

OLD

**AMENDED AND RESTATED
BYLAWS OF THE NORTH CENTRAL REGION
OF
THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.**

ARTICLE I - NAME

The name of this organization is the North Central 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 Minnesota, provisions of the Institute bylaws, these bylaws, the regulations and requirements for the conduct of members, chapters of the Region, and regions of the Institute as adopted from time to time by the Institute Board of Directors, 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 forum for the advancement of the objectives of the Region, its chapters, and the Institute.

Section 2. General Policy

The name, funds, or influence of the Region shall be used only in support of this purpose.

ARTICLE IV - DOMAIN AND MEMBERSHIP

Section 1. Domain

The domain of the Region shall be the North Central Region as designated by the Institute.

Section 2. Membership

The membership of the Region shall comprise members of the Institute within the domain of the Region.

ARTICLE V - BOARD

Section 1. Management

The management and direction of the Region shall be delegated to its Board.

Section 2. Composition

- A. The Board shall consist of the Executive Committee, Institute Directors, and Region Directors.
- B. Each chapter of the Region shall select a Region Director from its home members to represent it in Region Board meetings. Each chapter shall determine the method, in accordance with its chapter bylaws, by which the Region Director will be selected.
- C. Emerging Professional members may serve in any Board position.
- D. No member may hold more than one position on the Board.

Section 3. Duties

The Board shall manage the affairs of the Region, and shall have authority to conduct the business of the Region.

Section 4. Meetings

A. The Board shall hold an annual meeting, the time and place of which shall be fixed by the Board. Special meetings shall be held only upon the call of the president or by a majority of the Board upon seven days notice.

B. Meetings by Remote Communication; Participation by Remote Communication

1. A meeting of the Board may be held by conference call, or by one or more other means of Remote Communication through which all Board members may participate in the meeting, if notice of the meeting is given as described in the preceding section. Participation in a meeting by conference call or such other means of communication constitutes presence in person at the meeting.
2. A Board member not physically present at that place may, by means of Remote Communication, participate in a meeting of the Board members. Permitted participation by a Board member by Remote Communication constitutes presence at the meeting in person.

C. Action Without a Meeting

Any action that may be taken at a meeting of the Board may be taken by written action signed, or consented to by Authenticated Electronic Communication, by the number of Board members that would be required to take the same action at a meeting of the Board at which all members were present, provided that when the action is taken by less than all Board members, all Board members must be notified immediately of its text and effective date. The written action shall be effective when signed or consented to by the required number of Board members, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A Board member who does not sign or consent to the written action is not liable for the action.

D. Definitions

For purposes of these bylaws, "Remote Communication" means communication via conference telephone, video conference, or other means by which persons who are not physically present in the same location may communicate with each other verbally. "Electronic Communication" means any form of communication, not directly involving the physical transmission of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient of the communication, and reproduced in paper form by the recipient through an automated process. "Authenticated" means that the Electronic Communication is delivered to an officer of the Region, and that the communication sets forth information from which the recipient can reasonably conclude that the communication was sent by the purported sender.

Section 5. Quorum

A majority of the Board shall constitute a quorum.

Section 6. Committees and Task Teams

- A. The Board shall appoint all standing and special committees and task teams, designate their duties, and may authorize compensation for justifiable expenses.
- B. All members serving on Region committees shall be members of the Region. Members serving on task teams need not be members of the Region or of the Institute.

Section 7. Vacancies

- A. Vacancies that occur in the Board shall be filled as follows for the duration of the unexpired term:
 1. A Region Director vacancy shall be filled by the chapter where the vacancy exists.
 2. A vacancy in the office of the president shall be filled by the vice president.
 3. A vacancy in the office of vice president, secretary, or treasurer shall be filled by the Board by election from the Board's current membership.

Section 8. 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.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the president, vice president, secretary, and 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 Region's affairs as the Board may delegate to it.

Section 3. Meetings

A. Meetings of the Executive Committee may be held upon the call of the president, or by a majority of the Executive Committee upon five days notice.

B. Meetings by Remote Communication; Participation by Remote Communication

1. A meeting of the Executive Committee may be held by conference call, or by one or more other means of Remote Communication through which all Executive Committee members may participate in the meeting, if notice of the meeting is given as described in the preceding section. Participation in a meeting by conference call or such other means of communication constitutes presence in person at the meeting.
2. An Executive Committee member not physically present at that place may, by means of Remote Communication, participate in a meeting of the Executive Committee. Permitted participation by an Executive Committee member by Remote Communication constitutes presence at the meeting in person.

C. Action Without a Meeting

Any action that may be taken at a meeting of the Executive Committee may be taken by written action signed, or consented to by Authenticated Electronic Communication, by the number of Executive Committee members that would be required to take the same action at a meeting of the Executive Committee at which all members were present, provided that when the action is taken by less than all Executive Committee members, all members must be notified immediately of its text and effective date. The written action shall be effective when signed or consented to by the required number of Executive Committee members, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. An Executive Committee member who does not sign or consent to the written action is not liable for the action.

Section 4. Quorum

A Majority of the Executive Committee shall constitute a quorum.

Section 5. 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 be the guide for the conduct of Executive Committee meetings.

ARTICLE VII - OFFICERS

Section 1. President

A. The president shall serve as chair of the Board and of the Executive Committee, preside at all Region meetings, select the chairs of committees, be an ex-officio member of all committees, and sign all agreements and formal instruments on behalf of the Region.

- B. The president shall be elected by the Board in even-numbered years, and shall serve a term of two years, or until a successor is elected.

Section 2. Vice President

- A. The vice president shall be an ex-officio member of all committees, and shall have such assignments as may be made by the president, Executive Committee, or the Board.
- B. The vice president shall be elected by the Board in odd-numbered years, and shall serve a term of two years, or until a successor is elected.
- C. The vice president shall, in the absence of the president, preside at Region meetings.

Section 3. Secretary

- A. The secretary shall keep the minutes of all meetings of the Region and Board; preserve all papers, letters, and transactions of the Region; and have custody of the corporate seal. The secretary shall issue notices for all meetings for which notice must be given. The secretary shall sign all documents prescribed by law, and 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.
- B. Notices may be sent by postal or electronic mail.
- C. The secretary shall be elected by the Board in odd-numbered years, and shall serve a term of two years, or until a successor is elected.

Section 4. Treasurer

- A. The 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; and submit a report of office at the annual meeting. The treasurer shall perform other duties as assigned by the Board.
- B. The treasurer shall be elected by the Board in even-numbered years, and shall serve a term of two years, or until a successor is elected.
- C. Upon completion of the treasurer's term in office, the Board shall arrange for an audit of the books within thirty days after the next treasurer takes office. The audit report shall be available at the next regular meeting of the members of the region.
- D. At the close of the fiscal year, the treasurer shall determine if informational forms and tax returns are required, and shall cause same to be filed with, and shall pay any taxes due, to the Internal Revenue Service and other authorities within the prescribed time limits.

ARTICLE VIII - NOMINATING COMMITTEES

Section 1. Institute Directors

- A. The Region shall conform to Institute bylaws when selecting nominees for Institute Directors.
- B. For Region elections, voting members shall include Professional members and Emerging Professional members.
- C. Nomination of Institute Directors
 1. Not later than eleven months before the expiration of the term of the Institute Director, the Board shall convene a Region Nominating Committee.
 2. The Nominating Committee shall be chaired by the Region's Institute Director, and shall include four additional Region members, none of whom are current Region officers. Committee members shall be home members of different chapters, and no chapter shall be represented on the Nominating Committee two consecutive years.
 3. The Nominating Committee shall submit to the Board the names of one to four qualified candidates.

4. Not later than the date designated by the Institute, the chair of the Nominating Committee shall notify the Institute secretary of the results of the nomination, including a list of names, addresses, telephone numbers of the nominees, and other information as requested by the Institute.

Section 2. Region Officers

- A. The Nominating Committee shall endeavor to select candidates so the composition of the Board reflects the diversity of region membership.
- B. Nomination and Election of Region Officers
 1. Not later than six months before the expiration of the term of Region officers chosen by election, the Region Board shall convene a Region Nominating Committee.
 2. The Nominating Committee shall include five Region members, none of whom are current Region officers. Committee members shall be home members of different chapters, and no chapter shall be represented on the Nominating Committee two consecutive years. The Nominating Committee Chair shall be elected by the committee members.
 3. Not later than forty-five days before the Board meeting at which elections will be held, the chair of the Nominating Committee shall submit to the Region Board at least one nominee for each office that will be open in the next fiscal year.
 4. Not later than thirty days before the Board meeting at which elections will be held, the secretary shall notify each Region chapter of the election, and of the nominees selected by the Nominating Committee.
 5. At each Board meeting during which an election will be held, the secretary shall present the names of nominees selected by the Nominating Committee.
 6. Following the presentation of nominees, the secretary shall call for nominations from the floor.
 7. After accepting nominations from the floor, the secretary shall present the names of all nominees.
 8. Immediately after the presentation of nominees, the Board shall elect officers.
- C. Eligibility
 1. Members eligible to serve as officers of the Board shall have served on the Board during at least one of the three years preceding the date of election.
 2. If no eligible members can be found by the Region Nominating Committee, it shall nominate one or more members who are otherwise qualified for the position.
 3. If the Nominating Committee nominates one or more members who do not meet the eligibility requirement for a given office, the eligibility requirement shall be waived for nominees from the floor for the same office.

ARTICLE IX - DISQUALIFICATION OF OFFICERS AND DIRECTORS

Board members who cease to be members of the Region shall be removed from the Board immediately.

ARTICLE X - MEETINGS OF THE REGION

Section 1. Annual Meetings

The Region shall meet annually at such times and places as fixed by the Board. Any member of the Region in good standing may attend the Region annual meeting.

Section 2. Special Meetings

Special meetings may be called by the Board upon written request of a quorum of the Board to the president of the Region. Any member of the Region in good standing may attend special meetings.

Section 3. Announcement of Meetings

The time and place of the annual meeting and special meetings of the Region shall be announced to all members of the Region at least twenty 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. Robert's Rules of Order Newly Revised shall govern except where otherwise provided in these bylaws.

Section 5. Quorum

One member in good standing from a majority of the chapters of the Region and one presiding Region officer present at an annual or special meeting shall constitute a quorum.

ARTICLE XI - 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 provided by the Institute.
- B. At the discretion of the Board, additional funding may be provided by assessment of the chapters for each chapter home member. This assessment shall be approved by the Board at the annual Region Board meeting.
- C. Within fifteen days after the annual Region Board meeting, the treasurer shall notify each chapter in the Region as to the amount of the assessment to be remitted to the treasurer. The date of remittance shall be fixed by the Board, but shall not be earlier than ninety days after the date of notification. The amount of the assessment shall be based on the home chapter membership as published in the official Institute report of membership recorded on the preceding June 30. The treasurer shall assess non-affiliated members directly.

ARTICLE XII - ADMINISTRATIVE YEAR

Terms of office for Region officers shall begin July 1, unless the annual meeting occurs between July 1 and December 31, in which case the terms of office shall begin the day of election.

ARTICLE XIII - AMENDMENTS

Section 1. Proposals for Amendment of these bylaws.

- A. Any member of the Board may recommend amendments to the bylaws.
- B. Proposed amendments shall be accompanied by detailed justification of the proposed changes.

Section 2. Institute Approval

- A. After preliminary approval by the Board, proposed amendments shall be submitted to the Institute secretary for approval.
- B. Comments of the Institute secretary shall be sent to each Board member at least fourteen days before a Board meeting at which action will be taken.

Section 3. Region Approval

An affirmative vote by at least two-thirds of the Board members at a Board meeting is required to approve an amendment to these bylaws. Proxy and absentee votes are not allowed.

ARTICLE XIV - INDEMNIFICATION

Section 1. Indemnification

The Region shall indemnify persons acting in an official capacity on behalf of the Region in the manner and to the extent required under the Minnesota Nonprofit Corporation Act (Minn. Stat. § 317A.521).

Section 2. Advances

If a person acting in his or her official capacity on behalf of the Region is made or threatened to be made a party to a legal proceeding, the person is entitled, upon written request to the Region, to payment or reimbursement by the Region of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding, (a) on receipt by the Region of a written affirmation by the person of a good faith belief that the criteria for indemnification described in Section 1 have been satisfied, and a written undertaking by the person to repay all amounts so paid or reimbursed by the Region, if it is ultimately determined that the criteria for indemnification have not been satisfied, and (b) after a determination that the facts then known to those making the determination would not preclude indemnification. The written undertaking that is made a precondition to advances under this Section 2 shall be an unlimited general obligation of the person making it, but need not be secured and shall be accepted without reference of financial ability of the maker to make the payment.

Section 3. Rights Not Exclusive

Nothing contained in this Article XIV shall affect any rights to indemnification to which the Region's personnel may be entitled by contract or otherwise under law.

Section 4. Insurance

The Region may purchase and maintain insurance on behalf of a person in that person's official capacity against any liability asserted against or incurred by the person in or arising from that capacity, regardless of whether the Region would have been required to indemnify the person against the liability.

ARTICLE XV - NUMBERING OF ARTICLES AND SECTIONS

The Board is authorized to renumber the articles and sections of these bylaws to correspond with changes made by amendment.

ARTICLE XVI - ADOPTION

The original bylaws were adopted on February 1, 1992, at the North Central Region of the Construction Specifications Institute, Inc. organizational meeting in Itasca, Illinois.

The bylaws were amended April 26, 1998.

The bylaws were amended May 27, 2006.

The bylaws were amended January 12, 2010.

The bylaws were amended November 7, 2012.

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