

# **FORT LAUDERDALE CHAPTER BYLAWS**

*Draft Copy – Requires Approval by membership*

*REVISED - October 6, 2004 & Voted by Fort Lauderdale Board on October 12, 2004  
Reviewed by Institute secretary on October 30, 2004.*

## **ARTICLE I - Name**

Section 1:

The name of this organization is the Fort Lauderdale Chapter of the Construction Specifications Institute, Inc., a Florida Corporation not for profit, hereinafter referred to as the “chapter”: said Chapter being an affiliate chapter of the Construction Specifications Institute, Inc., hereinafter referred to as the “Institute”.

## **ARTICLE II - GOVERNING AUTHORITY**

Section 1:

The chapter is governed and operated in accordance with the laws of the State of Florida, provisions of the Institute Bylaws, these bylaws, the regulations and requirements for the conduct of the chapters of the Institute as adopted from time to time by the chapter’s board, and the Rules and Regulations of the Chapter’s Board of Directors 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 the purpose set forth in Section 1.

Section 3:

The chapter endorses a nondiscriminatory policy as to membership and does not restrict membership.

## **ARTICLE IV - BOARD**

Section 1:

The management and direction of the chapter shall be delegated exclusively to its board of directors,

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hereinafter referred to as the “board”.

## Section 2:

The board shall consist of a minimum of seven (7) members of the following member: president, president-elect, vice-president, secretary, treasurer, immediate past president, two (2) industry/associate directors, and two (2) professional directors. If the chapter includes a student affiliate, a student affiliate representative shall be a nonvoting member of the board.

## Section 3:

All members of the board are eligible to vote on chapter business, except the president of the chapter, who votes only in the event of a tie.

## Section 4:

The board, through the action of authority delegated to the chapter secretary or membership chairman, shall receive and promptly consider applications for membership in the chapter received from prospective members meeting the qualifications for Institute membership; may accept resignations from the chapter; and shall report its actions on membership promptly to the Institute.

## Section 5:

The board shall select all standing and special committees, 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 majority of the board, upon seven (7) days notice.

## Section 7:

A majority of the board shall constitute a quorum. All past presidents in attendance at the board meeting shall be eligible to be alternate voting members of the board in order to achieve a quorum.

## Section 8:

Should a vacancy occur in the office of the chapter, the board shall by two-thirds (2/3) affirmative vote of its total board membership fill such vacancy by appointment of a member eligible by all criteria for the duration of the unexpired term.

## Section 9:

When appropriate, the chapter board shall appoint a student affiliate committee of three (3) or more members. This committee shall be responsible for conducting liaison in the name of the chapter with the student affiliate by providing an advisor, support, guidance, program speakers, etc.

## Section 10:

Any officer or director failing to attend three (3) consecutive Board meetings, without good cause shall be considered to have resigned and shall be replaced pursuant to ARTICLE IV, Section 8.

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## **ARTICLE V - OFFICERS**

### Section 1:

The president shall serve as chairman of the board; preside at all chapter meetings; select the chairmen of all the committees; appoint the chapter delegates to the annual meeting of the Institute, unless they are otherwise elected by the chapter members; be ex-officio member of all committees; and shall sign all agreements and formal instruments with the approval of a majority vote of the board.

### Section 2:

The president-elect shall perform such duties as assigned by the president or board and serve upon the absence of the president.

### Section 3:

The vice-president shall perform such duties as assigned by the president or board and serve upon the absence of both the president and president-elect.

### Section 4:

The secretary shall see that notices are sent at least seven (7) days in advance of all meetings of the board and of the chapter and shall keep accurate minutes there of. The secretary shall maintain a file of all correspondence; shall keep a roster of members and committees; shall submit a report of the office at the annual meeting. The secretary shall perform other duties as assigned by the president and the board.

### Section 5:

The treasurer shall collect and receipt for monies and securities; deposit funds and disburse and dispose of the same within five (5) working days of receipt, subject to the direction of the board; keep accurate books of account; submit a report at board meetings and shall submit a report of his office at the annual meeting. Prepare and issue any forms as may be required by the United States Internal Revenue Service. Turn all books, monies or other properties, in the absence of a treasurer elect, to the president. Perform other duties as assigned by the president or the board.

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

### Section 1:

Officers and directors shall be elected to those offices as established by ARTICLE IV by the members of the chapter. When the new president assumes office, the current president-elect shall without election assume the office of president and the current president shall assume without election the office of immediate past president.

### Section 2:

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Each elected board member shall take office on July 1.

## **Section 3:**

The term of office for president, president-elect, vice president, secretary, and treasurer, shall be for one (1) year and the term of office for each director shall be for two (2) years. The president and each vice president shall not hold the same office for more than two (2) consecutive terms.

## **Section 4:**

The term of the office for directors shall be staggered two-year terms with half of the directors being elected each year.

## **Section 5:**

A nominating committee shall be appointed by the president or board not later than January 20th. The nomination committee shall prepare a list of nominees, showing at least one name for each elective position on the board due to become vacant, and present the list to the chapter not later than the regular meeting in April. At this time, the members may present nominations from the floor. Election shall be by written ballot. 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. Eligibility to vote shall be as defined in the Institute Bylaws.

## **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 30th, the chapter secretary shall notify the Institute directors and the Institute office of the results of the election and shall submit to them a complete listing of the chapter officers for the coming year, with their addresses and telephone numbers.

## **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 or a Life Time Member by the chapter only if he/she has been elected as an Honorary or Life Time Member by the Institute.

### **Section 4:**

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

## **ARTICLE VIII - MEETING OF MEMBERS**

### Section 1:

The annual meeting of the chapter shall be held during the month of June 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 southeast region Institute directors.

### Section 2:

Regular meetings shall be held monthly, except when otherwise decreed by the board. Not less than ten (10) regular meetings shall be held in the fiscal year.

### Section 3:

Special meeting may be called whenever the majority of the board deems it necessary, or upon written request by not less than one-tenth (1/10) of the chapter membership. The business at special meetings shall be limited to that for which the meeting was called.

### Section 4:

Minutes of regular and special meetings shall be distributed upon request of a chapter member in good standing. All request for minutes, shall be done in writing to the secretary of the chapter. Allow five working days for process.

### Section 5:

These bylaws, together with the applicable provisions of the Institute 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 July 1 to June 30.

### Section 2:

The annual chapter dues shall be set by the Board. Members Emeritus and Honorary Members shall not be subject to dues.

### Section 3:

A qualified applicant may select introductory membership in accordance with Institute Bylaws Article XIV, Section 2.c.

### Section 4:

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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 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:

Amendments to these Bylaws may be proposed by the board or may be presented in writing to the Board by 1/3 of other members of the chapter, and or proposed at a special meeting of members, providing such meeting was called for this purpose.

### Section 2:

Proposed amendments to these chapter bylaws shall first be submitted in duplicate, accompanied with two (2) copies of the complete, current bylaws, to the Institute secretary for approval. After Institute secretary approval, they shall then be publicized two (2) weeks prior to a regular or special meeting.

### Section 3:

These bylaws must then be amended by a two-thirds (2/3) vote of the chapter members in good standing present at a regular or a special meeting.

## **ARTICLE XII – INDEMNIFICATION:**

### Section 1:

To the extent permitted or required by the Not-For-Profit Corporation Law of the State of Florida, but not otherwise, the chapter shall indemnify any persons made or threatened to be made a party to an action or proceeding by or in the right of the chapter to procure a judgment in its favor, by reason of the fact that they are or were a director, officer, employee, or commission or committee member of the chapter, against the reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with the defense of such action, or in connection with any appeal therein, provided such director, officer, employee, commission or committee member shall have discharged the duties of the position in good faith and with that degree of diligence, care and skill of diligence, care and skill would exercise under similar circumstances in like positions.

END OF REVISED BYLAWS –

Revised on this 6th Day of October of the year 2004.

Vote by the Board on October 12, 2004

Reviewed and revised by Institute secretary October 30, 2004

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