

BYLAWS OF THE GULF STATES REGION  
OF  
THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.

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ARTICLE I - NAME

The name of this organization is the Gulf States 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., and 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 Tennessee, provisions of the Institute Bylaws, these bylaws, the regulations and requirements for the conduct of members, Chapters, and Regions of the Institute as adopted from time to time by the Institute Board and rules and instructions of the Region's Board issued through its Officers and Board.

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 - General Policy

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

ARTICLE IV - REGION DOMAIN AND MEMBERSHIP

Section 1 - Domain

The domain of the Region shall be the Gulf States 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 members in good standing of the Institute within the domain of the Region.

ARTICLE V - BOARD

Section 1 - Management of the Region

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

## Section 2 - Composition of the Board

- A. The Board shall consist of the Executive Committee and Directors.
  - 1. The Executive Committee shall be as described in Article VI below.
  - 2. The Directors shall be the Presidents of the Chapters of the Institute within the Region or their alternates as directed by their Chapter Bylaws or as directed by their Chapter Board. The term of office for the Directors shall coincide with the Institute's fiscal year and shall continue until their respective successors take office.
  - 3. The Immediate Past President of the Region shall represent all past Presidents of the Region.
- B. The Institute Director elected from the Region shall be an ex officio, non-voting member of the Region Board.
- C. No member may hold more than one position on the Board concurrently.
- D. Members of the Board who for any reason whatsoever cease to be members of the Region (i.e., move out of the Region area) or Institute (i.e., terminate membership) shall thereupon no longer hold any such office in the Region.

## Section 3 - Meetings of the Board

- A. The Board shall hold at least one (1) meeting during the fiscal year as a part of the Gulf States Region Conference. Specific times and locations will be established by the President and confirmed by the Executive Committee. The method of confirmation can be via teleconference or email.
  - 1. Special meetings of the Board shall only be held upon the call of the President, a majority of the Board, or the written request of not less than ten (10) percent of the Region membership upon not less than twenty (20) days written notice.
  - 2. Board meetings may be held by electronic means provided they be conducted by an audio, video or computer-based teleconferencing technology that allows all persons participating to either hear or see in real time the conversations being conducted. Minutes shall be taken of all meetings conducted in this fashion.
  - 3. Special, single topic electronic board votes may be taken on specific issues placed into motion by the President and seconded by any other Board Member. This voting shall be by email or some other electronic means whereby the Secretary may tally the votes of individual Board Members and report same in the form of minutes.
- B. Face-to-Face Board meetings shall be open to all members in good standing and such other persons who request or are requested to attend the Board meeting. These persons may request of the presiding officer the privilege to be heard on the issue of current Board discussion. Any Member of the Gulf States Region may request to receive the minutes from any electronic Board Meeting. The Board of Directors is not required to notify the Gulf States Region Members of an upcoming Electronic Board Meeting or Electronic Vote.

#### Section 4 - Quorum

A quorum shall consist of a simple majority of the total voting members of the Board.

#### Section 5 – Special Committee Establishment

The President and/or Vice President, with the approval of the Board, shall select all standing and special committees, designate duties and the Board may authorize compensation for justifiable expenses.

#### Section 6 - 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 Vice-President of the Region shall assume the Presidency of the Region.
- C. In the event of a vacancy in the office of the Vice-President of the Region, the Board shall appoint a member to fulfill the remaining term until a new Vice-President can be elected by the membership.
- D. The President and Vice President shall appoint a member to temporarily fill a vacancy in the office of Secretary or Treasurer, and the permanent replacement shall be elected at the next meeting of the Board.

#### Section 7 - Order of Business

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, Vice-President, Immediate Past President, Secretary, and Treasurer.

#### Section 2 - Duties

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 upon not less than seven (7) days notice. The meeting may be held either in person (face-to-face), or by electronic means provided they are conducted by an audio, video or computer-based teleconferencing technology that allows all persons participating to either hear or see in real time the conversations being conducted. Minutes shall be taken of all meetings conducted in this fashion.

### Section 4 - Quorum

A simple majority of the Executive Committee shall constitute a quorum.

### Section 5 - Order of Business

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 – EXECUTIVE COMMITTEE DUTIES

### Section 1 - President

- A. The President of the Region shall serve as Chair of the Executive Committee, as Chair of the Board, preside at all Region meetings, select the Chairs of temporary committees, be an ex-officio member of all committees, and sign all agreements and formal instruments on behalf of the Region.
- B. The President is not elected and assumes the presidency after serving a one term as Vice-President.
- C. The term of office for the President of the Region shall be one year or until a successor assumes office.

### Section 2 - Vice-President

- A. The Vice-President of the Region shall be a member of the Executive Committee and Board, the Chair of the Nomination Committee, 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, the Executive Committee, or the Board.
- B. The Vice-president shall serve as Presiding Officer in the absence of the President.
- C. The term of office for the Vice-President of the Region shall be one year at which time the Vice President shall assume the office of President.
- D. The Vice-President of the Region shall be nominated and elected as described in Article XII below.

### 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.
- B. The Secretary shall issue notices for all meetings for which notice must be given.
- C. The Secretary shall have such other duties as may be prescribed from time to time by the Board or the Executive Committee.
- D. 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.

### Section 4 - Treasurer

- A. The Treasurer shall collect and receipt for moneys 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.
- B. The Treasurer shall perform other duties as assigned by the Board or the Executive Committee.

### Section 5 – Immediate Past President

- A. The Immediate Past President shall be the former President of the Region, who has completed the most recent term and shall be a member of the Executive Committee of the Board.
- B. The Immediate Past President shall advise the current President concerning the operations of the Region.
- C. The Immediate Past President shall have other assignments as prescribed by the President, the Executive Committee, or the Board.

### Section 6 - General

- A. Neither the Secretary nor the Treasurer shall serve more than one (1) consecutive term.
- B. A vacancy in the office of Secretary or Treasurer shall be filled in accordance with Article V, Section 6 – Vacancies, Paragraph D.

## ARTICLE VIII - MEETINGS OF THE REGION

### Section 1 - Annual Meeting

- A. The Region shall meet annually during the fiscal year, normally during the Gulf States Region Conference, at such times and places as fixed by the President with the consent of the Board. Any member of the Region in good standing in the Institute may attend the Region Annual Meeting.
- B. Members in good standing may offer motions and comment on motions/issues, but votes shall only be cast by Directors (or their Certified Delegates representing the Region Chapters) and the Executive Committee.

### Section 2 - Leadership Meeting

A meeting of new chapter officers and committee chairs shall be held near the beginning of each fiscal year for the purpose of educating these persons into the duties and purposes of their positions in their individual chapters and the aims and purposes of the Region and the Institute.

### Section 3 - Special Meetings

Special meetings of the Region may be called by the President, a majority of the Board to the President or the written request of not less than ten (10) percent of the Region membership.

### Section 4 - Announcements of Meetings

The time and place of the Annual, Leadership and any Special meetings shall be announced to all members of the Region not less than twenty (20) days in advance of the meeting.

### Section 5 - Business of Meeting

Notice of Annual, Leadership or Special meeting shall include a description of any matter or matters for which the meeting is called or which must be approved by the members.

### Section 6 - Order of Business

The order of business for meetings; of 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.

## ARTICLE IX - FISCAL ADMINISTRATION

### Section 1 - Fiscal Year

The fiscal 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 from the Institute in the form of an assessment or dues from each member of the Region. Supplemental funding may be provided in the form of an assessment to be received from the Chapters of the Gulf States Region. This assessment shall be defined as “a specified amount to be assessed per member of each Chapter”. This assessment shall be approved by the Region membership at the annual meeting before the end of each fiscal year prior to the start of the assessment. If a Region Assessment is implemented, the following requirements shall apply:
  - 1. Chapters shall be notified of all proposed changes in Region assessments not less than ninety (90) days prior to the annual meeting so that the chapter representatives to the annual meeting can convey the sense of the membership.
  - 2. The Region Board may authorize a poll of the Region membership by mail of proposed changes in Region assessments.
  - 3. Prior to July 30, the Treasurer shall notify each Chapter in the Region as to the amount of the assessment to be remitted to the Treasurer prior to September 1. The amount of the assessment shall be based on the membership as published in the official Institute report of membership as of July 1 of the current fiscal year.
- B. At the close of the fiscal year, the treasurer shall determine if informational forms and tax returns are required, and shall cause same to be filed with, and shall pay any taxes due, to the Internal Revenue Service and other authorities within the prescribed time limits.
- C. The Board shall appoint a committee to audit 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.

## Section 3 - Disposition of Remaining Funds

In the event of the dissolution of the Region, the remaining funds shall be distributed to each Chapter of the Region proportionately to the membership of each Chapter at the time of dissolution.

## ARTICLE X - ADMINISTRATIVE YEAR

All Officers and Directors of the Region shall be elected to hold office for a period beginning with the start of the Fiscal Year as per Article IX, Section 1 (above).

## ARTICLE XI - AMENDMENTS:

### Section 1 - Proposal for Amendments

- A. 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 ten (10) percent of the members of the Region.
- B. All amendment proposals must be in the hands of the Region Secretary Fifteen (15) calendar days before the Annual Meeting in order to be on the Agenda.

- C. Proposed amendments shall be submitted in duplicate, accompanied with two copies of the complete and current Bylaws, to the Institute Secretary for approval. After Institute Secretary approval, they shall then be publicized by letter to each Board member at least two weeks prior to a regular or special meeting.

#### Section 2 - Voting on Amendments

- A. An affirmative vote by at least two-thirds (2/3) of the certified chapter delegates attending the next scheduled annual meeting is required to approve an amendment to these Bylaws. Proxy votes will be allowed. Approval of an amendment to the Bylaws by mailed written ballots shall be by two-thirds (2/3) of the votes cast by eligible members.
- B. The Board may authorize the amendment(s) to be voted on by the Region membership based on mailed written ballots.

### ARTICLE XII - NOMINATION OF REGION OFFICERS

#### Section 1 - Region Vice President

- A. From the period beginning July 15 and not later than September 15 each year, a region nominating committee comprised of a nonvoting chair and one voting member designated by each chapter shall be formed. The Region Vice President shall serve as the nonvoting chair unless currently serving as president by appointment; in which case, the Board will appoint a member of the Region that will serve as the nonvoting chair.
- B. The nominating committee shall prepare a list of nominees, showing at least one qualified name for the Region Vice President.
- C. Not more than two qualified members shall be nominated to run for the Region Vice President.
- D. This list shall be presented to the Board not later than the regular meeting conducted prior to the submission date as established by the Institute for submission of nominations for elections. At this time, Board Members may present nominations from the floor. If more than two nominees are identified, the Board shall reduce the number to two (2) names via a Vote. Voting shall be by either written ballot or show of hands.
- E. Not later than date established by the Institute for submission of Nominations, the Region shall notify the Institute Secretary of the nominees using the form prescribed.

#### Section 2 - Institute Director

- A. The region shall conform to Institute Bylaws, Article V for selecting nominees for Institute Directors.
- B. From the period beginning July 15 and not later than September 15 in the year prior to the expiration of the Institute Director's term of office, The nominating committee shall prepare a list of nominees, showing at least one qualified name for the Institute Director.
- C. This list shall be presented to the Board not later than the regular meeting conducted prior to the submission date as established by the Institute for submission of nominations

for elections. At this time, Board Members may present nominations from the floor. If more than two nominees are identified, the Board shall reduce the number to two (2) names via a Vote. Voting shall be by either written ballot or show of hands.

- D. Not later than date established by the Institute for submission of Nominations, the Region shall notify the Institute Secretary of the nominees using the form prescribed.
- E. Any candidate nominated for the position of Institute Director shall be a member of the Region and must have and maintain their home chapter membership within the Region.

### Section 3 – Region Secretary

The Secretary shall be elected by the Region Board and shall serve a term of office of two (2) years expiring in odd numbered years.

### Section 4 – Region Treasurer.

The Treasurer shall be elected by the Region Board and shall serve a term of office of two (2) years expiring in even numbered years.

## ARTICLE XII - DISQUALIFICATION OF OFFICERS AND DIRECTORS:

Officers of the Region who cease for any reason whatsoever to be members of the Gulf States Region or the Institute shall thereupon no longer hold such office in the Region.

## ARTICLE XIV - 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.

## ARTICLE XV - REGISTERED AGENT OF CORPORATION

The Region Board shall select the initial Registered Agent of the Corporation from the incumbent Institute Directors representing the Gulf States Region. Expiration of this Agent's term shall coincide with the expiration of term as Institute Director. Thereafter, the Board shall appoint a Registered Agent for the Corporation, resident to the State of Tennessee, for a three (3) year term.

## ARTICLE XVI - INDEMNIFICATION OF OFFICERS, DIRECTORS, AND EMPLOYEES:

### Section I - Indemnification of Officers, Directors, and Employees

- A. The Region shall indemnify every person who is 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 attorney's 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 he 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, Committee Chairperson or employee of the Region;
2. Acted in good faith in what he 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 his conduct was unlawful;
4. And 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 Tennessee 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 adjudication, 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;
3. Or by the members in like manner to the procedure for amending the Region Bylaws.
4. In making a determination, the disinterested Directors may conclusively rely upon an opinion as to the 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 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 he 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 his 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, or 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 him hereunder.

D. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any 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 persons heirs and legal representatives.

## Section 2 - Fidelity Bond

Every person entrusted with the handling of funds or property by the Region shall be bonded in such form and such amount and with surety satisfactory to the Board, of any fraudulent or dishonest act or acts committed against the Institute while acting alone or in collusion with others; the cost of said bond to be paid by the Region.

## ARTICLE XVII - ADOPTION

- A. These bylaws were adopted on April 23, 1993 at the meeting of the Gulf States Region of The Construction Specifications Institute, Inc.
- B. The bylaws adopted on April 23, 1993 were modified and accepted by the Board of Directors at the Annual Board Meeting on March 19, 1994 and were adopted by membership at Annual Meeting on March 20, 1994.
- C. The bylaws were modified and accepted by the Institute and accepted by the Board of Directors at their Annual Meeting on April 28, 2000 and were adopted by the membership at the Annual Meeting on April 29, 2000.
- D. The bylaws were modified and accepted by the Institute and accepted by the Board of Directors at their Annual Meeting on May 16, 2009 and were adopted by the membership at the Annual Meeting on May 16, 2009.
- E. The bylaws were modified and accepted by the Board of Directors during a special Electronic Review Process conducted in December 2012, were reviewed and approved by the Institute Secretary on June 10<sup>th</sup>, 2013 and were adopted by the membership at the Region Caucus Special Meeting conducted on September 16<sup>th</sup>, 2013.

END OF BYLAWS