

**BY- LAWS of the Metropolitan New York Chapter
Construction Specifications Institute, Inc.**

ARTICLE I - NAME

Section 1

The name of the organization is "The Metropolitan New York Chapter of The Construction Specifications Institute, Inc.," hereinafter referred to as the "Chapter"; said Chapter being an affiliate of The Construction Specifications Institute, Inc., hereinafter referred to as the "Institute".

Section 2

Organization: The Chapter is a not- for- profit Membership Corporation incorporated in the State of New York on the 14th day of September 1955 and chartered with the Institute on the 1st day of June 1951.

ARTICLE II - GOVERNING AUTHORITY

The Chapter is governed and operated in accordance with the laws of the State of New York, provisions of the Institute By-Laws, these By-Laws, 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's board issued through its officers.

ARTICLE III - PURPOSE AND POLICY

Section 1

The purpose of this 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 its purpose.

Section 3

The Chapter endorses a non-discriminatory policy as to membership and does not restrict membership based on a classification ratio or any other practice.

ARTICLE IV - BOARD

Section 1

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

Amendments noted herein Approved by Metropolitan New York Chapter Board of Directors-
December 14, 2011; Approved by Ballot of Chapter Membership, April, 2012
Draft Revision for Review June 08, 2011
Approved by Institute: January 21, 2004

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Section 2

The Board shall consist of eleven (11) Officers, which are members in good standing: President, two Vice Presidents, Region Director, Secretary, Treasurer, Immediate Past President, and four Directors. If the Chapter includes a Student Affiliate, the representative shall be a non-voting member of the Board.

Section 3

Members of the board are eligible to vote on Chapter business.

Section 4

The Board, through the action of authority delegated to the Chapter Secretary 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 promptly report actions on membership to the Institute.

Section 5

The Board shall select standing and special committees, designate duties, and may authorize compensation for justifiable expenses. Committee chairs shall be members of the Chapter.

Section 6

The Board shall schedule monthly business meetings. Special meetings shall be held upon the call of the President or a majority of the Board upon seven days written notice.

Section 7

A majority of the Board shall constitute a quorum.

Section 8

The Officers of the Chapter who cease for any reason to be members of the Chapter or the Institute shall no longer hold such position on the Chapter board.

Section 9

Should a vacancy occur in any Office of the Chapter, the Board shall by two-thirds affirmative votes of the total Board membership fill such vacancy by appointment of a member eligible by other criteria for the duration of the unexpired term.

Section 10

When appropriate the chapter board shall appoint a student affiliate committee of three 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.

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ARTICLE V – OFFICERS

Section 1

The President shall serve as chair of the Board; shall preside at chapter meetings; select the chairs of each committee, subject to approval of the board; appoint the chapter delegates to the annual meeting of the Institute; be an ex-officio member of committees; and sign agreements and formal instruments.

Section 2

The Vice Presidents shall perform such duties as assigned by the President or Board. Upon the absence of the President, the Vice President with the most seniority on the Board shall perform the duties of the President. In addition, duties for oversight of the Chapter committees shall be as delegated by the President or the Board.

Section 3

The Region Director shall represent the Chapter by serving on the Board of Northeast Region. Upon the absence of the President and Vice Presidents, the Region Director shall perform the duties of the President. In addition, the Region Director shall perform other duties as assigned by the President or the Board. If the Region Director is unable to perform duties for the Northeast Region, the President or Board shall designate a replacement and notify the Region.

Section 4.

The Secretary shall see that notices are sent at least seven (7) days in advance of meetings of the Board and keep accurate minutes. The Secretary shall maintain a file of correspondence; keep a roster of members and committees; co- sign agreements and formal instruments, except those pertaining to the office of Treasurer and submit a report of office at the Annual Meeting. The Secretary shall perform other such duties as assigned by the President or Board.

Section 5

The Treasurer shall collect and receipt for monies and securities; deposit funds, 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 such duties as assigned by the President or Board.

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ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1

The Officers shall be elected to those offices as established by Article IV with the following exceptions: The President shall become Immediate Past President at the conclusion of the term without election.

Section 2

Each elected Board member shall take office on July 1.

Section 3

The term for President shall be one year; with a two (2) consecutive term limit.

Section 4

The term for Vice Presidents shall be one (1) year; with a two (2) consecutive term limit. The term for Treasurer and Secretary shall one (1) year; with a three (3) consecutive term limit.

Section 5

The term for Region Director shall be two (2) years with a one term limit.

Section 6

The term for Directors shall be two years, with one-half of the Directors terms expiring in any single year.

Section 7

A Nominating Committee of five (5) members in good standing, two (2) of which are not on the current Board, shall be appointed by the Board no later than the November board meeting; including the committee chair of the previous year's nominating committee. The nominating committee shall elect one of its members to be Chair.

Section 8

The Nominating Committee shall prepare a list of nominees, showing at least one name for each elective position of the Board due to become vacant and present the list to the Chapter not later than the regular meeting in April. Actions of the Nominating Committee shall be by a majority vote of the committee members. Election shall be by electronic or written ballot. The nominating committee shall prepare the ballot, which shall include the original list of nominees and a place for a write- in candidate. Each voting member of the Chapter shall be provided with a ballot at least two (2) weeks prior to the ballot count.

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Section 9

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

Section 10

Not later than May 31, the Chapter Secretary shall notify the the Northeast Region and the Institute office of the results of the election by submitting a complete listing of the Chapter Board for the coming year with their addresses and telephone numbers.

ARTICLE VII - MEMBERSHIP

Section 1

The qualifications and classification for membership shall conform to the Institute By-Laws.

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 by the chapter only if elected as an honorary member by the Institute.

Section 4

A Chapter member, who has been accepted by the Institute in membership classifications as Retired Members, Members Emeritus or Lifetime Members shall automatically become a like classified member of the Chapter.

Section 5.

The provisions of the Institute By- Laws 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 on the finances of the chapter. A copy of these reports shall be sent to the Northeast Region.

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

Section 4

Minutes of regular and special meetings shall be made available to the members. A copy shall be distributed to Board members and to the the Northeast Region.

Section 5

These bylaws, together with the applicable provisions of the Institute By- Laws 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 Board. Members Emeritus, Honorary members and Lifetime Members shall not be subject to dues.

Section 3

Annual dues notices are mailed by the Institute and are payable when received. Initial dues shall accompany the membership application. An applicant may select membership as allowed by Institute By- Laws and Institute Board approved policy.

Section 4

Institute and Chapter dues shall be paid to the Institute with the Chapter dues being returned to the by the Institute. Northeast Region Assessment shall be paid at the discretion of the Board.

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Section 5

The Chapter funds shall be issued from bank accounts by checks jointly signed by the President or Vice President and the Treasurer or Secretary.

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 - THE FRANCIS L. FRYBERGH MEMORIAL AWARD

Section 1 The Chapter to honor the memory of Francis L. Frybergh for his tireless efforts on behalf of the Chapter established this Memorial Award. The recipient shall be an outstanding student from an architectural or construction program at one the colleges within the Chapter's domain.

Section 2

The President shall be responsible for the administration of the funds which are to be held in an investment account maintained separately from other chapter funds.

Section 3

The President shall appoint a committee annually to select a recipient. In addition to selecting the recipient, the committee shall recommend to the Chapter Board the amount of the award.

ARTICLE XII - AMENDMENTS

Section 1

Proposed amendments to these By- Laws shall be first submitted in duplicate, accompanied with two copies of the complete current By- Laws, to the Institute for approval. After Institute approval, they shall then be publicized in the regular chapter newsletter issued prior to a regular meeting or by letter at least two (2) weeks prior to a special meeting.

Section 2

These By- Laws may then be amended by a two-thirds vote of the members present at the regular meeting, a special meeting or by electronic ballot.

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ARTICLE XIII - LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 1 - Indemnification

To the fullest extent permitted by laws of the State of New York, the Chapter agrees to indemnify any Officer made, or threatened to be made, a party to any action or proceeding, to procure a judgment in its favor, civil or criminal, other than one by or in the right of the chapter, against any judgment, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal, if such Officer acted in good faith, for a purpose reasonably believed to be in the best interests of the Chapter, which arises from the performance of his or her duties on behalf of the Chapter and in criminal actions or proceedings, in addition, had no reasonable cause to believe that the conduct was unlawful.

Section 2 - Insurance

The Board may purchase and maintain insurance: (a) to indemnify the Chapter, for any obligation which it incurs as a result of the indemnification of Officers under the provisions of this article; (b) to indemnify Officers in instances in which they may be indemnified by the Chapter under the provisions of this article; and (c) to indemnify Officers in instances in which they may not otherwise be indemnified by the Chapter under the provision of this article, provided the contract of insurance covering such Officers provides in a manner acceptable to the superintendent of the insurance for a retention amount and coinsurance.

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