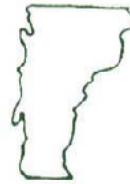




VERMONT CHAPTER  
PO Box 64902  
Burlington VT 05406



# Bylaws of the Vermont Chapter of The Construction Specifications Institute, Inc.

## ARTICLE I – NAME

The name of this organization is the Vermont Chapter of The Construction Specifications Institute, Inc., hereinafter referred to as the “Chapter.” The Chapter shall be affiliated with The Construction Specifications Institute, Inc., hereinafter referred to as the “Institute.”

## ARTICLE II - GOVERNING AUTHORITY

The Chapter is governed and operated in accordance with the Vermont Nonprofit Corporation Act, the other laws of the State of Vermont, the Chapter’s articles of incorporation, the provisions of these bylaws, the regulations and requirements for the conduct of chapters of the Institute (as adopted from time to time by the Institute), and the rules and instructions of the Chapter’s board of directors.

## ARTICLE III - PURPOSE AND POLICY

### Section 3.1. Purpose

The purpose of the Chapter is to advance the objectives of the Institute in the State of Vermont, which include but are not limited to the following: **(a)** fostering and promoting the interests of individuals and entities engaged in any phase of the business of writing, preparing, compiling, or in any way utilizing specifications in the construction and allied industries; **(b)** promoting improved written and drawn documentation, standards, and practices in the construction and allied industries; **(c)** promoting closer relations and cooperation among its Members (defined in Section 4.1 below); and **(d)** otherwise acting as a business league in order to further the common interests and opportunities of its Members.

### Section 3.2. Exempt Activities

The name, funds, or influence of the Chapter may be used only in support of its purpose. Notwithstanding any other provision of these bylaws, no Member, director, officer, employee, or representative of the Chapter shall take any action or carry on any activity by or on behalf of the Chapter not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future federal tax code.

## ARTICLE IV - MEMBERSHIP

### Section 4.1. Definition of Member

A “Member” is any natural person who meets each of the following qualifications:

- (a) Such person is a member of the Institute.
- (b) Such person's application for admission to the Institute indicated that such person desired to become a member of the Chapter.
- (c) Such person has not resigned as a Member or been terminated as a Member pursuant to this Article.

#### **Section 4.2. Member Classifications**

A Member's classification at the Institute level shall also be the Member's classification at the Chapter level. If a Member is allowed to vote as a member of the Institute, such Member shall also be allowed to vote as a Member of the Chapter and shall be considered a "Voting Member"; all other Members shall be "Non-Voting Members" and, for purposes of the Vermont Nonprofit Corporation Act, shall not be considered members. If a Member is eligible to hold a director or officer position at the Institute level, such Member may also hold a director or officer position at the Chapter level if duly elected.

#### **Section 4.3. Withdrawal of a Member**

A Member may resign as a Member at any time by giving written notice to either the president or the secretary of the Chapter. Such resignation shall not relieve an individual of any liability for dues or other obligations owed to the Chapter. All rights, rights, privileges, and interests of a Member in or to the Chapter shall cease to exist upon such Member's resignation, and such Member shall not be entitled to a refund of dues or other money directly or indirectly paid to the Chapter.

#### **Section 4.4. Suspension, Censure, or Termination of a Member**

- (a) **Procedure.** The board of directors, upon a Supermajority Vote (defined below), may suspend, censure, or terminate a Member at any time as the board of directors shall determine, for actions or omissions that have been or may be harmful to the welfare, interest, character, or reputation of the Chapter. The board of directors shall give any Member that is being considered for suspension, censure, or termination written notice containing a copy of the allegations supporting the board of directors' consideration. A special meeting of the board of directors shall be scheduled in order to discuss such allegations. The accused Member shall have the right to attend such meeting and may have legal representation at such meeting. Such Member shall have the right to appeal from a decision of the board of directors to the Voting Members at their next annual meeting. The vote of the Voting Members at such meeting shall be final. No Member termination shall relieve an individual of any liability for dues or other obligations owed to the Chapter.
- (b) **Failure to Pay Dues; Failure to be an Institute Member.** Notwithstanding the above, any Member whose dues remain delinquent for a period of more than one (1) month following the due date shall be automatically terminated as a Member. Notwithstanding the above, any Member who ceases to be an Institute member shall be automatically terminated as a Member. No Member termination shall relieve an individual of any liability for dues or other obligations owed to the Chapter.
- (c) **No Effect on Institute Membership.** The board of directors shall receive and promptly consider requests for change in Member status in the Chapter. The withdrawal, suspension, censure, or termination of a Member at the Chapter level shall not, in and of itself, affect such Member's status at the Institute level. The board of directors, however, shall promptly report to the Institute its actions on any Member's status as such.

## ARTICLE V - MEETINGS OF VOTING MEMBERS

### **Section 5.1. Annual Meetings**

The annual meeting of the Voting Members shall be held during the month of April, to elect directors, review reports of the board of directors, committees, and officers, and address any other business brought before the Voting Members. The annual meetings may be held within or without the State of Vermont. At the meeting, the secretary of the Chapter shall submit a report on the activities of the Chapter during the secretary's past term of office. At the meeting, the treasurer of the Chapter shall submit an annual report of the finances of the Chapter.

### **Section 5.2. Special Meetings**

Special meetings of the Voting Members may be called by the president or the board of directors or upon written request by not less than five percent (5%) of the Voting Members. The business at special meetings shall be limited to that specified in the notice of the special meeting. Special meetings may be held within or without the State of Vermont.

### **Section 5.3. Notice of Meetings, Waivers of Notice, Record Date, and Action by Written Ballot**

The applicable provisions of the Vermont Nonprofit Corporation Act shall govern notice of meetings, waivers of notice, the fixing of record dates, action by written consent, and action by written ballot.

### **Section 5.4. Quorum and Voting Requirements**

Each Voting Member shall be entitled to one (1) vote. Ten percent (10%) of the votes entitled to be cast on a matter must be represented at a meeting of the Voting Members in order to constitute a quorum on such matter. Unless one-third or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual meeting of Voting Members are those matters that are described in the meeting notice. Except as provided for in Section 11.2 below or as otherwise required by law or the articles of incorporation, if a quorum is present on a matter, action on such matter by the Voting Members is approved if the votes cast by the Voting Members favoring the action exceed the votes cast opposing the action.

### **Section 5.5. Meeting Protocol**

*Robert's Rules of Order, Newly Revised*, shall govern the protocol of Voting Member meetings.

### **Section 5.6. Non-Voting Members**

Non-Voting Members shall have no rights to receive notices of Voting Member meetings, attend Voting Member meetings, or vote on any matter. The board of directors, however, may invite Non-Voting Members to Voting Member meetings.

## ARTICLE VI - BOARD OF DIRECTORS

### **Section 6.1. Powers and Duties of the Board of Directors**

The board of directors shall have control and management of the affairs and business of the Chapter, and the directors shall in all cases act as a board, regularly convened, and in the transaction of business, the act of a majority present at a meeting, except as otherwise provided by law, the articles of incorporation, or these bylaws, shall be the act of the board of directors, provided a quorum is present. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the Chapter as they deem proper and not inconsistent with law, the articles of incorporation, or these bylaws.

Notwithstanding the foregoing, where these bylaws require a “Supermajority Vote,” a vote of at least two-thirds of the directors present at a meeting shall be the act of the board of directors, provided a quorum is present.

### **Section 6.2. Number and Qualification**

The initial board of directors shall be elected by the incorporator; otherwise, the directors shall be elected by the Voting Members. The number of directors shall be such number as shall be fixed by the Voting Members or the incorporator, as the case may be; provided, however, that in no event shall the number of directors be less than three (3). No more than forty-nine percent (49%) of the individuals serving as directors may be “financially interested persons” (meaning generally those receiving compensation, other than reasonable directors’ fees or reimbursement for reasonable expenses, from the Chapter), as defined in 11B V.S.A. § 8.13 or any successor provision. To the extent practicable, an individual holding an officer position of the Chapter shall also be a director of the Chapter. Professional Members (as defined in the Institute’s bylaws) shall constitute a minimum of thirty-three percent (33%) of the directors, and Industry Members and Associate Members (as defined in the Institute’s bylaws), in the aggregate, shall constitute a minimum of thirty-three percent (33%) of the directors.

### **Section 6.3. Manner of Election**

The directors shall be elected at the annual meeting of Voting Members.

### **Section 6.4. Terms of Office**

The directors shall be divided into two groups – Group 1 and Group 2. The terms of the directors in Group 1 shall expire on June 30<sup>th</sup> of every even numbered year. The terms of the directors in Group 2 shall expire on June 30<sup>th</sup> of every odd numbered year.

### **Section 6.5. Meetings**

The board of directors shall hold an annual meeting for the election of officers and for the transaction of any other business. Such annual meeting shall be held immediately after the annual meeting of the Voting Members, or if no such annual Voting Member meeting is held, at such time and location as the board of directors may from time to time determine. Other regular meetings of the board of directors shall be held at such times and locations as the board of directors may from time to time determine. Special meetings of the board of directors may be called by the president at any time, and the president must, upon the written request of any director, call a special meeting to be held not more than ten (10) business days after the date of such request.

### **Section 6.6. Notice of Meetings**

No notice need be given of any regular meeting of the board of directors. Notice of special meetings shall be served upon each director in person or by electronic mail or other similar telecommunication system so long as a written record of such notice may be kept and reduced to hard copy, or by mail and addressed to him or her at his or her last known post office address, at least two (2) days prior to the date of such meeting (unless extended notice is required under 11B V.S.A. § 8.22(c) or a successor provision), specifying the time and place of the meeting. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting. At any meeting at which all of the directors shall be present, although held

without notice, any business may be transacted that might have been transacted if the meeting had been duly called.

**Section 6.7. Waiver of Notice**

Whenever, under the provisions of these bylaws or of any statute, any director is entitled to notice of any regular or special meeting or of any action to be taken by the Chapter, such meeting may be held or such action may be taken without the giving of such notice, provided every director entitled to such notice waives in writing the requirements of these bylaws with respect thereto.

**Section 6.8. Place of Meeting**

The board of directors may hold its meetings either within or without the State of Vermont, and such place shall be designated in the notice of any such meeting.

**Section 6.9. Quorum**

At any meeting of the board of directors, the presence of a majority of the board of directors fixed in accordance with these bylaws shall be necessary to constitute a quorum for the transaction of business. Should a quorum not be present, a lesser number may adjourn the meeting to some further time.

**Section 6.10. Telephone Meetings**

Members of the board of directors and members of any committee designated by the board of directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such a manner shall constitute presence in person at such meeting.

**Section 6.11. Consent**

Any action consented to in writing by each and every director shall be as valid as if adopted by the board of directors at a duly held meeting thereof, provided that such written consent is inserted in the minute book.

**Section 6.12. Voting**

At all meetings of the board of directors, each director shall have one (1) vote.

**Section 6.13. Compensation**

Directors shall not receive any stated salaries for their services as directors, but by resolution of the board of directors, a reasonable fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board of directors. Nothing contained herein shall be construed to preclude any director from serving the Chapter in any other capacity and receiving reasonable compensation therefor, so long as the limitations set forth in these bylaws regarding “financially interested persons” is complied with. The board of directors may authorize the reimbursement of reasonable expenses incurred by any of the Chapter’s directors, officers, employees, or agents acting on behalf of the Chapter.

#### **Section 6.14. Vacancies**

Any vacancy occurring in the board of directors by death, resignation, or otherwise shall be promptly filled (or the directorship shall be eliminated) by a two-thirds vote of the remaining directors (though constituting less than a quorum of the board of directors) at a special meeting which shall be called for that purpose within thirty (30) days after the occurrence of the vacancy. The director thus chosen shall hold office for the unexpired term of his or her predecessor and until the election and qualification of his or her successor.

#### **Section 6.15. Resignation**

Any director may resign his or her office at any time by delivering written notice to the board of directors or any officer of the Chapter. A resignation shall take effect when such notice is effective unless such notice specifies a later effective date.

#### **Section 6.16. Removal of Director**

Any director may be removed with or without cause, at any time, only by the Voting Members.

#### **Section 6.17. Committees**

- (a) **Creation of Committees.** Unless the articles of incorporation provide otherwise, the board of directors may create one (1) or more committees and appoint members to serve on them. Each committee must have at least two (2) or more members who serve at the pleasure of the board of directors. Any committee that has a member who is not also a director shall be an advisory committee only.
- (b) **Required Procedures.** Sections 6.5 through 6.12 of these bylaws, which govern meetings, notice and waiver of notice, place of meetings, quorum requirements, telephone meetings, action without a meeting and voting requirements of the board of directors, apply to committees and their members. The act of a majority of the committee members present at a meeting, except as otherwise provided by law or the articles of incorporation, shall be the act of the committee, provided a quorum is present.
- (c) **Authority.** Unless limited by the articles of incorporation, each committee may exercise those aspects of the authority of the board of directors that the board of directors confers upon such committee in the resolution creating the committee; provided, however, a committee may not:
  - (1) authorize distributions to members;
  - (2) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Chapter's assets;
  - (3) elect, appoint or remove directors or fill vacancies on the board of directors or on any of its committees; or
  - (4) adopt, amend or repeal the articles of incorporation or these bylaws.

## **ARTICLE VII - OFFICERS**

### **Section 7.1. Officers and Qualifications**

The Chapter shall have a president, a secretary, a treasurer, and may have such other officers as the board of directors may determine, including vice presidents and assistant treasurers and secretaries. Any two or more offices may be held by the same person, except the offices of president and secretary.

### **Section 7.2. Election**

Subject to Section 7.1 above, all officers of the Chapter shall be elected annually by the board of directors at its annual meeting.

### **Section 7.3. Term of Office**

All officers shall hold office until their successors have been duly elected and have qualified or until removed as hereinafter provided.

### **Section 7.4. Removal of Officers**

Any officer may be removed either with or without cause by the board of directors.

### **Section 7.5. Duties of Officers**

The duties and powers of the officers of the Chapter shall be as follows and as shall hereafter be set by resolution of the board of directors:

**(a) President.**

- (1)** The president shall manage the affairs of the Chapter, subject to, and in accordance with, the directions of the board of directors.
- (2)** The president shall present at each annual meeting of the Voting Members a report of the condition of the business of the Chapter.
- (3)** The president shall appoint, discharge and fix the compensation of all employees and agents of the Chapter other than the duly elected officers, subject to the approval of the board of directors.
- (4)** The president shall oversee the signing and execution of all contracts in the name of the Chapter and all notes, drafts, or other orders for the payment of money.
- (5)** The president shall cause all books, reports, statements, and certificates to be properly kept and filed as required by law.
- (6)** The president shall be an ex-officio member of all committees.
- (7)** The president shall oversee the preparation of budgets of expense for the approval of the board of directors.
- (8)** The president shall from time to time make reports of the work and affairs of the Chapter to the board of directors.

- (9) The president shall preside at all meetings of the board of directors.
  - (10) The president shall cause to be called regular and special meetings of the directors in accordance with the requirements of the statutes and these bylaws.
  - (11) The president shall enforce these bylaws and perform all duties incident to his or her office and which are required by law, and generally, the president shall supervise and control the business and affairs of the Chapter.
- (b) **Vice President.** During the absence or incapacity of the president, the vice president (or if there is more than one vice president, then in order of seniority of election) shall perform the duties of the president, and when so acting, shall have all the powers and be subject to all the responsibilities of the office of the president and shall perform such duties and functions as the board may prescribe.
- (c) **Treasurer.**
- (1) The treasurer shall have the care and custody of and be responsible for all the funds and securities of the Chapter, and shall cause to be deposited such funds and securities in the name of the Chapter in such banks or safe deposit companies as the board of directors may designate.
  - (2) The treasurer shall cause to be made, signed, or endorsed, in the name of the Chapter, all checks, drafts, notes, and other orders for the payment of money and pay out and dispose of such under the direction of the president or the board of directors.
  - (3) The treasurer shall keep in his or her possession accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any director upon request during business hours.
  - (4) The treasurer shall render a report of the condition of the finances of the Chapter at each regular meeting of the board of directors, at each annual Voting Member meeting, and at such other times as shall be required of him or her.
  - (5) The treasurer shall further perform all duties incident to the office of treasurer of the Chapter.
- (d) **Secretary.**
- (1) The secretary shall record all votes and proceedings of the directors or any executive or other committee thereof.
  - (2) The secretary shall attend to the giving of notices of all meetings requiring notice.
  - (3) The secretary shall be custodian of the records and seal of the Chapter and shall affix the seal to corporate papers when required.
  - (4) The secretary shall maintain and store the corporate records of the Chapter, and the secretary shall procure certified copies of all papers required by law to be filed with the Vermont Secretary of State.

- (5) The secretary shall attend to all correspondence and present to the board of directors at the next meeting all official communications received by him or her since the prior meeting.
  - (6) The secretary shall perform the duties incident to the office of the secretary of the Chapter as specifically delegated from time to time by the board of directors and as may be required by the laws of the State of Vermont.
- (e) **Other Officers.** Other officers shall perform such duties and have such powers as may be assigned to them by the board of directors.

**Section 7.6. Vacancies**

All vacancies in any office shall be promptly filled (or the position eliminated) by the board of directors, either at a regular meeting or at a meeting specifically called for that purpose.

**Section 7.7. Compensation of Officers**

The officers shall receive no salary or compensation. The treasurer may provide reimbursement for reasonable expenses incurred by officers when acting on behalf of the Chapter.

**ARTICLE VIII – INDEMNIFICATION AND INSURANCE**

**Section 8.1 Indemnification**

The Chapter shall indemnify its directors and corporate officers (hereinafter in this Article referred to as “Covered Persons”) against any liability incurred by any of them in their capacity as such, to the full extent permitted by the laws of Vermont, in accordance with the following provisions.

**Section 8.2 Third Party Suits**

The Chapter shall indemnify any Covered Person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Chapter), by reason of the fact that such Covered Person is or was a director or officer of the Chapter against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Covered Person in connection with such action, suit or proceeding if such Covered Person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Chapter, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such Covered Person did not act in good faith and in a manner that such Covered Person reasonably believed to be in or not opposed to the best interests of the Chapter, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**Section 8.3 Derivative Actions**

The Chapter shall indemnify such Covered Person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Chapter to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Chapter, against expenses (including attorneys’ fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such Covered Person in connection with the defense or settlement of such action or suit if such Covered Person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Chapter; provided, however, that no indemnification shall be made in

respect of any claim, issue or matter as to which such Covered Person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of such Covered Person's duty to the Chapter unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such Covered Person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

#### **Section 8.4 Payment in Advance**

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Chapter in advance of the final disposition of such action, suit, or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of such Covered Person to repay such amount, unless it shall ultimately be determined that such Covered Person is entitled to be indemnified by the Chapter as authorized in this Article.

#### **Section 8.5 Non-Exclusivity**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in such Covered Person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such Covered Person.

#### **Section 8.6 Insurance**

The Chapter shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Chapter against any liability asserted against such Covered Person and incurred by such Covered Person in any such capacity, or arising out of such Covered Person's status as such, whether or not the Chapter would have the power to indemnify such Covered Person against such liability under the provisions of this Article.

## **ARTICLE IX - FISCAL ADMINISTRATION**

#### **Section 9.1. Fiscal Year**

The fiscal year shall be from July 1 to June 30 of each year, unless otherwise fixed by the board of directors from time to time, subject to applicable law.

#### **Section 9.2. Chapter Dues**

The annual Chapter dues shall be set by the board of directors. Members Emeritus, Honorary Members, and Lifetime Members (as defined in the Institute's bylaws) shall not be subject to Chapter dues.

#### **Section 9.3. Annual Dues Notices**

Annual dues notices are mailed by the Institute approximately two (2) months in advance of each Member's anniversary date and are payable upon receipt.

#### **Section 9.4. Payment of Chapter Dues**

Institute and Chapter dues are paid by each Member directly to the Institute, with the Chapter dues being returned to the Chapter by the Institute.

## **ARTICLE X - AUDIT**

The board of directors, at its discretion, may choose to appoint a committee or hire an outside auditor to audit the books and transactions of the treasurer at the close of each fiscal year. Such committee's or auditor's report shall be reviewed at the first scheduled meeting of the board of directors following receipt of the report. This report shall be made available to individual Members upon written request.

## **ARTICLE XI - AMENDMENTS**

### **Section 11.1. Amendment Procedure**

These bylaws may be altered, amended, repealed or added to, and new bylaws may be adopted by the Voting Members at any annual or special meeting of the Voting Members. Proposed amendments to these bylaws shall first be submitted in duplicate, accompanied with two copies of the complete, current bylaws, to the Institute's secretary for review and approval. After obtaining the Institute's secretary's approval, the board of directors shall recommend such changes to these bylaws to the Voting Members for approval.

### **Section 11.2. Adoption of Amendments**

Amendments to the bylaws must be adopted by the Voting Members by two-thirds of the votes cast or a majority of the voting power, whichever is less.

END OF CHAPTER BYLAWS