ARTICLE I - NAME

Section 1
a. The name of this organization is the Kansas City Chapter of The Construction Specifications Institute, Inc., a Missouri not-for-profit corporation 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
a. The Chapter shall be affiliated with the North Central Region as designated by the Institute board, hereinafter referred to as the "Region."

ARTICLE II - GOVERNING AUTHORITY

Section 1
a. The Chapter is governed and operated in accordance with the laws of the State of Missouri, 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 Chapters Board issued through its officers.

ARTICLE III - PURPOSE AND POLICY

Section 1
a. The purpose of the Chapter is to provide a medium at the local level for advancement of the objectives of the Institute.

Section 2
a. The name, funds, or influence of the Chapter may be used only in support of this purpose.
b. Notwithstanding anything else in these Bylaws, the name, funds, or influence of the Chapter shall be used only for purposes consistent with purposes permitted for organizations qualified under section 501(c)(6) of the Internal Revenue Code (or successor section) as it may be amended from time to time.

ARTICLE IV - BOARD

Section 1
a. The management and direction of the Chapter shall be delegated exclusively to its Board.

Section 2
a. The Board shall consist of the following nine voting members: president, president-elect, first vice president, second vice president, secretary, treasurer, immediate past president, and two Chapter directors.
b. If the Chapter includes a student affiliate, a student affiliate representative shall be a non-voting member of the Board.
c. The Region Director shall be a non-voting member of the Board.
d. No individual may hold more than one voting position on the Board at a time.
Section 3
a. Unless otherwise stated within these Bylaws, all members of the Board are eligible to vote on Chapter business.

Section 4
a. The Region Director shall be appointed by the Chapter Board for a period of 3 years, with the term subject to renewal by the Chapter Board, and shall be a non-voting member of the Chapter Board.
b. The Region Director shall represent the KC-CSI Chapter to the Region board, attend the meetings of the Region Board, offer guidance to the Chapter Board, and keep the Chapter Board apprised of the North Central Region’s activities and decisions related to the Chapter.

Section 5
a. The Board shall consider an individual Chapter member’s request for a change in membership status to retired or emeritus status, and submit the certified request to the Institute.

Section 6
a. The Board shall either approve or disapprove all standing and special committees and committee chairs recommended by the President, appoint the Chapters Region director for the Region board, designate duties, and may authorize compensation for justifiable expenses.

Section 7
a. The Board shall schedule monthly business meetings. Special meetings shall only be held upon the call of the Chapter President or a majority of the Board upon seven days written or electronic notice to the entire Board. Board meetings may be held via electronic means provided the meeting is conducted by an audio, video, or computer-based teleconferencing technology that allows all persons attending the board meeting to hear each other at the same time.

Section 8
a. A majority of the Board shall constitute a quorum.

Section 9
a. Should a vacancy occur in any office of the Chapter, the Board shall by two-thirds affirmative votes of the Board’s membership fill such vacancy by appointment of a Chapter member eligible by all other criteria for the duration of the unexpired term of the vacated office.

Section 10
a. If the Chapter has a student affiliate, the Board shall appoint a committee to support the student affiliate.

ARTICLE V - OFFICERS

Section 1
a. The President shall serve as chair of the Board; preside at all Chapter meetings; select the chairs of standing and temporary committees from members of the Chapter; be an ex-officio member of all committees; and sign all agreements and formal instruments.

Section 2
a. The President-Elect shall serve upon the absence of the President and shall perform other duties as assigned by the Board.
Section 3  
   a. The First Vice President shall serve upon the absence of both the President and the President-Elect, and shall perform such duties as assigned by the President or Board.

Section 4  
   a. The Second Vice President shall serve upon the absence of the President, the President-Elect, and the First Vice President and shall perform such duties as assigned by the President or Board.

Section 5  
   a. The Secretary shall see that notices are sent at least seven days in advance of all meetings of the Board and of the Chapter and shall keep accurate minutes thereof. The Secretary shall maintain a file of all correspondence; keep a roster of members and committees; co-sign all agreements and formal instruments, except those pertaining to the office of Treasurer; and shall submit a report of office at the Chapter’s annual meeting. The Secretary shall perform other duties as assigned by the Board.

Section 6  
   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; shall keep accurate books of account; submit a report at Board meetings; and shall submit a report of office at the Chapter’s annual meeting. The Treasurer shall perform other duties as assigned by the Board.
   b. Within the fiscal year, the Treasurer 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 7  
   a. Chapter Directors shall monitor and be acquainted with the committees assigned to them by the President or the Board. Directors may also be selected by the President or the Board to chair standing or temporary committees. The Chapter Directors shall perform other duties as assigned by the Board.

Section 8  
   a. 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, serve as chair of the Past Presidents’ Advisory Council, and have other assignments as prescribed by the President or the Board.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1  
   a. Officers and directors shall be elected to those offices as established by Article IV by the members of the Chapter. The current President-Elect shall assume without election the office of president and the current President shall assume without election the office of Immediate Past President.

Section 2  
   a. Each elected board member shall take office on July 1.

Section 3  
   a. The term of office for the President, President-Elect, and Vice Presidents shall be one year, but they shall not hold the same office for more than two consecutive terms.
Section 4
   a. The term of office for Directors, excluding the Region Director, shall be staggered two-year terms with half of the directors being elected each year.

Section 5
   a. A nominating committee shall be appointed by the Board not later than October 1.
   b. The nominating committee shall endeavor to select candidates so the composition of the Board reflects the diversity of the Chapter Membership.
   c. The nominating committee shall prepare a list of nominees, showing at least one name for each elected position on the Board due to become vacant, and shall present the list to the Board not later than the December Board meeting. The list shall then be presented to the Chapter not later than the regular Chapter meeting in January. At this time, the members may present nominations from the floor.

Section 6
   a. Election for contested offices shall be by ballot.
   b. The nominating committee shall prepare the ballot, which shall include the original list of nominees and those nominated from the floor at the Chapter meeting and shall include a box and a blank line for write-in selections below the nominees' names.
   c. Each voting member of the Chapter shall be sent a ballot at least two weeks prior to the ballot count.
   d. The successful candidate shall be the candidate who receives the most votes for the position. Ties shall be resolved by a coin toss.

Section 7
   a. The ballots shall be counted and certified no later than the last day in February, by tellers appointed by the President, and the results shall be reported to the members.

Section 8
   a. Not later than April 30, the Chapter President shall notify the Institute office and the Region secretary of the results of the election, and shall submit to them a complete list of the Chapter officers for the coming year, with their contact information.

ARTICLE VII - MEMBERSHIP

Section 1
   a. The qualifications for membership shall conform to the requirements of the Institute bylaws.
   b. With the exception of student members, all members of the Chapter shall be entitled to all rights and privileges as outlined within these Bylaws, including but not limited to, voting on Chapter issues, voting in Chapter elections, holding elective offices, and serving as chairperson of Chapter committees. Student members are entitled to serve on Chapter committees.

Section 2
   a. Membership in the Institute is a prerequisite to membership in the Chapter.

Section 3
   a. A Chapter member may be classified as an Honorary Member, Distinguished Member, or a Lifetime Member only by action of the Institute.

Section 4
   a. The provisions of the Institute bylaws for disqualification, suspension, expulsion and reinstatement of members shall govern.
ARTICLE VIII - MEETINGS OF MEMBERS

Section 1  
   a. The annual meeting of the Chapter shall be held before the end of the fiscal year, 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 Region secretary.

Section 2  
   a. Regular meetings shall be held monthly, except when otherwise decreed by the Board. Not less than nine regular meetings shall be held in the fiscal year. Regular meetings may include the product show, awards event, or other special activity or event involving the entire membership at the Board’s discretion.

Section 3  
   a. 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 meeting was called.

Section 4  
   a. Minutes of regular and special meetings shall be distributed to the members with a copy to the Region secretary.

Section 5  
   a. 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  
   a. The fiscal year shall be from July 1 to June 30.

Section 2  
   a. The annual Chapter dues shall be set by the Board. Any change in the dues structure shall be approved by a two-thirds majority of those Board members present at a regularly scheduled Board meeting. Members Emeritus, Distinguished Members, Honorary Members, and Lifetime Members shall not be subject to dues.

Section 3  
   a. 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  
   a. An independent auditor shall audit the books and transactions of the Treasurer at the close of the fiscal year. The report shall be made available to the Board for review upon completion and available to Chapter members upon request or by method determined by the Board.
ARTICLE XI - AMENDMENTS

Section 1
a. Proposed amendments to these Chapter Bylaws shall first be submitted to the Institute secretary for approval, in the manner and form prescribed by the Institute. After Institute secretary approval, they shall then be publicized in the regular Chapter newsletter, letter, or regular correspondence issued prior to a regular meeting. Notice shall be issued at least two weeks prior to a regular or special meeting.

Section 2
a. Following publication, the amendments must be approved by a two-thirds vote of voting members present at a regular meeting, a special meeting, or by regular chapter voting methods.

APPROVALS

Submitted to Chapter Board for approved on February 23, 2012.

Approved by the Chapter Board on March 16, 2012.

Submitted to the Institute on March 16, 2012.

Approved by the Institute on March 31, 2012.

Submitted to the Chapter membership for approved on April 6, 1012.

Approved by the Chapter Membership on May 1, 2012.