

**PROPOSED BYLAWS OF THE SOUTHEAST REGION AS AMENDED
OF THE
CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.**

Approved by the Region Membership – November 2008
Amended by the Region Membership – March 2011
Amended per the Institute Review – August 2011
Approved by the Institute – August 9, 2012
Approved by the Region Membership – May 18, 2016

ARTICLE I NAME

The name of this organization is the Southeast 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 Region is governed and operated in accordance with the laws of the state of Georgia, provisions of the Institute Bylaws, these Bylaws, the regulations and requirements for the conduct of Members, Chapters, and the Regions of the Institute as adopted from time to time by the Institute Board and the rules and instructions of the Region's Board of Directors, hereinafter referred to as 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 the advancement of the objectives of the Institute.
- Section 2 Policy – The name, funds, 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 Southeast 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.

ARTICLE V BOARD

- Section 1 The management and direction of the Region shall be delegated to its Board.
- Section 2 Composition of the Board
- a. The Board shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past-President, and Directors.
 - b. The Region's Institute Director shall serve as an ex-officio non-voting member of the Board

- c. Region Directors – Two Region Directors shall serve on the Board as elected by the Region membership. Their 2-year terms shall be alternating. Directors shall be members of the Board, ex-officio members of all committees of the region, and shall have such assignments as may be made by the President, Executive Committee, or the Board.
- d. Emerging Professional members may serve in any of the elected board positions.
- e. No member may hold more than one position on 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 Meetings

- a. The Board shall hold at least one (1) Annual Board Meeting during the year, the time and place of which shall be fixed by the Board. Special meetings shall only be held upon the call of the President or a majority of the Board upon seven (7) days' notice issued by the Region Secretary per Article VI, Section 3. Board meetings may be held via electronic means provided they be conducted by an audio, video, or computer-based teleconferencing technology that allows all persons participating to hear each other at the same time.
- b. Participation by Board Members is mandatory. Refer to Region Operating Guide regarding unauthorized absences.

Section 5 Quorum

A simple majority of the Board shall constitute a quorum.

Section 6 Committees

The Board shall select all standing and special committees, designate duties, and may authorize compensation for justifiable expenses.

Section 7 Vacancies – Any vacancies that occur in the Board shall be filled as follows for the duration of the unexpired term:

- a. A vacancy in the office of the President of the Region, the President-Elect of the Region shall assume the presidency of the Region.
- b. A vacancy in the office of Region Secretary, Treasurer, President-Elect, or Region Director shall be filled by the Board for the duration of the unexpired term.
- c. A vacancy in the office of the Immediate Past-President shall not be filled.
- d. A vacancy in the office of Institute Director shall be filled in a manner prescribed by the Institute.
- e. ¹

Section 8 Orders of Business

The Orders 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.

ARTICLE VI OFFICERS

Section 1 Region President - The Region President shall serve as Board Chair, preside at all Region Meetings, select the chairmen of committees, practice groups and task teams, be an ex-officio member of all committees, practice groups and task teams, and sign all agreements and formal instruments on behalf of the Region.

Section 2 Region President-Elect - The Region President-Elect shall be a member of the Board; be an ex-officio member of all committees, practice groups and task teams; and have such assignments as may be made by the Region President or the Board.

Section 3 Region Secretary

The Region Secretary shall keep the minutes of all meetings of the Region and the Board; preserve all papers, letters and transactions of the Region; and have custody of the corporate seal. The Region Secretary shall issue notices for all meetings for which notice must be given. The Region Secretary shall have such other duties as may be prescribed from time to time by the Board.

Section 4 Region Treasurer

The Region Treasurer shall collect and receipt for monies and securities; deposit funds and disburse and dispose of same, subject to the direction of the Board; keep accurate books of account; submit a report at Board meetings; submit a report of office at the Annual Region Meeting. The Region Treasurer shall perform other duties as assigned by the Board.

ARTICLE VII NOMINATION OF INSTITUTE DIRECTOR

Section 1 The Region shall conform to the Institute Bylaws when selecting nominees for Institute Director.

Section 2 Not later than eleven months before the expiration of the term of the Institute Director, the Board shall convene a Region Nominating Committee.

Section 3 The Nominating Committee shall be chaired by the Region's Immediate Past-President, and shall include four additional Region members. If the Immediate Past-President is running for the office of Institute Director, a chair shall be selected by the Region President. Committee members shall be home members of different chapters, and no chapter shall be represented on the Nominating Committee two consecutive years.

Section 4 The Nominating Committee shall submit to the Board the names of one to four qualified candidates.

Section 5 Not later than the date designated by the Institute, the Chair of the Region Nominating Committee shall notify the Institute Secretary of the results of the nomination including a list of names, addresses, telephone numbers, and other information as requested by the Institute.

ARTICLE VIII DISQUALIFICATION OF OFFICERS AND BOARD MEMBERS

Officers and Board Members 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 AND TASK TEAMS

The Board shall have the power to create committees and task teams within the Region and shall delegate to these committees and task teams powers and functions as it finds necessary for the execution of their duties. Committees and task teams will be organized to address specific topics of concern as identified by the Board and their powers will be limited to scope of that task. The Board may authorize compensation for justifiable expenses for same. All members serving on committees and task teams shall be members of the Institute and this Region.

ARTICLE X MEETINGS OF THE REGION

Section 1 Region 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 Meetings.

Section 2 Special Meetings – Special Meetings may be called by the Board or the President. If by the Board, upon written request of a quorum of the Board, to the President. Any member of the Region in good standing may attend the Special Meeting.

Section 3 Announcements of Meetings – The time and place of Annual and Special meetings shall be announced to all members of the Region at least twenty (20) days in advance.

Section 4 Orders of Business – The Orders of Business for meetings of the members of the Region shall be determined by the Board. *Robert's Rules of Order Newly Revised*, shall govern except where otherwise provided in these Bylaws.

ARTICLE XI NOMINATION AND ELECTION OF OFFICERS AND BOARD MEMBERS

Section 1 Region Officers shall be elected to those offices as established by Article V by the members of the Region. When the Region President leaves office, the current Region President-Elect shall assume the office of Region President without election.

- a. A Region Nominating Committee shall be appointed by the Board not later than July 15th of every year. The Nominating Committee shall prepare a list of nominees, showing at least one name for each elective position due to become vacant the following year, and shall present the list of candidates to the Region Board 45 days prior to the ballot. The slate will be released to the members 30 days prior to the ballot date. The members of the Region may submit written suggestions for additional nominees within 14 days of the release of the proposed slate. The Nominating Committee shall prepare and distribute the ballot. Each voting member of the Region shall be provided with a ballot at least four (4) weeks prior to the ballot count.

- b. The ballots shall be tabulated electronically, confirmed by the Nominating Committee Chair, and the results shall be reported to the Region members.

Section 2 Directors shall be elected to those offices as established by Article V by the Region membership.

- a. Each Chapter shall submit to the Region Nominating committee a candidate for Region Director for position due to become vacant the following year. Members may submit written suggestions for additional nominees within fourteen (14) days of the release of the proposed slate. The Region Nominating Committee shall prepare and distribute the ballot per Section 1 of this article.

Section 3 Not later than April 30th, the Region Secretary shall notify the Institute of the results of the elections, and shall submit a complete listing of the Board for the coming fiscal year.

Section 4 Each elected Board Member shall take office on July 1.

ARTICLE XII FISCAL ADMINISTRATION

Section 1 Fiscal Year:

- a. The fiscal year of the Region shall commence on July 1 of each year.
- b. The Region Board shall be elected to hold office for a period beginning July 1 and ending on June 30 of the respective years. The president or vice president[s] shall not hold the same office for more than two consecutive terms.

Section 2 Funding - The principal funding for the operation of the Region shall be by an allocation from the Institute dues of every Region member. This allocation will be distributed periodically by the Institute to the Region.

Section 3 Audit – The Board shall appoint a committee to audit the books and transactions of the Region Treasurer at the close of the fiscal year. This report shall be read at the next regular meeting of the members of the Region.

ARTICLE XIII ADMINISTRATIVE YEAR

All Board Members of the Region shall be elected to hold office for a period beginning July 1 and ending on June 30 of the respective years. The Institute Director will hold office for the period assigned by Institute Policy.

Section 1 Upon completion of their term, the president-elect shall assume the office of the President and serve for a term of one (1) year or until a successor is elected.

Section 2 The president-elect shall be elected by the members of the Region and serve for a term of one (1) year, or until a successor is elected, and will be consecutive with the President's term.

Section 3 The secretary and treasurer shall be elected by the members of the Region and serve for alternating two (2) year terms, or until a successor is elected.

Section 4 The Region Directors will be elected by the Region members. The Directors will serve for a term of two (2) years elected in alternate years.

ARTICLE XIV AMENDMENTS

- Section 1 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 one (1) percent of the members of the Region. Proposed amendments to these Region Bylaws shall be submitted to the Institute Secretary for approval. After approval by the Institute Secretary, the amendments shall be publicized to each member at least two weeks prior to a regular or special meeting.
- Section 2 An affirmative vote by at least two-thirds (2/3) of the voting Members at the next Regular or Special Board Meeting is required to approve an amendment to these Bylaws.
- Section 3 Approved amendments shall be in effect immediately following an affirmative vote unless the motion to adopt specifies another time for the change to become effective.

ARTICLE XV INDEMNIFICATION OF BOARD MEMBERS AND EMPLOYEES

Section 1 Indemnification of Board Members or Employees

- a. The Region shall indemnify every person who is or was a Board Member or employee of the Region, or who is serving or has served at its request as a Board Member 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 pending or threatened claim, action, suit, or proceeding (civil, criminal, administrative, or investigative) in which they may be involved or threatened to be involved as a party or otherwise, by reasons of being or having been such Board Member 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 corporations of which the individual is or was a Board Member or employee;
 - (2) Acted in good faith in what they reasonably believed to be the best interest of the Region or other corporations;
 - (3) In any matter the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that their 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 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 Board Members of the Region (namely Board Members who were or are not parties to or threatened with any such claim, action, suit, or proceeding);

- (2) if such a quorum is not obtainable or, even if obtainable, if the quorum of disinterested Board Members 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 Board Members 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 Board Member or employee was negligent or guilty of misconduct in the performance of duty to the Region or other corporation while a Board Member or employee did not act in good faith in what they 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 their conduct was unlawful.

- c. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Region to the Board Member, employee or their legal counsel prior to the final disposition thereof upon receipt of an undertaking by the Board Member or employee to repay such amount as shall not ultimately be determined to be payable to them hereunder.
- d. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such Board Member or employee now or hereafter may be entitled, shall continue to a person who has ceased to be a Board Member 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 by 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 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
