

**AMENDED AND RESTATED
BYLAWS OF THE NORTH CENTRAL REGION
OF
THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.**

ARTICLE I - NAME

The name of this organization is the North Central 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., 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 Minnesota, provisions of the Institute Bylaws, these Bylaws, the regulations and requirements for the conduct of members, Chapters of the Region, and Regions of the Institute as adopted from time to time by the Institute Board of Directors, and the rules and instructions of the Region’s Board of Directors hereinafter referred to as the “Board”.

ARTICLE III - PURPOSE AND POLICY

Section 1. Purpose

The purpose of the Region is to provide a forum for the advancement of the objectives of the Region, its Chapters, and the Institute.

Section 2. General Policy

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

ARTICLE IV - DOMAIN AND MEMBERSHIP

Section 1. Domain

The domain of the Region shall be the North Central Region as designated by the Institute.

Section 2. Membership

The membership of the Region shall comprise members of chapters of the Region, and non-affiliated members whose address of record in the Institute member database is within the domain of the Region.

ARTICLE V - BOARD

Section 1. Management

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

Section 2. Composition

- A. The Board shall consist of the Executive Committee, Institute Directors, and Region Directors.
- B. Each Chapter shall select a Region Director from its home members. Each Chapter also shall select an Alternate Director to represent it in region Board meetings in the absence of its Region Director. Each Chapter shall determine the method, in accordance with its Chapter Bylaws, by which the Region Director and the Alternate Director shall be selected.
- C. No member may hold more than one position on the Board.

Section 3. Duties

The Board shall manage the affairs of the Region, and shall have authority to conduct the business of the Region.

Section 4. Meetings

The Board shall hold at least one annual meeting, the time and place of which shall be fixed by the Board. Special meetings shall be held only upon the call of the President or a majority of the Board upon five days written notice.

Section 5. Quorum

A majority of the Board shall constitute a quorum.

Section 6. Committees

The Board shall select all standing and special committees, designate duties, and may authorize compensation for justifiable expenses. All members serving on Region Committees shall be members of the Institute and the Region.

Section 7. Vacancies

Vacancies that occur in the Board shall be filled as follows for the duration of the unexpired term:

1. A Region Director vacancy shall be filled by the Chapter where the vacancy exists.
2. A vacancy in the office of the President shall be filled by the Vice President.
3. A vacancy in the office of Vice President, Secretary, or Treasurer shall be filled by the Board by election from the Board's current membership. .

Section 8. Order of Business

The order of business for meetings shall be determined by the presiding officer. These Bylaws and Robert's Rules of Order Newly Revised shall govern the conduct of the meetings.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the President, Vice 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 or a majority of the Executive Committee upon five days written notice.

Section 4. Quorum

A 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 presiding officer. These Bylaws and Robert's Rules of Order Newly Revised shall be the guide for the conduct of Executive Committee meetings.

ARTICLE VII - OFFICERS

Section 1. President

- A. The President shall serve as Chair of the Board and of the Executive Committee, preside at all Region meetings, select the Chairs of committees, be an ex-officio member of all committees, and sign all agreements and formal instruments on behalf of the Region.
- B. The President shall be elected by the Board in even-numbered years, and shall serve a term of two years, or until a successor is elected.

Section 2. Vice President

- A. The Vice President shall be an ex-officio member of all committees, and shall have such assignments as may be made by the President, Executive Committee, or the Board.
- B. The Vice President shall be elected by the Board in odd-numbered years, and shall serve a term of two years, or until a successor is elected.
- C. The Vice President shall, in the absence of the President, preside at Region meetings.

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. The Secretary shall issue notices for all meetings for which notice must be given. The Secretary shall sign all documents prescribed by law, and shall have such other duties as may be prescribed from time to time by the Board. 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.
- B. The Secretary shall be elected by the Board in odd-numbered years, and shall serve a term of two years, or until a successor is elected.

Section 4. Treasurer

- A. The Treasurer shall collect and receipt for monies and securities; deposit funds and disburse and dispose of 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. The Treasurer shall perform other duties as assigned by the Board.
- B. The Treasurer shall be elected by the Board in even-numbered years, and shall serve a term of two years, or until a successor is elected.
- C. Upon completion of the Treasurer's term in office, the Board shall arrange for an audit of the books within thirty days after the next Treasurer takes office. The audit report shall be available at the next regular meeting of the members of the region.

ARTICLE VIII - NOMINATING COMMITTEES

Section 1. Institute Director

- A. The region shall conform to Institute Bylaws when selecting nominees for Institute Director.
- B. Nomination of Institute Director
 - 1. Not later than eleven months before the expiration of the term of the Institute Director, the region Board shall convene a region Nominating Committee.
 - 2. The Nominating Committee shall be chaired by the Region's Institute Director, and shall include four additional Region members, none of whom are current Region officers. Committee members shall be home members of different chapters, and no chapter shall be represented on the Nominating Committee two consecutive years.
 - 3. The Nominating Committee shall submit to the region Board the names of one to four qualified candidates.
 - 4. Not later than the date designated by the Institute, the chair of the Nominating Committee shall notify the Institute secretary of the results of the nomination, including a list of names, addresses, telephone numbers, and other information as requested by the Institute.

Section 2. Region Officers

- A. Nomination and Election of Region Officers
 - 1. Not later than six months before the expiration of the term of Region officers chosen by election, the Region Board shall convene a region Nominating Committee.

2. The Nominating Committee shall include five Region members, none of whom are current Region officers. Committee members shall be home members of different chapters, and no chapter shall be represented on the Nominating Committee two consecutive years. The Nominating Committee Chair shall be elected by the committee members.
 3. Not later than forty-five days before the Board meeting at which elections will be held, the chair of the Nominating Committee shall submit to the Region Board at least one nominee for each office that will be open in the next fiscal year.
 4. Not later than thirty days before the Board meeting at which elections will be held, the Secretary shall notify each Region Chapter of the election, and of the nominees selected by the Nominating Committee.
 5. At each Board meeting during which an election will be held, the Secretary shall present the names of nominees selected by the Nominating Committee.
 6. Following the presentation of nominees, the Secretary shall call for nominations from the floor.
 7. After accepting nominations from the floor, the Secretary shall present the names of all nominees.
 8. Immediately after the presentation of nominees, the Board shall elect officers.
- B. Eligibility
1. Members eligible to serve as officers of the Board shall have served on the Board during the three years preceding the date of election.
 2. If no eligible members can be found by the Region Nominating Committee, it shall nominate one or more members who are otherwise qualified for the position.
 3. If the Nominating Committee nominates one or more members who do not meet the eligibility requirement, the eligibility requirement shall be waived for nominees from the floor.

ARTICLE IX - DISQUALIFICATION OF OFFICERS AND DIRECTORS

Board members who cease to be members of the Region shall be removed from the Board immediately.

ARTICLE X - MEETINGS OF THE REGION

Section 1. Annual Meetings

The Region shall meet annually at such times and places as fixed by the Board. Any member of the Region in good standing may attend the Region Annual Meetings.

Section 2. Special Meetings

Special meetings may be called by the Board upon written request of a quorum of the Board to the President of the Region. Any member of the Region in good standing may attend special meetings.

Section 3. Announcement of Meetings

The time and place of the Annual Meeting and Special Meetings shall be announced in writing by postal or electronic mail to all members of the Region at least five days in advance.

Section 4. Order of Business

The order of business for meetings of the members of the Region shall be determined by the Board. Robert's Rules of Order Newly Revised shall govern except where otherwise provided in these Bylaws.

ARTICLE XI - 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 provided by the Institute.
- B. At the discretion of the Board, additional funding may be provided by assessment of the Chapters for each Chapter home member. This assessment shall be approved by the Board at the Annual Region Board Meeting.
- C. Within fifteen days after the Annual Region Meeting the Treasurer shall notify each Chapter in the Region as to the amount of the assessment to be remitted to the Treasurer prior to October 1. The amount of the assessment shall be based on the home chapter membership as published in the official Institute report of membership recorded on the preceding June 30. The Treasurer shall assess non-affiliated members directly.

ARTICLE XII - ADMINISTRATIVE YEAR

Terms of office for Region officers shall begin July 1, unless the annual meeting occurs between July 1 and December 31, in which case the terms of office shall begin the day of election.

ARTICLE XIII - AMENDMENTS

Section 1. Proposals for Amendment of these Bylaws.

- A. Any member of the Board may recommend amendments to the bylaws.
- B. Proposed amendments shall be accompanied by detailed justification of the proposed changes.

Section 2. Institute Approval

- A. Proposed amendments shall be submitted to the Institute Secretary for approval.
- B. Comments of the Institute Secretary shall be sent to each Board member at least fourteen days before a Board meeting at which action will be taken.

Section 3. Region Approval

An affirmative vote by at least two-thirds of the Board members at a Board Meeting is required to approve an amendment to these Bylaws. Proxy and absentee votes are not allowed.

ARTICLE XIV - INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

Section 1. Indemnification of Directors, Officers, Committee Members, and Employees.

- A. The Region shall indemnify every person who is or was a trustee, director, officer, committee member, or employee of the Region, or who is serving or has served at its request as a director, trustee, officer, committee member, or employee of any other corporation (hereinafter referred to as "other corporations") against reasonable expenses, including attorneys' 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 that person may be involved or threatened to be involved as a party or otherwise, by reasons of being or having been such director, trustee, officer, committee member, or employee; provided a determination is made in the manner provided in 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 corporations of which the individual is or was a director, trustee, officer, committee member, or employee;

2. acted in good faith in what he or she reasonably believed to be the best interest of the Region or other corporations;
 3. in any matter the subject of a criminal action, suit, or proceeding, had no reasonable cause to believe that his or her conduct was unlawful; and
 4. 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 corporations; provided however, that if at any time any provisions are contained in the laws of the State of incorporation 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 compliance with the preceding paragraph may be made by an adjudication of a court of competent jurisdiction. All determinations, except those made by such prior adjudications, shall be made:
1. by a majority vote of quorum consisting of disinterested Region Directors (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; or
 3. by the members in like manner to the procedure for amending the Region Bylaws.
- C. In making a determination, the disinterested Region Directors may conclusively rely upon an opinion as to 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 of nolo contendere or its equivalent, shall not of itself create a presumption that the trustee, director, officer, committee member, or employee was negligent or guilty of misconduct in the performance of duty to the Region or other corporations while a director, trustee, officer, committee member, or employee, did not act in good faith in what he or she reasonably believed to be the best interests of the Region or other corporations, or, in any manner the subject of a criminal action, suit, or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- D. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Region to the trustee, director, officer, committee member, employee, or their legal counsel prior to the final disposition thereof upon receipt of an undertaking by the trustee, director, officer, committee member, or employee to repay such amount as shall not ultimately be determined to be payable to him hereunder.
- E. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such trustee, director, officer, committee member, or employee now or hereinafter may be entitled, shall continue to a person who has ceased to be a trustee, officer, director, committee member, or employee, and shall inure to the benefit of such person's 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 in such amount and with surety satisfactory to the Board, of any fraudulent or dishonest act or acts committed against the Institute (National, Regions, and Chapters) while acting alone or in collusion with others; the cost of said bond to be paid by the Region.

ARTICLE XV - 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 XVI - ADOPTION

These original Bylaws were adopted on February 1, 1992, at the North Central Region of the Construction Specifications Institute, Inc. organizational meeting in Itasca, Illinois.

The Bylaws were amended April 26, 1998.

The Bylaws were amended May 27, 2006.

The Bylaws were amended January 12, 2010.

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