

**BYLAWS OF THE HOUSTON TEXAS CHAPTER OF THE
CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.**

CHARTERED FEBRUARY 15, 1958

(Bylaws Revised January 1988, April 1990, June 1996, April 2000, April 2012)

ARTICLE I - NAME

Section 1 The name of this organization is the Houston 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 The Chapter shall be affiliated with a region of the Construction Specifications Institute. Regions are areas geographically designated by the Institute Board. Currently the Houston Chapter is affiliated with the South Central region hereinafter referred to as the "Region."

ARTICLE II - GOVERNING AUTHORITY

Section 1 The Chapter is governed and operated in accordance with the laws of the State of Texas, 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 Board, hereinafter referred to as the "Board", issued through its officers.

ARTICLE III - PURPOSE AND POLICY

Section 1 The purpose of the Chapter is to provide a medium at the local level for advancement of the objectives of the Institute.

Section 2 The name, funds or influence of the Chapter may be used only in support of this purpose.

ARTICLE IV - BOARD

Section 1 The Board shall consist of not less than fifteen voting members: President, President-Elect, four Vice Presidents, Secretary, Treasurer, Immediate Past President, and six Directors.

The Board may appoint a Board Advisory Director who shall be a long standing member of the Chapter who shall serve in an advisory capacity without term limits.

The Board Advisory Director shall serve as a non-voting member of the Board.

Ex Officio (non-voting) members of the Chapter Board include:

Houston CSI Foundation President

CIC (Construction Industry Council) Delegate

Student Affiliate Representative

Section 2 The management and direction of the Chapter shall be delegated exclusively to its Board.

Section 3 All members of the Board, except as described above, are eligible to vote on Chapter business.

Section 4 The Board, through the action of authority delegated to the Vice President for Member Services, may accept resignations from the Chapter, and shall promptly report its actions on membership to the Institute.

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

Section 5 The Board shall select all standing and special committees, designate duties and may authorize compensation for justifiable expenses.

The Board shall select the Chapter's representative to the Region Board.

Section 6 The Board shall schedule monthly business meetings. Special meetings of the Board 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 Should a vacancy occur in any office of the Chapter, by two-thirds affirmative vote of those Board members present at a regularly scheduled meeting, the Board shall fill such vacancy by appointment of a member eligible by all other criteria for the duration of the unexpired term.

Section 9 If the Chapter has a student affiliate, the board shall appoint a committee to support the student affiliate.

ARTICLE V - OFFICERS

- Section 1** The president shall serve as chairman of the Board, preside at all Chapter meetings, select the chairmen of temporary committees, and 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 or until a successor is elected.
- Section 2** 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 or until a successor is elected.
- Section 3** The vice presidents shall direct and coordinate committee activities as assigned by the Board to each vice president: the vice president for professional development, the vice president for member services, the vice president for publications and public service, and the vice president for finance.
- Section 4** 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 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 of all meetings of the Board and of the Chapter, maintain a file of all correspondence; co-sign all agreements and formal instruments, except those pertaining to the office of treasurer, submit a report of the office at the annual meeting; and perform other duties as assigned by the Board.
The secretary shall serve for a term of two years, or until a successor is elected.
- Section 5** 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 the office at the annual meeting; and perform other duties as assigned by the Board.
The treasurer shall serve for a term of two years, or until a successor is elected.
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 6** The immediate past president shall be the former president of the Chapter who has completed the most recent term.
The immediate past-president shall serve as chair of the nominating committee, and have other assignments as prescribed by the president or the Board.

ARTICLE VI - NOMINATION AND ELECTIONS OF OFFICERS AND DIRECTORS

- Section 1** At the April meeting of the Chapter, the following Board members shall be elected: president-elect, four vice presidents, secretary and treasurer, if applicable, each to serve as established in Article V; and two directors to serve for a three year term.
At the end of service as president the president shall assume, without election, the office of immediate past president and the current president-elect shall assume, without election, the office of president.
- Section 2** Each elected Board member shall take office on July 1.
- Section 3** The president, president-elect, or vice presidents shall not hold the same office for more than two consecutive terms.
- Section 4** Not later than February 20, a nominating committee shall be formed and consist of the president, president-elect, and immediate past president. The immediate past president shall serve as chairman. The nominating committee shall prepare a list of nominees, showing at least one name for each elective position of the Board, and shall prepare the ballot, and present the ballot to the members at the February Chapter Meeting. Nominations from the floor shall be accepted at that time.
Subsequent to the February meeting a ballot shall be distributed which shall include the original list of nominees and those nominated from the floor, together with a notice of the time and place of the meeting at which the ballots will be counted, to each member of the Chapter at least two weeks prior to such meeting. This meeting shall be held not later March 31.
The nominating committee shall endeavor to select candidates so the composition of the board reflects the diversity of chapter membership.
- Section 5** Ballots shall be counted and certified at the meeting by tellers appointed by the President and the results shall be reported to the members. 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 6 Not later than April 30, the Chapter secretary shall notify the Region Secretary and the Institute office of the results of the election, and shall submit to them a complete listing of the Chapter officers and directors for the coming year, with their contact information.

ARTICLE VII – MEMBERSHIP

Section 1 Qualifications for membership shall conform to the requirements of the Institute Bylaws.

Section 2 Membership in the Institute is a prerequisite to membership in the Chapter.

Section 3 A chapter member may be classified as an Honorary Member, Distinguished Member, or a Lifetime Member only by action of the Institute.

Section 4 The provisions of the Institute Bylaws for disqualification, suspension, expulsion, and reinstatement shall govern.

ARTICLE VIII - MEETINGS OF MEMBERS

Section 1 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 year and the treasurer shall submit a preliminary annual report on the finances of the Chapter. A copy of these reports shall be sent to the Region secretary by the Chapter secretary.

Section 2 Chapter meetings shall be held each month except when otherwise decreed by the Board, at such time and place as designated by the Board. Not less than ten chapter meetings shall be held in the fiscal year.

Section 3 Special chapter 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 membership. The business at special chapter meetings shall be limited to that for which the meeting was called.

Section 4 Minutes of chapter and special chapter meetings shall be distributed to the members with a copy to the Region secretary.

Section 5 These bylaws, together with the applicable provisions of the Institute Bylaws and Robert's Rules of Order Newly Revise, shall govern the conduct of business of the Chapter.

ARTICLE IX - FISCAL ADMINISTRATION

Section 1 Fiscal year shall be from July 1 to June 30.

Section 2 Any change in the dues structure shall be approved by a two-thirds majority of those board members present at a regularly scheduled meeting

Section 3 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

Section 1 The Treasurer shall prepare an annual financial report at the close of the fiscal year.

Section 2 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 Proposed amendments to these Chapter bylaws shall first be submitted, accompanied with a copy of the complete, current bylaws, to the Institute secretary for approval, in the manner and form prescribed by the Institute. After Institute secretary approval, the proposed bylaws shall then be published and distributed to the members at least two weeks prior to a regular Chapter or special Chapter meeting.

Section 2 Following publication, the amendments must be approved by a two-thirds vote of the voting members present at the regular or special meeting.

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