

**BYLAWS OF CSI MIDDLE ATLANTIC REGION, INCORPORATED  
OF  
THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INCORPORATED**

**ARTICLE I - NAME**

The name of this organization is the CSI Middle Atlantic Region, Inc. of the Construction Specifications Institute, Inc., hereinafter referred to as the "Region" said Region being an affiliate of The Construction Specifications Institute, Inc., hereinafter referred to as the "Institute."

**ARTICLE II - GOVERNING AUTHORITY**

The Region, consisting of the membership as defined in ARTICLE IV in these Bylaws, is governed and operated in accordance with the laws of the State of Maryland, the certification of incorporation, 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, the standing rules of the Region Board, the rules and instructions of the Region's Board issued through its officers and the Region Guide as issued through the Board.

**ARTICLE III - PURPOSE AND POLICY**

**Section 1. Purpose**

The purpose of the Region is to provide a medium at the Region level for advancement of the objectives of the Institute.

**Section 2. Policy General**

The name, funds or influence of the Region may be used only in support of this purpose and in accordance with ARTICLE II of these Bylaws.

**Section 3. Policy Nondiscrimination**

The Region endorses a nondiscriminatory policy as to membership and does not restrict membership based on a classification ratio or any other practice.

**ARTICLE IV - DOMAIN AND MEMBERSHIP**

**Section 1. Domain**

The domain of the Region shall be the Middle Atlantic 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 Chapters in the Middle Atlantic Region as designated by the Institute and the members of those Chapters who are members of the Institute.

**ARTICLE V - BOARD**

**Section 1. Government of the Region**

The affairs of the Region shall be governed by its Board.

**Section 2. Composition of the Board**

The Board shall consist of the Executive Committee and Directors. The Institute Director and Treasurer shall be non-voting members of the Board.

**Section 3. Directors**

The Directors shall be the Presidents of the Chapters within the Region or their alternates as directed by their Chapter Bylaws or as directed by their Chapter Board. The term of office for Director shall coincide with the Institute fiscal year and shall continue until their respective successors take office.

**Section 4. Duties**

The Board shall have control and management of the affairs of the Region with authority to conduct the business of the Region.

**Section 5. Meetings**

The Board shall hold not less than two regular meetings during the year; the time and place of which shall be fixed by the Board. Special meetings of the Board may be held at any time on call of the President and shall be held upon written request to the president by five members of the Board; provided, however, that in each case at least twenty-five (25) days written notice is given to each member of the Board in advance. The President of the Region shall preside at all meetings of the Board or, in the absence of the President of the Region, the 1<sup>st</sup> Vice President of the Region shall preside.

**Section 6. Quorum**

A minimum of twelve (12) Board members present shall constitute a quorum at all its meetings.

**Section 7. Order of Business**

The order of business for meetings shall be determined by the presiding officer. These Bylaws and Robert's Rules of Order, Newly Revised shall govern the conduct of the meetings.

**Section 8. Vacancies**

Any vacancies that may occur in the Board by reason of death, resignation or otherwise, shall be filled as follows for the duration of the unexpired term.

- a. A Director vacancy (Chapter President or alternate) shall be filled by the Chapter where the vacancy exists.
- b. A vacancy by the President, either of the Vice Presidents, the Secretary or the Treasurer of the Region shall be filled as follows: if the vacancy is the President of the Region, the 1<sup>st</sup> Vice President of the Region shall assume the Presidency of the Region; if the vacancy is a Vice President, the Secretary or the Treasurer of the Region, a member in good standing shall be nominated by the President and confirmed by the Board..

**Section 9. Region Operating Calendar**

The Board shall keep a current and two year projected Region calendar establishing dates and assigning responsibility for Region events and for general business of the Region.

## **ARTICLE VI - EXECUTIVE COMMITTEE**

### **Section 1. Composition**

The Executive Committee, as Officers of the Region, shall consist of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, the Secretary, and the 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 Institute'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.

### **Section 4. Quorum**

A majority of the 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 Robert's Rules of Order Newly Revised shall be the guide for the conduct of the meetings.

## **ARTICLE VII - OFFICERS**

### **Section 1. Election of Officers**

- a. The President of the Region shall appoint at the start of the Region fiscal year for that year all chairman and members of committees, standing and temporary, the Treasurer, and other positions as determined by the Board.
- b. The term of office for the President and the Vice Presidents of the Region shall be two years with the possibility of re-election one time. The term of office for the Secretary of the Region shall be two years with no restriction on the number of times they may seek re-election. The terms shall coincide with the term of the Institute Director for the Middle Atlantic Region and the Institute fiscal year as set by the Institute.

### **Section 2. President of the Region**

- a. The President of the Region shall preside at all meetings of the Region, the Executive Committee, the Board, and shall be a member ex-officio of all committees of the Region. The President of the Region shall perform such duties as are necessarily incident to the office of the President of the Region or as may be prescribed by the Board. In the temporary absence or disability of the President of the Region, the 1<sup>st</sup> Vice President of the Region shall discharge the duties of the President.

### **Section 3. Vice Presidents of the Region**

- a. The 1<sup>st</sup> Vice President of the Region shall be a member of the Executive Committee, the Board and shall be a member ex-officio of all committees of the Region and shall have such assignments as may be made by the President of the Region, Executive Committee or the Board.
- b. The 2<sup>nd</sup> Vice President of the Region shall be a member of the Executive Committee, the Board and shall have such assignments as may be made by the President of the Region, Executive Committee or the Board.

**Section 4. Secretary**

The Secretary shall have custody of the corporate seal, and shall sign for the Region all agreements and formal instruments under the seal thereof. The Secretary shall have charge of all books, records and correspondence of the Region, of the Board and of its committees, other than those books, records, and correspondence pertaining to the office of the Treasurer; and shall exhibit the same to the members of the Region when required to do so by the Board. The Secretary shall attend all meetings of the Region and of the Board and of the Executive Committee and shall record the proceedings thereat. The Secretary shall issue notices for all meetings for which notice must be given, as required by these Bylaws, attend promptly to all official correspondence, and shall notify members of their election or appointment to offices, boards and committees. The Secretary shall keep a correct roster of the names and current addresses of the members of the Region, of its Board, and of its various committees. At the expiration of the term of office, the Secretary shall deliver all books, records and correspondence to the next Secretary or in the absence of a Secretary, to the President. 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.

**Section 5. Treasurer**

The Treasurer shall collect, receive and receipt for all monies and securities paid to or transferred to or contributed to the Region. The Treasurer shall deposit the funds and securities of the Region in such banks, trust companies or depositories as the Board shall designate; and shall, subject to the direction of the Board, disburse and dispose of the same, taking proper vouchers for such disbursements. The Treasurer shall keep accurate books of account, recording therein the sources and amounts of all monies, funds, securities, property and assets in custody, showing at all times the amount of all property belonging to the Region, wherever located, and showing the amount of disbursements made and the disposition of the property. The Treasurer shall render to the Board, when they so direct, an account of all the transactions as Treasurer and of the financial condition of the Region, and shall after the close of the fiscal year shall prepare and file all required income tax returns and incorporation forms and fees and present a report of the examination of records, and transactions of the Region by a committee, who shall be designated by the Executive Committee. The Treasurer shall have such other duties as may be prescribed from time to time by the Board. At the expiration of the term of office, the Treasurer shall deliver to the next treasurer all books, monies, and other property, or, in the absence of a new Treasurer, to the President of the Region. The duties of the Treasurer, under authority of the Board, may be assigned in whole or in part to other assistants as the Board may determine.

**ARTICLE VIII - DISQUALIFICATION OF OFFICERS AND DIRECTORS**

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

## **ARTICLE IX - COMMITTEES**

The Board shall create such committees of the Board and of the Region and shall delegate to these committees such powers and functions as it finds desirable for the conduct of its business and for carrying out the purposes for which the Region has been organized, and may authorize compensation for justifiable expense for same. All members serving on Region committees shall be members of the Institute and this Region.

## **ARTICLE X - CHAPTERS OF THE REGION**

Chapters shall be local associations chartered by the Institute to further the purposes to which the Institute is dedicated, shall consist only of members of the Institute in good standing and be within the geographical area for this Region as designated by the Institute.

## **ARTICLE XI - MEETINGS OF THE REGION**

### **Section 1. Annual Meetings**

The Region shall meet twice annually at a time and place fixed by the Board. Any member of the Region in good standing in the Institute may attend the Region Annual meetings.

### **Section 2. Special Meetings**

Special meetings may be called whenever the Board shall deem it necessary, and shall be called upon the written request of the presidents of any five chapters to the President of the Region. Any member of the Region in good standing may attend the Special Meeting.

### **Section 3. Announcement of Meeting**

The time and place of the annual meeting and subsequent special meetings shall be announced by mail to all Chapters of the Region at least twenty (20) days in advance.

### **Section 4. Order of Business**

The order of business for meetings of the members of the Region shall be determined by the Board. The order of business may be altered at any meeting by request of a majority of members present. Robert's 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 commence on July 1 of each year or as determined by the affirmative vote of at least two-thirds of the members of the Board.

### **Section 2. Funding**

- a. The principal funding for the operation of the Region shall be by equal assessment of each chapter member of a region chapter. This assessment shall be approved by the Region Board by at least twelve (12) of the Board members at the Spring Region Board meeting before the end of each fiscal year. Each chapter member shall contribute equally through his home Chapter.

- b. Prior to July 31<sup>st</sup> of the Fiscal Year, the Treasurer shall notify each Chapter as to its total home membership as of June 30<sup>th</sup> of the previous fiscal year as provided to the Treasurer by the Institute, including the amount of assessment. Each Chapter shall remit the full amount to the Treasurer prior to September 1<sup>st</sup>.
- c. The approved amount of assessment shall be in effect for the Fiscal Year.

### **ARTICLE XIII - AMENDMENTS**

- a. Proposals for amendments to these Bylaws may be made by the Board, or submitted to the Board in a petition, accompanied with detailed justification for the proposed changes, and signed by not less than ten (10) of the members of the Region. The Board, through the Secretary, shall mail the proposed amendments to the voting members of the Board. Proposed amendment(s) initiated by petition shall include the proponents' rationale.
- b. An affirmative vote by at least twelve (12) Board members at the next scheduled annual Board meeting is required to approve an amendment to these Bylaws.

### **ARTICLE XIV - INDEMNIFICATION AND FIDELITY BOARD**

#### **Section 1. Indemnification of Directors, Officers and Employees**

- a. The Region shall indemnify every person who is or was a Director, Trustee, 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 attorneys' 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 he 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 the manner provided in b of this Section that such person: (1) was not willfully negligent or guilty of willful misconduct in the performance of duty 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 he 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 his conduct was unlawful, and (4) in the case of amounts paid in settlement, that such settlement is or was reasonable and in the best interests of the Region or other corporation; provided, however, that if at any time any provisions are contained in the laws of the State of Maryland 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 adjudication's, 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 proceeding), or (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 selected by them. The termination of a 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 he reasonably believed to be the best interests 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, employee or their legal counsel prior to the 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 him hereunder.
- d. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such Director, Trustee, Officer, or employee now or hereafter may be entitled, shall continue to a person who has ceased to be a Director, Trustee, Officer, or employee, and shall inure to the benefit of such person's heirs and legal representatives.

#### Section 2. Fidelity Bond

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

#### **ARTICLE XV - 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.