

BYLAWS of the BOSTON CHAPTER of THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.

(as amended) January 8, 1997

ARTICLE I - NAME

Section 1. The name of this organization is The Boston Chapter of the Construction Specifications Institute, Inc., hereinafter referred to as the "Chapter"; said Chapter being an affiliate chapter of The Construction Specifications Institute, Inc., hereinafter referred to as the "Institute" and an affiliate of the Northeast Region CSI, hereinafter referred to as the "Region".

ARTICLE II - GOVERNING AUTHORITY

Section 1. The Chapter is governed and operated in accordance with the laws of the Commonwealth of Massachusetts, the Certificate of Incorporation, 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 Chapter-s Board issued through its officers.

ARTICLE III - PURPOSE AND POLICY

Section 1. The purpose of the 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 this purpose.

Section 3. The Chapter endorses a nondiscriminatory 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.

Section 2. The Board shall consist of thirteen (13) members of the Chapter: President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past President, and seven (7) Directors. Professional members shall constitute a minimum of thirty-three (33) percent of the Board, and Industry and Associate members shall constitute a minimum for thirty-three (33) percent of the Board.

Section 3. All members of the board are eligible to vote on Chapter business.

Section 4. The Board, through the action of authority delegated to the Chapter membership chairman, 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 its actions on membership to the Institute.

Section 5. The Board shall select all standing and special committees, designate duties, and may authorize compensation for justifiable expenses. All committee chairman shall be members of the Chapter.

Section 6. The Board shall schedule monthly business meetings. Special meetings shall only be held upon the call of the President or a majority of the Board, upon seven (7) days written notice.

Section 7. A majority of the Board shall constitute a quorum. A quorum shall be present before any meeting of the Board may be called to order.

Section 8. Should a vacancy occur in any office of the Chapter, except that of the President or the President-Elect,

the Board shall by two-thirds affirmative vote of its total membership fill such vacancy by appointment of a member eligible by all other criteria for the duration of the unexpired term. Should the office of the President be vacated, the President-Elect shall carry out the duties of the President for the duration of the unexpired term. Should the office of the President-Elect be vacated, the Vice President shall carry out the duties of the President-Elect for the duration of the unexpired term.

ARTICLE V - OFFICERS

Section 1. The President shall serve as Chairman of the Board, shall preside at all Chapter meetings, shall select the chairmen of temporary committees, shall appoint the Chapter delegates to the annual meetings of the Institute, shall be an ex-officio member of all committees, and shall sign all agreements and formal instruments.

Section 2. The President-Elect shall serve upon the absence of the President, and shall perform other duties as assigned by the Board.

Section 3. The Vice-President shall perform such assignments as delegated by the President or Board, shall serve upon the absence of the President and President-Elect.

Section 4. The Secretary shall have custody of the corporate seal and shall co-sign all agreements and formal instruments, except those pertaining to the office of Treasurer. The Secretary shall maintain a file of all records and correspondence pertaining to the Chapter and shall exhibit said records and correspondence to the members when requested to do so by the Board. The Secretary shall attend all meetings of the Board and the Chapter and shall keep accurate minutes thereof; and shall submit a report of office at the annual meeting. The Secretary shall see that notices are sent at least seven (7) days in advance of all meetings of the Board and Chapter. The Secretary shall attend promptly to all official correspondence, and shall notify members of their election or appointment to offices, to the Board and to committees. The Secretary shall keep a roster of the names and addresses of the members, the Board, and committee members. The Secretary shall perform other duties as assigned by the Board. The duties of the Secretary, under the authority of the Board, may be assigned in whole or in part to other assistants, as the Board may determine. Upon expiration of the Secretary's term of office, the Secretary shall deliver to the Secretary-elect all records and correspondence or in the absence of a Secretary-elect, to the President.

Section 5. The Treasurer shall collect and receipt for monies and securities; deposit funds and securities of the Chapter in such banks, trust companies or depositories as the Board shall designate; and subject to the direction of the Board, disburse and dispose of the same, taking proper vouchers for such disbursements. In the event that the Treasurer is absent or incapacitated, disbursements of Chapter monies and securities may be signed by the President. The Treasurer shall keep accurate books of accounts, recording therein the sources and the amounts of all monies, funds, securities, property and assets of the Chapter, and showing the amount of disbursements made and the disposition of all monies, funds, securities, property and assets. The Treasurer shall submit a report at Board meetings. The Treasurer shall submit a report of office at the annual meeting. Upon the close of the fiscal year, the Treasurer shall present to the Board a report of the Auditing Committee, on the examination, records and transactions of the Chapter. The Treasurer shall perform other duties as assigned by the Board. The duties of the Treasurer, under the authority of the Board, may be assigned in whole or in part to other assistants, as the Board may determine. Upon expiration of the Treasurer's term of office, the Treasurer shall deliver to the Treasurer-elect all books, monies, funds, securities, property, and other assets belonging to the Chapter or, in the absence of a Treasurer-elect, to the President.

Section 6. The Region Director shall be appointed by the Board to serve on the Board of Directors of the Northeast Region CSI for a two year term.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. All members of the Board (except the President and Immediate Past President) as established by Article IV, shall be elected by the membership of the Chapter. Upon expiration of the term of President, the President-Elect shall, without election, assume the office of President and fulfill the duties of that office for one (1) year. Upon expiration of the term of President, the President shall replace, without election, the Immediate Past President on the

Board and serve for a term of one (1) year.

Section 2. The President, Immediate Past President and each newly elected Board member shall take office on July 1 and shall serve for a term of one (1) year, except Directors, who shall serve for a term of two (2) years.

Section 3. The President, the President-Elect and the Vice President shall not hold the same office for more than two consecutive terms.

Section 4. A nominating committee, the majority of which shall be Professional members, shall be appointed by the Board not later than January 1. The nominating committee shall prepare a list of nominees, showing at least one name for each elective position on the Board due to become vacant, and shall present the list to the Chapter, not later than 10 calendar days prior to the regular Chapter meeting in March. At this time, the members may present nominations from the floor. Election shall be by written ballot. The nominating committee shall prepare the ballot, which shall include the original list of nominees and those nominated from the floor. The ballot, together with a notice as to the time and place at which the ballots will be received and counted, shall be sent to each member of the Chapter at least 14 calendar days prior to the regular Chapter meeting in April.

Section 5. The ballots shall be counted and certified by tellers appointed by the President at a meeting of the Board. Three members of the Board shall be appointed by the President, without advance notice and shall witness the opening of envelopes containing ballots, declare those ballots valid in which the member is in good standing, and supervise the counting and tabulating of same. In the case of two candidates, the election shall be decided by a majority of the vote cast and in the case of more than two candidates, by a plurality of the vote cast. In the case of two or more candidates receive the same number of votes, the election shall be determined in favor of the candidate having the longest continuous membership in the Chapter. The voting results shall be announced to members present at the next Chapter meeting and shall also be published in the next issue of the official Chapter publication.

Section 6. Not later than May 31, the Chapter Secretary shall notify the Institute Directors for the Region and the Institute Office of the results of the election, and shall submit them to a complete listing of the Chapter Officers for the coming year, with their addresses and telephone numbers.

ARTICLE VII - MEMBERS

Section 1 The qualifications for membership shall conform to the requirements of the Institute Bylaws.

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

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

Section 4. The provisions of the Institute Bylaws for disqualification, suspension, expulsion, and reinstatement of members shall govern.

ARTICLE VIII - MEETINGS 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; and the Treasurer shall submit an annual report on the finances of the Chapter. A copy of these reports shall be sent to the Institute Directors for the Region.

Section 2. Regular meetings shall be held monthly, except when otherwise decreed by the Board. Not less than ten 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 membership. The business at special meetings shall be limited to

that for which the meeting was called.

Section 4. Minutes of regular and special meetings shall be distributed to the members and shall be mailed to the Institute Directors for the Region.

Section 5. 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.

Section 6. A quorum of members shall consist of one-tenth of the Chapter membership. A quorum shall be present at all regular meetings, annual meetings or special meetings before Chapter business can be transacted.

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 as set by the Board. The amount of the annual Chapter dues may be changed at any regular meeting of the Board, by a two-thirds (2/3) affirmative vote of the total membership of the Board. Members Emeritus, Honorary Members, and Lifetime Members shall not be subject to Chapter dues.

Section 3. Institute and Chapter dues shall be paid to the Institute, with the Chapter dues being returned to the Chapter by the Institute in accordance with the rules and procedures of the Institute.

ARTICLE X - AUDIT

Section 1. 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 - AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed by the Board, or by the Bylaws Committee, or by not less than ten Chapter members in good standing if presented to the Board in writing. Proposed amendments must be approved by a two-thirds vote of the Board.

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

Section 3. These Bylaws may then be amended by a two-thirds vote of the Professional, Industry and Associate members present at a regular Chapter meeting or a special meeting, at which a quorum is present as prescribed in Article VIII, Section 6.