

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

**1/8/2025**

**ARTICLE I – NAME**

**Section 1.**

- A. The name of this organization is the Rochester Chapter of The Construction Specifications Institute, Inc., hereinafter referred to as the “Chapter”; said Chapter being an organizational member 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 an organizational member of the Northeast 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 New York, 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 as well as the objectives established by the Region and the Chapter.

**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, first vice president (president elect), second vice president, immediate past president, secretary, treasurer and six 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. In order to vote on Chapter business, members of the Board must be in good standing. Student affiliate representatives, if any, are not 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 regular business meetings. Special meetings shall only be held upon the call of the President or a majority of the Board upon seven 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 7.**

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 votes 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 two years or until a successor is elected.

**Section 2.**

- A. The first Vice President, who is also the President-Elect, shall fulfill the duties of the President upon the absence of the President and perform other duties as assigned by the Board. The first Vice President shall serve for a term of two years.

**Section 3.**

- A. The second Vice President shall perform such duties as assigned by the President or Board and fulfill the duties of the President upon the absence of both the President and first Vice President. The second Vice President shall serve for a term of two years.

**Section 4.**

- A. The Secretary shall see that notices are sent 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; and co-sign all agreements and formal instruments, except those pertaining to the office of Treasurer. The Secretary shall perform other duties as assigned by the Board. The Secretary shall serve for an unlimited term at the request of the Board or until a successor is elected.

**Section 5.**

- 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 an unlimited term at the request of the Board 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.

**ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS****Section 1.**

- A. Officers and Directors shall be elected to those offices as established by this Article IV by the members of the Chapter. The current first Vice President shall assume without election the office of President and the current President shall assume without election the office of immediate Past President. The Past President may become the regional director, if not, the Board will appoint that position to a member of good standing.

**Section 2.**

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

**Section 3.**

- A. The President or Vice Presidents shall not hold the same office for more than two consecutive terms.

**Section 4.**

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

**Section 5.**

- A. A Nominating Committee shall be appointed by the Board not later than February 20.
- 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 end of March. 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.

#### **Section 9**

- A. At the discretion of the Board by majority vote of the Board, any Board member may be removed or suspended from the Chapter Board of Directors, or any Chapter Committee, for conduct which is prejudicial to the welfare, interest, purpose or character of the Chapter, including violations of the Chapter Code of Conduct. The decision of the Board under this section is not subject to appeal. The Board retains the right to consider each case individually and determine corrective actions and or sanctions.
- B. An Officer may be removed by vote of the members at a regular or special meeting of the Chapter. An Officer may be suspended by the Board for cause, including for conduct prejudicial to the welfare, interest, purpose or character of the Chapter, including violations of the Chapter Code of Conduct. The decision of the Board to suspend an Officer is not subject to appeal.

### **ARTICLE VII – MEMBERSHIP**

#### **Section 1.**

A. The qualifications for membership shall conform to the requirements of the Institute Bylaws. Notwithstanding any other provision of these Bylaws, membership in the Institute, the Region, and the Chapter shall be in accordance with the requirements of the Institute's bylaws and other governing documents and with the Affiliation Agreement between the Institute and the Chapter.

#### **Section 2.**

Notwithstanding any other provisions of these Bylaws, Institute and Chapter membership dues are determined by and paid directly to the Institute, and the Chapter portion remitted to the Chapter by the Institute in accordance with the rules and procedures of the

Institute. The Chapter acknowledges that it may assess no other form of membership dues. An amount approved by the Board each year may be charged for meals and expenses for chapter meetings, which amount is not considered to be dues.

#### **Section 4.**

- A. The provisions of the Institute bylaws for disqualification, suspension, expulsion, and reinstatement of members shall govern with respect to membership in the Institute.

#### **Section 5.**

- A. With respect to membership in the Chapter, any member of the Chapter may be expelled, censured, or suspended from the Chapter as the Board of the Chapter shall determine, for conduct on their part that is prejudicial to the welfare, interest, purpose or character of the Chapter, including conduct that violates the Chapter Code of Conduct, by affirmative vote of 2/3 of the Chapter Board at a regular or special Board meeting. The Board shall send notice of the meeting in writing, together with a copy of the charges and specifications, to said member at least 30 days before the meeting of the Board where such action is to be considered. Said member shall be provided an opportunity to be heard by the Board in response to the charges orally or in writing at the Board's discretion. The decision of the Board is not subject to appeal. At the discretion of the Board, a member may be temporarily suspended from Chapter events and meetings during the pendency of an investigation or while charges are pending pursuant to this section. The Board retains the right to consider each case individually and determine corrective actions and or sanctions.

## **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 6 regular meetings shall be held in the fiscal year.

### **Section 3.**

- A. 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 special meetings shall be limited to that for which the meeting was called.

### **Section 4.**

- A. Minutes of regular and special membership 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, as well as the Chapter Code of Conduct 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. Notwithstanding any other provision of these Bylaws, Institute and Chapter membership dues are determined by and paid directly to the Institute, and the Chapter portion remitted to the Chapter by the Institute in accordance with the rules and procedures of the Institute. The Chapter acknowledges that it may assess no other form of membership dues. An amount approved by the Board each year may be charged for meals and expenses for chapter meetings, which amount is not considered to be dues.

## **ARTICLE X – AUDIT**

### **Section 1.**

- A. The Board shall appoint a Finance Committee to audit the books and transactions of the Treasurer and review the Chapter's year-end statement as prepared by the Chapter's accountant at the close of the fiscal year. This report shall be made available to any Chapter member in good standing upon request.
- B. The Finance Committee shall consist of the President, Vice President, second Vice President, Immediate Past President, Treasurer, and Secretary. Additional Board members may request to join this committee. The President will make the determination as to whether additional Board members shall be entitled to participate.

## **ARTICLE XI – AMENDMENTS**

### **Section 1.**

- A. Proposed amendments to these Chapter bylaws shall first 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. An affirmative vote by at least two-thirds of the Board is required to approve an amendment to these bylaws, except when required by New York State law or determined by the Board. Voting will be held at the next regular or special meeting.