

**Bylaws of the Portland Chapter of
The Construction Specifications Institute, Inc.**

ARTICLE I - NAME

Section 1.

- A. The name of this organization is the Portland 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."

Section 2.

- A. 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 Northwest Region hereinafter referred to as the "Region."

ARTICLE II - GOVERNING AUTHORITY

- A. The Chapter is governed and operated in accordance with the laws of the State of Oregon, 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.

- A. The purpose of the Chapter is to provide a medium at the local level for advancement of the objectives of the Institute.

Section 2.

- A. The name, funds, or influence of the Chapter may be used only in support of this purpose.

ARTICLE IV - BOARD

Section 1.

- A. The management and direction of the Chapter shall be delegated exclusively to its board.

Section 2.

- A. The board shall consist of the following positions: president, president-elect, secretary, treasurer, immediate past president, and 6 directors. Emerging Professional members may serve in any of the elected positions.
- B. If the Chapter includes a student affiliate, a student affiliate representative shall be a non-voting member of the board.

Section 3.

- A. All members of the board, except the student affiliate representative if any, are eligible to vote on Chapter business.

Section 4.

- A. The board shall consider requests for change to retired or emeritus status, and submit certified requests to the Institute.

Section 5.

- A. The board shall select all standing and special committees, select representatives to the Region board, designate duties, and may authorize compensation for justifiable expenses.

Section 6.

- A. 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 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 7.

- A. A majority of the board shall constitute a quorum.

Section 8.

- A. Should a vacancy occur in any office of the Chapter, the board shall by two-thirds affirmative vote of the board's membership fill such vacancy by appointment of a member eligible by all other criteria for the duration of the unexpired term.

Section 9.

- A. If the Chapter has a student affiliate, the board shall appoint a committee to support the student affiliate.

ARTICLE V - OFFICERS

Section 1.

- A. The president shall serve as chair of the board; preside at all Chapter meetings; select the chairs of temporary committees; be an ex officio member of all committees; and sign all agreements and formal instruments. The president shall serve for a term of one year with an option to serve a second year, or until a successor is elected.

Section 2.

- A. 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 for a term of one year with an option to serve a second year, or until a successor is elected.

Section 3.

- A. The secretary shall see that notices are distributed at least seven 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 board. The secretary shall serve for a term of one year, or until a successor is elected.

Section 4.

- A. 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 assigned by the board. The treasurer shall serve for a term of one year, or until a successor is elected.
- B. 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.

Section 5.

- A. 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 or the board.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1.

- A. Officers and directors shall be elected to those offices as established by Article IV by the members of the Chapter. The current president shall assume without election the office of immediate past president.

Section 2.

- A. Each elected board member shall take office on July 1.

Section 3.

- A. Option of president to serve a second term:
1. By December 1 of first term, president shall notify the board in writing of desire to serve a second year. Board shall vote by secret ballot to accept or reject.
 2. If accepted:
 - a. President-elect shall notify board in writing by January 1 of desire to serve a second year. Board shall again vote by secret ballot to accept or reject and,
 - b. At least two weeks before February Chapter meeting, ballots shall be distributed to members with the following question: "Shall the current President serve a second year as president?"
 3. If the president-elect is accepted, a second question shall be added to the ballot: "Shall the current president-elect serve a second year as president-elect?"
 4. If a "no" answer is received from either the board or membership:
 - a. To the question of the president, the president-elect shall be nominated and place name on regular chapter ballot, see Section 6.
 - b. To the question of the president-elect, the board shall nominate a new president-elect and place name on regular chapter ballot, see Section 6.
 - c. To both president and president-elect, the board shall nominate a new president and president-elect and place names on regular chapter ballot, see Section 6.

Section 4.

- A. The term of office for directors shall be staggered two-year terms with half of the directors being elected each year.

Section 5.

- A. A nominating committee shall be appointed by the board not later than the February board meeting.
- B. The nominating committee shall endeavor to select candidates so the composition of the board reflects the diversity of chapter membership.
- C. The nominating committee shall prepare a list of nominees, showing at least one name for each elected position on the board due to become vacant, and present the list to the Chapter at a Chapter meeting not later than the March chapter meeting. At this time, the members may present nominations from the floor. Election for contested offices shall be by ballot.

Section 6.

- A. 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 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.

- A. The ballots shall be counted and certified no later than the end of April, by tellers appointed by the president, and the results shall be reported to the members.

Section 8.

- A. 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 to them a complete list of the Chapter officers for the coming year, with their contact information.

ARTICLE VII - MEMBERSHIP

Section 1.

- A. The qualifications for membership shall conform to the requirements of the Institute Bylaws.

Section 2.

- A. Membership in the Institute is a prerequisite to membership in the Chapter.

Section 3.

- A. A Chapter member may be classified as an Honorary Member, Distinguished Member, or Lifetime Member only by action of the Institute.

Section 4.

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

ARTICLE VIII - MEETINGS OF MEMBERS

Section 1.

- A. 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.

- A. Regular meetings shall be held monthly, except when otherwise decreed by the board. Not less than 10 regular meetings shall be held in the fiscal year.

Section 3.

- A. Special meetings may be called whenever a 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.

- A. Minutes of regular and special meetings shall be distributed to the members with a copy to the Region secretary.

Section 5.

- A. 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.

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

Section 2.

- A. The annual Chapter dues shall be set by the board. Any change in the dues structure shall be approved by a two-thirds affirmative vote of those board members present at a regularly scheduled meeting. Retired Members, Members Emeritus, Distinguished Members, Honorary Members, and Lifetime Members shall not be subject to dues.

Section 3.

- A. 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

- A. The board shall appoint a committee to audit the books and 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.

ARTICLE XI - AMENDMENTS

Section 1.

- A. Proposed amendments to these Chapter bylaws, after review by the chapter board, shall then be submitted to the Institute secretary for approval, in the manner and form prescribed by the Institute. After Institute secretary approval, they shall then be publicized or otherwise sent to each member two weeks prior to a regular meeting or special meeting.

Section 2.

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

November 1, 2012; approved at 12/11/12 regular chapter meeting