

**Bylaws of the West Region of
The Construction Specifications Institute, Inc.**

ARTICLE I – NAME

The name of this organization is the West 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 California, provisions of the Institute Bylaws, these bylaws, the regulations and requirements for the conduct of members, chapters, and regions of the Institute as adopted by the Institute Board, and the rules and instructions of the region’s board issued through its officers.

ARTICLE III – PURPOSE AND POLICY

Section 1: Purpose

The purpose of the region is to provide a medium at the region level for the advancement of the objectives of the Institute.

Section 2: Policy

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

ARTICLE IV – DOMAIN AND MEMBERSHIP

Section 1.: Domain

The domain of the region shall be the West Region of the United States of America as geographically designated by the Institute.

Section 2: Membership

The membership of the region shall be comprised of the members of the Institute within the domain of the region.

ARTICLE V – BOARD

Section 1: Governance

The management and direction of the region shall be delegated exclusively to its board.

Section 2: Composition

- a. The board shall consist of the officers, directors, and student representative.
- b. Each chapter within the region shall select one director, in accordance with their chapter bylaws and board.
- c. The term of office for the officers and directors shall coincide with the Institute's fiscal year, and shall continue until their respective successors take office.
- d. The Institute director elected from the region shall be an ex officio non-voting member of the region board.
- e. No member may hold more than one position on the board concurrently.

- f. A student CSI member shall be appointed student representative by the president as a non-voting member of the region board.

Section 3: Region Management

The board shall have control and management of the affairs of the region with authority to conduct the business of the region.

Section 4: Meetings

- a. The board shall hold at least one meeting during the year, the time and place of which shall be fixed by the board. Special meetings shall only be held upon the call of the president or a majority of the board upon seven calendar days written notice.
- b. 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 and, if a videoconference, to see each other as well.

Section 5: Quorum

A majority of the board shall constitute a quorum.

Section 6: Committees

The board shall establish all standing and special committees, designate duties, and may authorize compensation for justifiable expenses.

Section 7: Eligibility

Officers and Directors of the region who for any reason whatsoever cease to be members of the region or Institute shall thereupon no longer hold such office in the region.

Section 8: Vacancies

Any vacancies that occur in the board shall be filled as follows for the duration of the unexpired term:

- a. A director vacancy shall be filled by the chapter where the vacancy exists.
- b. In the event of a vacancy in the office of the president of the region, the president-elect of the region shall assume the presidency of the region.
- c. A vacancy in the office of president-elect shall be filled by the board.
- d. A vacancy in the office of secretary or treasurer shall be filled through appointment by the president.

Section 9: Conduct

The order of business for meetings shall be determined by the presiding officer. These bylaws and Roberts Rules of Order Newly Revised shall govern the conduct of the meetings.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1: Composition

The executive committee, as officers of the region, shall consist of the president, president-elect, secretary, and treasurer.

Section 2: Authority

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

Meetings of the executive committee may be held upon the call of the president.

Section 4: Quorum

A majority of the executive committee shall constitute a quorum.

Section 5: Conduct

The order of business for meetings shall be determined by the president. These bylaws and Roberts Rules of Order Newly Revised shall be the guide for the conduct of the executive committee meetings.

ARTICLE VII – OFFICERS

Section 1: President

- a. The president of the region shall serve as chair of the board and the executive committee, preside at all region meetings, appoint the chairs of all committees, be an ex-officio member of all committees, and sign all agreements and formal instruments on behalf of the region.

The president shall serve for a term of 2 years.

Section 2: President-Elect

- a. The president-elect of the region shall be a member of the executive committee and board, an ex-officio member of all committees of the region, and shall have such assignments as may be made by the president of the region, executive committee or the board.
- b. The president-elect shall serve for a term of 2 years or until a successor is elected.

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 have such other duties as may be prescribed 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. The secretary shall be appointed by the president and confirmed by the board, for a term of one year, and may be reappointed.

Section 4: Treasurer

- 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.
- b. The treasurer shall be appointed by the president and confirmed by the board for a term of one year, and may be reappointed.

ARTICLE VIII – NOMINATION OF INSTITUTE DIRECTOR & PRESIDENT-ELECT

Section 1: Requirements

The region shall conform to Institute Bylaws Article V for selecting nominees for Institute directors.

Section 2: Procedures

Not later than July 1 of the administrative year in which the term of the Institute director or president-elect expires the following June 30, a region nominating committee comprised of one voting member designated by each chapter shall be formed.

Section 3: Chair

The president shall appoint a chair with confirmation by the board. In the absence of a chair, an acting chair, with voting privileges, shall be elected from within and by the committee.

Section 4: Nominations

The nominating committee shall prepare a list of nominees, showing at least one qualified name for each position due to become vacant. At least one and not more than four qualified members shall be nominated to the Institute for each vacant position.

Section 5: Member Nominations

The nominees selected shall be announced to all members at the annual members meeting. Additional nominations motioned from the floor and seconded by members in good standing shall be accepted and placed on the ballot. Should the total number of qualified nominations exceed four, an election among the members present to reduce the nominations to four shall be made by written ballot. The ballots shall be counted and certified by tellers appointed by the region president, and the results shall be reported to the members present.

Section 6: Notification

Not later than November 1, the region secretary shall notify the Institute secretary of the results of the nominations including a listing of names, addresses, electronic mail addresses, and telephone numbers.

ARTICLE IX –ELECTIONS

Section 1: Offices

The current president–elect shall assume without election the office of president. The president-elect shall be elected to office, as established by Article VII, by the members of the Region.

Section 2: Election

In the absence of the election being conducted by the Institute, the region shall hold an election as provided for under this Article.

Section 3: Ballots

The region nominating committee shall prepare a ballot and present the list of nominees to the region.

Section 4: Voting

Each voting member of the region 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. The winners shall be determined by a plurality of votes cast.

Section 5: Counting

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

Section 6: Notification

Not later than April 30, the region secretary shall notify the Institute office of the results of the election and shall submit a complete listing of the region officers for the coming year, with their addresses, electronic mail addresses, and telephone numbers.

ARTICLE X – COMMITTEES

The board shall create committees of the region and delegate to these committees such powers and functions as it finds desirable for the conduct of business and for carrying out the purposes for which the region has been organized. The board may authorize compensation for justifiable expense for the committees. All members serving on region committees shall be members of the Institute and the region.

ARTICLE XI – MEETINGS OF THE REGION

Section 1: Members Meeting

The region shall meet annually at such time and place as fixed by the board. Any member of the region in good standing in the Institute may attend the region annual meetings.

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 the special meeting.

Section 3: Notice

The time and place of the annual membership meeting and special meetings shall be announced by mail to all members of the region at least 20 days in advance.

Section 4: Conduct

The order of business for meetings of the members of the region shall be determined by the board. *Roberts 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 officer present at an annual or special meeting shall constitute a quorum.

ARTICLE XII – FISCAL ADMINISTRATION

Section 1: Calendar

The fiscal and administrative 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 by an allocation from the Institute dues of each member of the region.
- b. The board may supplement the Institute allocation through an assessment of each region member. The amount of the assessment shall be based on the membership as published in the official Institute report of membership through July 1.
- c. At the close of the fiscal year, required informational forms and tax returns shall be filed and any taxes due paid to the Internal Revenue Service and other authorities within the prescribed time limits.

Section 3: Fiscal Review

The board shall appoint a committee to review the books and transactions of the treasurer at the close of the fiscal year. The committee's report shall be available at the next regular meeting of the members of the region.

ARTICLE XIII – INDEMNIFICATION

Indemnification of Directors, Officers, and Employees:

- a. The region shall indemnify every person who is or was a trustee, director, officer, or employee of the region, or who is serving or has served at its request as a director, trustee, officer, or employee of any other corporation (hereinafter referred to as "other corporation") against reasonable expenses, including attorneys' fees and disbursements, judgments, decrees, fines, penalties, and amounts paid in settlement, in connection with any pending or threatened claim, action, suit, or proceeding (civil, criminal, administrative, or investigative) in which they may be involved or threatened to be involved as a party or otherwise, by reasons of being or having been such director, trustee, officer, or employee; provided a determination is made in the manner provided in b. of this section that such person:
 - 1) was not willfully negligent or guilty of willful misconduct in the performance of duties to the region or other corporation of which the individual is or was a director, trustee, officer, or employee;
 - 2) acted in good faith in what they reasonably believed to be the best interest of the region or other corporation;
 - 3) in any matter the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that their conduct was unlawful; and
 - 4) in the case of amounts paid in settlement, that such settlement is or was reasonable and in the best interest of the region or other corporation; provided, however, that if at any time any provisions are contained in the laws of the State of California prohibiting indemnification in respect of any claim, action, suit, or proceeding except upon a determination of the extent thereof in the manner provided therein, then indemnification in respect thereof shall be made only in accordance with such provisions.
- b. The determination as to 1), 2), 3), and 4) in the preceding paragraph may be made by an adjudication of a court of competent jurisdiction. All determinations, except those made by such prior adjudications, shall be made:
 - 1) by a majority vote of a quorum consisting of disinterested directors of the region (namely directors who are or were not parties to or threatened with any such claim, action, suit or proceeding);
 - 2) if such a quorum is not obtainable or, even if obtainable, if the quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
 - 3) by the members in like manner to the procedure for amending the region bylaws.

In making a determination, the disinterested directors may conclusively rely upon an opinion as to facts or law or both, of independent legal counsel selected by them. The termination of a claim, action, suit, or proceeding by judgment, settlement, conviction, or upon a plea of guilty or of nolo-contendere or its equivalent shall not of itself create a presumption that the trustee, director, officer, or employee was negligent or guilty of misconduct in the performance of duty to the region or other corporation while a director, trustee, officer, or employee did not act in good faith in what they reasonably believed to be the best interests of the region or other corporation, or, in

any manner the subject of a criminal action, suit, or proceeding, had reasonable cause to believe that their conduct was unlawful.

- c. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the region to the trustee, director, officer, employee, or their legal counsel prior to the final disposition thereof upon receipt of an undertaking by the trustee, director, officer, or employee to repay such amount as shall not ultimately be determined to be payable to them hereunder.
- d. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such trustee, director, officer, or employee now or hereinafter may be entitled, shall continue to a person who has ceased to be a trustee, officer, director, or employee, and shall inure to the benefit of such person's heirs and legal representatives.

Section 2: Bonding and Insurance

Fidelity Bond or Directors and Officers Insurance: Every person entrusted with the handling of funds or property by the region shall be bonded or insured in such form and in such amount for any fraudulent or dishonest act or acts committed against the Institute (National, regions, and chapters) while acting alone or in collusion with others; the cost of said bond or insurance to be paid by the region.

ARTICLE XIV – AMENDMENTS

Section 1: Proposing

Proposals for amendments to these bylaws may be made by the board or submitted to the board in a petition, accompanied with detailed justification for the proposed changes, and signed by not less than 1 percent of the members of the region. Proposed amendments to these region bylaws shall be submitted to the Institute secretary for approval. After approval by the Institute secretary, the amendments shall then be published to each member at least two weeks prior to a regular or special meeting or vote by ballot.

Section 2: Acceptance

An affirmative vote by at least two-thirds of the board is required to approve an amendment to these bylaws, or when required by California law or determined by the board, an affirmative vote of at least two-thirds of the members present at the next regular or special meeting or of those voting by ballot.

ARTICLE XV – NUMBERING OF ARTICLES AND SECTIONS

The board is authorized to number the articles and sections of these bylaws to correspond with any changes that may be made.