the Institute within the domain of the region.

ARTICLE V - BOARD

Section 1. Government of the Region

The affairs of the region shall be governed by its board of Directors (hereinafter “board”).

Section 2 Composition

The board shall consist of the following:

- a.** There shall be one director selected or elected from each chapter within the region.
 - i. The term of office for each director shall be two (2) years.
 - ii. The terms of the directors shall begin at the commencement of the administrative year following their election and shall continue until the expiration of the term or earlier resignation or removal and selection of successor.
- b.** There shall be an Executive Committee, whose members shall be the president, vice president, secretary and treasurer. All Executive Committee Members will be elected by a majority of the Board from a list of nominees prepared by the Region Nominating Committee. Elections will occur at the Spring Board Meeting.
- c.** The Region’s Institute Director shall serve as an ex-officio non-voting member of the Board.

Section 3. Duties

The board shall have control and management of the affairs of the region with authority to conduct the business of the region.

Section 4. Annual and Special Meetings

The board shall hold a minimum of one regular meeting during the year; the time and place of which shall be fixed by the board. Special meetings of the board shall only be held upon the call of the president or a quorum of the board upon twenty (20) days notice in writing or electronic form. Meetings may be conducted in person or by remote conference, provided all members have an opportunity to participate in the proceedings, or in any other format allowed by law.

The president shall preside at all meetings of the board or, in the absence of the president, the vice president shall preside.

The board may also take action in lieu of a meeting by written resolution, such resolution to be binding to the same extent as if taken at meeting, unless otherwise prohibited by law. Such written resolution may be circulated by written or electronic form, and shall be binding upon the region if passed by a majority of the board.

Section 5. Quorum

A majority of the filled positions of the board shall constitute a quorum.

Section 6. Committees

The executive committee shall select all standing and special committees and designate duties.

Section 7. Vacancies

Any vacancies which may occur in the board shall be filled as follows for the duration of the unexpired term:

- a.** A vacancy in the office of director shall be filled by the chapter where the vacancy occurs.

- b.** In the event of a vacancy in the office of the president of the region, the vice president of the region shall assume the presidency of the region.
- c.** A vacancy in the office of vice president, secretary or treasurer shall be filled by the board for the duration of the unexpired term.
- d.** The board may fill any vacancy on the board or in the officers by majority vote on a pro tem basis until elections can be held.

Section 8. Order of Business

The order of business for meetings shall be determined by the presiding officer. These bylaws and *Roberts Rules of Order Newly Revised* shall govern the conduct of the meetings.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Composition

The executive committee, as officers of the region, shall consist of the president, vice president, secretary and treasurer.

Section 2. Duties

The executive committee shall exercise, at all times when the board is not in session, such part of the authority of the board in the control and management of the region's affairs as the board may delegate to it.

Section 3. Meetings

Meetings of the executive committee may be held upon the call of the president. Meetings may be conducted in person or by remote conference, provided all members have an opportunity to participate in the proceedings, or in any other format allowed by law.

Section 4. Quorum

A majority of the executive committee shall constitute a quorum.

Section 5. Order of Business

The order of business for meetings shall be determined by the president. These bylaws and *Roberts Rules of Order Newly Revised* shall be the guide for the conduct of the executive committee meetings.

ARTICLE VII - OFFICERS

Section 1. President

The president of the region shall be elected by the Board and shall serve for a 2-year term ending in odd numbered years and shall serve as chairman of the Executive Committee and of the board, preside at all region meetings, appoint the chairmen of standing and ad-hoc committees, be an ex-officio member of all committees except the region nominating committee, and sign all agreements and formal instruments on behalf of the region. A President that has served a full-term shall not be eligible to for re-election to the same position.

Section 2. Vice President

The vice president of the region shall be elected by the Board and shall serve for a 2-year term ending in even numbered years, be a member of the executive committee and board, an ex-officio member of all committees of the region except the region nominating committee, and shall share in the duties and management of the region. A Vice President that has served a full-term shall not be eligible for re-election to the same position.

Section 3. Secretary

The secretary shall be elected by the board and shall serve for a term of two (2) years expiring in odd numbered years. The secretary shall keep the minutes of the meetings of the region, the board, and the executive committee; preserve all papers, letters and transactions of the region; and have custody of the corporate seal. The secretary shall issue notices for all meetings for which notices must be given. The secretary shall have such other duties as may be prescribed from time to time by the board. The duties of the secretary, under authority of the board, may be assigned in whole or in part, to other assistants as the board may determine. A Secretary may be nominated to serve a second term but may not serve more than 2 consecutive full terms.

Section 4. Treasurer

The treasurer shall be elected by the board and shall serve for a term of two (2) years, expiring in even numbered years. The treasurer shall collect and receipt for monies and securities; deposit funds and disburse 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 may be prescribed by the board. A Treasurer may be nominated to serve a second term but may not serve more than 2 consecutive full terms.

ARTICLE VIII - REGION NOMINATING COMMITTEE

Section 1. Composition

- a. One representative of each Chapter selected or elected by the Chapter
- b. The Region Secretary shall serve as the non-voting chair of the Nominating Committee unless the Secretary desires to be considered for a position for which nominations are being considered; in this event, the Treasurer shall serve as the non-voting chair.

Section 2. Duties

- a. Prepare nominations for all Region Officers and for the position of Institute Director. The Nominating Committee may be assigned other related duties as described in Region Policy
 - i. The nominating committee shall prepare a list of nominees, showing at least one qualified name for each position due to become vacant.
 - ii. Not more than two qualified members of the classification required by the Institute shall be nominated to the position of Institute Director.
 - iii. Not later than November 1 of the fiscal year that the Institute Director's term ends, the Region secretary shall notify the Institute secretary of the results of the nomination for Institute Director including a listing of names, addresses, email addresses and telephone numbers.

Section 3 Qualification for Office

- a. All members nominated to serve as an Officer must have been a CSI Member for at least 2 years and served in a leadership position at a Chapter or at the Region..
- b. All members nominated to serve as an Institute Director must have been a CSI Member for at least 4 years and served in a leadership position at a Chapter or at the Region.

ARTICLE IX - DISQUALIFICATION and REMOVAL OF OFFICERS AND DIRECTORS

Section 1. Disqualification

Officers or directors of the region who, for any reason whatsoever, cease to be members of the region or Institute shall thereupon no longer hold such office in the region.

Section 2. Removal.

Officers or directors of the region may be removed by a vote of two-thirds of the disinterested directors, for cause or incapacity or by acceptance of resignation.

Section 2. Voting Privileges

Only directors from chapters in good standing shall have voting privileges. Chapters in good standing shall be defined as chapters who have paid the region assessment in full.

ARTICLE X - COMMITTEES

The Executive Committee shall create committees of the region and delegate to these committees such powers and functions as it finds necessary to conduct the business and for carrying out the purposes for which the Region has been organized. The Executive Committee may authorize compensation for justifiable expenses for the committees. All members serving on region committees shall be members of the Institute and the region.

ARTICLE XI - MEETING OF THE REGION

Section 1. Annual Meeting

The region shall meet annually at such times and places as fixed by the board. Any member of the region in good standing in the Institute may attend the region annual meeting(s). Meetings may be conducted in person or by remote conference. To the extent allowed by law, failure to hold an annual meeting shall not invalidate any action taken by an existing board of by any officer.

Section 2. Special Meetings

Special meetings may be called by the board upon written request of a quorum of the board to the president of the region. Any member of the region in good standing in the Institute may attend the special meeting.

Section 3. Announcements of Meetings

The time and place of the annual and special meetings shall be announced by mail, fax, or email, or any other customary and usual form of business communication allowed by law, to all members of the region at least twenty (20) days prior to the date of the meeting.

Section 4. Order of Business

The order of business for meetings of the members of the region shall be determined by the president. *Roberts Rules of Order Newly Revised* shall govern except where otherwise provided in these bylaws.

ARTICLE XII - FISCAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of the region shall coincide with the fiscal year of the Institute.

Section 2. Funding

a. The principal funding for the operation of the region shall be by assessment of each member of the chapters of the region. This assessment shall be approved by the region board at an annual board meeting before the end of each fiscal year.

b. Prior to June 1, the treasurer shall notify each chapter in the region as to the amount of the assessment to be remitted to the treasurer prior to February 1. The amount of the assessment shall be based on the home chapter membership as published in the official Institute report of membership through December 31 of the current fiscal year.

ARTICLE XIII - ADMINISTRATIVE YEAR

The administrative year shall coincide with the administrative year of the Institute.

ARTICLE XIV – PROCEDURES TO ALTER, AMEND, REPEAL OR ADOPT NEW BYLAWS

Section 1. Proposals

Proposals to alter, amend or repeal these bylaws or to adopt new bylaws, may be made by the board or submitted to the board in a petition, accompanied by detailed justification for the proposed changes, and signed by not less than three percent (3%) of the members of the region from not less than three (3) chapters of the region. No one (1) chapter may constitute more than one-third (1/3) of the signatures.

Section 2. Ballots

The secretary shall distribute the proposed changes and/or new bylaws and a ballot form to the members of the region. Proposed changes initiated by the petition shall include the rationale and the board's recommendation.

A two-thirds (2/3) affirmative vote of the valid ballots returned shall be required and received by the secretary within 30 calendar days after the distribution mailing to change these bylaws and/or adopt new bylaws. Votes may be submitted by mail, by fax or by other customary and usual form of business communication to the extent allowed by law.

ARTICLE XV - INDEMNIFICATION of DIRECTORS, OFFICERS and EMPLOYEES

Indemnification of directors, officers and employees:

a. The region shall indemnify every person who is or was a trustee, director, officer or employee of the region, or who is serving or has served at its request as a director, trustee, officer or employee of any other corporation (hereinafter referred to as "other corporation") against

reasonable expenses, including attorney's fees and disbursements, judgments, decrees, fines, penalties, and amounts paid in settlement, in connection with any pending or threatened claim, action, suit, or proceeding (civil, criminal, administrative, or investigative) in which the individual may be involved or threatened to be involved as a party or otherwise, by reasons of being or having been such director, trustee, officer, or employee; provided a determination is made in a manner provided in **b.** of this Section that such person:

- (1) was not willfully negligent or guilty of willful misconduct in the performance of duties to the region or other corporation of which the individual is or was a director, trustee, officer, or employee;
- (2) acted in good faith in what the individual reasonably believed to be the best interest of the region or other corporation;
- (3) in any matter the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that the individual's conduct was unlawful; and
- (4) in the case of amounts paid in settlement, that such settlement is or was reasonable and in the best interest of the region or other corporation; provided, however, that if at any time any provisions are contained in the laws of the State of Incorporation prohibiting indemnification in respect of any claim, action, suit, or proceeding except upon a determination of the extent thereof in the manner provided therein, then indemnification in respect thereof shall be made only in accordance with such provisions.

b. The determination as to (1), (2), (3), and (4) in the preceding paragraph may be made by an adjudication of a court of competent jurisdiction. All determinations, except those made by such prior adjudications, shall be made:

- (1) by a majority vote of a quorum consisting of disinterested directors of the region (namely directors who are or were not parties to or threatened with any such claim, action, suit or proceedings);
 - (2) if such a quorum is not obtainable or, even if obtainable, if the quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or
 - (3) by the members in like manner to the procedure for amending the region bylaws.
- In making a determination, the disinterested directors may conclusively rely upon an opinion as to facts or law or both, of independent legal counsel as selected by them. The determination of claim, action, suit, or proceeding by judgment, settlement, conviction, or upon a plea of guilty or of nolo contendere or its equivalent shall not of itself create a presumption that the director, trustee, officer or employee was negligent or guilty of misconduct in the performance of duty to the region or other corporation while a director, trustee, officer, or employee did not act in good faith in what the individual reasonably believed to be in the best interest of the region or other corporation, or, in any manner the subject of a criminal action, suit, or proceeding, had reasonable cause to believe that his conduct was unlawful.

c. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the region to the director, trustee, officer, or employee, or their legal counsel prior to final disposition thereof upon receipt of an undertaking by the director, trustee, officer, or employee to repay such amount as shall not ultimately be determined to be payable to the individual hereunder.

d. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such trustee, director, officer, or employee now or hereinafter may be entitled, shall continue to a person who has ceased to be a director, trustee, officer, and employee, and shall inure to the benefit of such person's heirs and legal representatives.

e. The foregoing indemnification is in addition to and does not limit the indemnification available under New Hampshire law.

Section 2. Fidelity Bond

Every person entrusted with the handling of funds or property by the region shall be bonded in such a form and in such amounts and surety satisfactory to the board, of any fraudulent or dishonest act or acts committed against the Institute while acting alone or in collusion with others; the cost of said bond to be paid by the region.

ARTICLE XVI - NUMBERING of ARTICLES and SECTIONS

The board is authorized to number the articles and sections of these bylaws to correspond with any changes that may be made.

End of By-Laws