

# **By Laws**

## **Mississippi Chapter**

### **The Construction Specifications Institute**

#### **ARTICLE I—NAME**

##### Section 1.

The name of this organization is the Mississippi 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. 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 Chapter is affiliated with the Gulf States Region, herein after referred to as the "Region".

#### **ARTICLE II--GOVERNING AUTHORITY**

The Chapter is governed and operated in accordance with the laws of the State of Mississippi, 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 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 management and direction of the Chapter shall be delegated exclusively to its Board.

##### Section 2.

The Board shall consist of President, President-Elect, Vice-President, Secretary, Treasurer, up to six directors, and immediate Past President.

##### Section 3.

All members of the Board, except the student affiliate representative if any, shall be eligible to vote on chapter business.

Section 4.

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

Section 5.

The Board shall review all standing and special committees, select representatives to the Region board, designate duties and may authorize compensation for justifiable expenses.

Section 6.

The Board shall schedule monthly 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.

Should a vacancy occur in any office of the Chapter the Board shall by two-thirds affirmative vote of its total membership fill such vacancy by appointment of a member eligible by all other criteria for the duration of the unexpired term of the vacated office.

**ARTICLE V--OFFICERS**

Section 1.

The President shall, as Chair of the Board, preside at all Chapter meetings, shall select the chairs of temporary committees, shall appoint Chapter delegates to the annual meeting of the Gulf States Region, shall be an ex officio member of all committees, and shall have the authority to sign all agreements and formal instruments.

Section 2.

The President-Elect shall serve upon the absence of the President, shall be co-chair of the Chapter's Annual Product show, and shall perform other duties assigned by the Board.

Section 3.

The Vice-President shall serve as Program Chair and shall perform such assignments as delegated by the President or Board.

Section 4.

The Secretary shall serve as Membership Chair and shall keep accurate minutes thereof; shall maintain a file of all correspondence; shall keep a roster of members and committees; shall have the authority to sign all agreements and formal instruments, except those pertaining to the office of Treasurer; shall submit a report of the Secretary's office at the annual meeting; and shall perform other duties as assigned by the Board.

#### Section 5.

The Treasurer shall collect and receive for monies and securities; shall deposit funds, disburse and dispose of the same, subject to the direction of the Board; shall keep accurate books of account; shall submit a report at Board meetings, shall submit a report of the Treasurer's office at the annual meeting; shall be co-chair of the Chapter's Annual Product Show, and shall perform other duties as assigned by the Board. The Treasurer, at the close of the fiscal year, 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, serve as chair of the Nomination Committee and as chair of the Planning Committee, and have other assignments as prescribed by the President or the Board.

### **ARTICLE VI--NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

#### Section 1.

Officers and Directors shall be elected, by Chapter members in good standing, to those offices as established by Article IV. For purposes of Chapter elections, voting members shall include member classifications designated by Institute Bylaws. At the election of a new President, the Immediate Past President shall replace the previous Past President as a Director on the Board without election.

#### Section 2.

Each elected Board member shall take office on July 1.

#### Section 3.

The President, President-Elect, or Vice-President shall not hold the same office for more than two consecutive one-year terms.

#### Section 4.

The term of office of each Director shall be for two years.

#### Section 5.

A Nominating Committee shall be appointed by the Board not later than February 20. The nominating committee shall endeavor to select candidates so the composition of the Board reflects the diversity of chapter membership. The Nominating Committee shall prepare a list of nominees, showing at least one name for each elective position on the Board due to become vacant, and shall present the list to the Chapter not later than the regular Chapter meeting in April. At this time, the members may present nominations from the floor. The Nominating Committee shall prepare the ballot, which shall include the original list of nominees and those nominated from the floor.

#### Section 6.

The ballots shall be counted and certified, by tellers appointed by the President, and the results shall be reported to the members.

#### Section 7.

Not later than April 30, the Chapter Secretary shall notify the Gulf States Region Secretary and the Institute office of the election results; and shall for the coming year submit to them a complete list of Chapter officers with their contact information.

### **ARTICLE VII--MEMBERSHIP**

#### Section 1.

The 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 elected 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 of members shall govern.

**ARTICLE VIII--MEETINGS OF MEMBERS**

Section 1.

Regular meetings shall be held monthly, except when otherwise decreed by the Board. Not less than ten regular meetings shall be held in the fiscal year.

Section 2.

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

Section 3.

These Bylaws, together with the applicable provisions of the Institutes Bylaws and Robert's Rules of Order Newly Revised, shall govern the conduct of business of the Chapter.

**ARTICLE IX--FISCAL ADMINISTRATION**

Section 1.

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

Section 2.

The annual Chapter dues shall be set by the Institute. Members Emeritus, Distinguished Members, Lifetime Members, and Honorary Members shall not be subject to dues.

Section 3.

The 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**

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 be publicized or otherwise sent to each member at least two weeks prior to a regular or special meeting.

Section 2.

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

**END OF BYLAWS**