

**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.

Approved by Chapter Board: March 17, 2025
Previous Revision by Chapter Board: December 14, 2011
Previous Approval by Institute: January 21, 2004

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Section 2

The Board shall consist of nine (9) Officers, which are members in good standing of the Institute: President, two Vice Presidents, Region Director, Secretary, Treasurer, Immediate Past President, and two Directors. If the Chapter includes a Student Affiliate, the representative shall be a non-voting member of the Board.

Section 3

Officers of the Board are eligible to vote on Chapter business

Section 4

The Board shall select standing and special committees, designate duties, and may authorize compensation for justifiable expenses.

Section 5

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

Section 6

A majority of the Board shall constitute a quorum.

Section 7

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

Section 8

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 Chapter member in good standing for the duration of the unexpired term.

Section 9

An Officer may be removed with or without cause by an affirmative vote of not less than two-thirds of the total Board and in accordance with applicable law.

ARTICLE V – OFFICERS

Section 1

The President shall serve as chair of the Board; preside at chapter meetings; select the chairs of each committee, subject to approval of the board; be an ex-officio member of committees; and sign agreements and formal instruments. The President shall serve for a term of one year, with a two consecutive term limit.

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

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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. The Vice Presidents shall serve for a terms of one year, with a two consecutive term limit.

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. The Region Director shall serve for a term of two years with a one term limit.

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, and submit a report of office at the Chapter Annual Meeting. The Secretary shall perform other such duties as assigned by the President or Board. The Secretary shall serve for a term of one year, with a three consecutive term limit.

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 Chapter Annual Meeting. The Treasurer shall perform other such duties as assigned by the President or Board. The Treasurer shall serve for a term of one year, with a three consecutive term limit.

Section 6

The Directors shall participate on a committee, and have other assignments as prescribed by the President or Board. Directors shall server for a term of two year, with one Director end term on an even and the other on an odd year.

Section 8

The Immediate Past President is the most recent former president of the Chapter, server as Chair of the nominating committee, and have other assignments as prescribed by the President or Board inclusive of mentoring the current President.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1

The Officers shall be elected to those offices as established by Article V with the following exceptions: The President shall become Immediate Past President at the

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conclusion of the term without election.

Section 2

Each elected Board member shall take office on July 1.

Section 3

A Nominating Committee of five (5) members in good standing, the Immediate Past president, two (2) additional current Board members, and two (2) of which are not on the current Board, shall be appointed by the Board no later than the December. The nominating committee chair shall be the Immediate Past President. The nominating committee shall notify the membership by mid-January of all open positions and request nominations.

Section 4

The Nominating Committee shall endeavor to select candidates so the composition of the Chapter Board reflect the diversity of the chapter membership, notify the membership of all open positions, prepare a list of nominees based on membership-nominated positions, 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.

Section 5

The ballots shall be counted and the results reported to the membership.

Section 6

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

ARTICLE VII - MEMBERSHIP

Section 1

Notwithstanding any other provision of these Bylaws, membership in the Institute, the Region, and the Chapter shall be in accordance with the requirements of the Institute's bylaws, other governing documents, and with the Affiliation Agreement between the Institute and the Chapter.

Section 2

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

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Section 3

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

Section 4

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, prior to the end of the fiscal year, June 30th, 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.

Section 2

Regular meetings/events shall be held monthly, except when otherwise decreed by the Board. Not less than ten (10) regular meetings/events 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.

ARTICLE IX - FISCAL ADMINISTRATION

Section 1

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

Section 2

Notwithstanding any other provision of these Bylaws, Institute and Chapter membership dues are determined by and paid directly to the Institute, and the Chapter portion remitted to the Chapter by the Institute in accordance with the rules and procedures of the Institute. The Chapter acknowledges that it may assess no other form of membership dues.

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Section 3

The Chapter funds shall be managed from Chapter bank accounts established by the Board. Expenditures for \$1,000 or more shall have Board approval by the President or if not available by a Vice President 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 Chapter meeting.

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 a college student linked to a Chapter member.

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 or recipients. In addition to selecting the recipient, the committee shall recommend to the Chapter Board the amount of the award.

ARTICLE XII – GRANTS, OTHER AWARDS AND OTHER SCHOLARSHIP

Section 1

The Chapter may create Grants, Awards and Other Scholarships to honor the members, past or present, for efforts on behalf of the Chapter or to provide scholarships.

Section 2

A committee may be established by the Board for establishing Grants, Awards, and Other Scholarships and determining recipient eligibility and other requirements.

Section 3

Separate financial account(s) may be created, subject to Board approval, to hold and disburse funds to Grants, Awarded and/or Scholarship recipients. Account administration is the responsibility of the Board and the Treasurer.

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ARTICLE XIII - AMENDMENTS

Section 1

Proposed amendments to these By-Laws shall be distributed to the Chapter membership for approval.

Section 2

These By-Laws may then be amended by a two-thirds vote of the members present at a Chapter meeting.

ARTICLE XIV - 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.

END OF BYLAWS

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