

**Bylaws of the Honolulu Chapter of  
The Construction Specifications Institute, Inc**

**ARTICLE I – NAME**

**Section 1.**

The name of this organization is the Honolulu 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., a Maryland not-for-profit corporation hereinafter referred to as the “Institute.”

**Section 2.**

The Chapter shall be affiliated with a region of the Construction Specifications Institute. Regions are areas geographically designated by the Institute Board. Currently the Chapter is affiliated with the West Region hereinafter referred to as the “Region.”

**ARTICLE II – GOVERNING AUTHORITY**

The Chapter is governed and operated in accordance with the laws of the State of Hawai`i, 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.

**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 the following members: president, president-elect, two vice presidents, secretary, treasurer, immediate past president, and three directors. Emerging Professional Members may serve in any of the elected positions.

**Section 3.**

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

**Section 4.**

The board shall consider requests for change to retired or emeritus status, and submit certified requests to the Institute.

**Section 5.**

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

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**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 days written notice. Board meetings may be held via electronic means provided they are conducted by an audio, video, or computer-based teleconferencing technology that allows all persons participating to hear each other at the same time.

**Section 7.**

A majority of the board shall constitute a quorum.

**Section 8.**

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 member eligible by all other criteria for the duration of the unexpired term.

**ARTICLE V – OFFICERS**

**Section 1.**

The president shall serve as chair of the board; preside at all Chapter meetings; select the chairs of temporary committees; be an ex-officio member of all committees; and sign all agreements and formal instruments. The president shall serve for a term of one year or until a successor is elected.

**Section 2.**

The president-elect shall serve upon the absence of the president and perform other duties as assigned by the board. The president-elect shall serve for a term of one year or until a successor is elected.

**Section 3.**

The vice presidents shall perform such duties as assigned by the president or board and serve upon the absence of both the president and president-elect. The vice presidents shall serve for a term of one year or until a successor is elected.

**Section 4.**

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 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 submit a report of office at the annual meeting. The secretary shall perform other duties as assigned by the board. The secretary shall serve for a term of two years, expiring in even numbered years, or until a successor is elected.

**Section 5.**

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; 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. The treasurer shall serve for a term of two years, expiring in odd numbered years, or until a successor is elected.

**Section 6.**

The immediate past president shall be the former president of the Chapter who has completed the most recent term, serve as chair of the nominating committee, and have other assignments as prescribed by the president or the board.

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**ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

**Section 1.**

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.**

Each elected board member shall take office on July 1.

**Section 3.**

The president, president-elect, or vice presidents shall not hold the same office for more than two consecutive terms.

**Section 4.**

Two directors shall each serve a two year term and be elected in alternating years, or until a successor is elected. One director shall be elected to a three year term or until a successor is elected and also serve as the chapter representative to the region board.

**Section 5.**

A nominating committee shall be appointed by the board not later than the end of February. The nominating committee shall endeavor to select candidates so the composition of the board reflects the diversity of chapter membership. 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 present the list to the Chapter not later than the regular Chapter meeting in March. At this time, the members may present nominations from the floor. Election for contested offices shall be by written ballot.

**Section 6.**

The nominating committee shall prepare the ballot, which shall include the original list of nominees and those nominated from the floor. Each voting member of the Chapter shall be provided with a ballot at least two weeks prior to the ballot count. For purposes of chapter elections, voting members shall include Professional members[ and Emerging Professional members]. The winners shall be determined by a simple majority of votes cast before and during the meeting. Ties shall be resolved by coin toss.

**Section 7.**

The ballots shall be counted and certified at the April Chapter meeting, by tellers appointed by the presiding officer, and the results shall be reported to the members. If there is only one nominee for any office, the presiding officer shall declare the nominee to be elected by acclamation.

**Section 8.**

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

**ARTICLE VII – MEMBERSHIP**

**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.

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**Section 3.**

A Chapter member may be classified as an Honorary Member, Distinguished 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 year. 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.**

Regular meetings shall be held monthly, except when otherwise decreed by the board. Not less than 10 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 members. The business at special meetings shall be limited to that for which the meeting was called.

**Section 4.**

Minutes of chapter business at regular and special meetings shall be distributed to the members with a copy to the Region secretary.

**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.

**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 set by the board. Any change in the dues structure shall be approved by a two-thirds majority of board members present at a regularly scheduled meeting. Members Emeritus, Distinguished Members, Honorary Members, and Lifetime Members shall not be subject to 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.

**ARTICLE X – FINANCIAL REVIEW**

The board shall appoint a committee to review 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.

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**ARTICLE XI – INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES**

**Section 1.**

Indemnification of Directors, Officers, and Employees:

- a. The Chapter shall indemnify every person who is or was a trustee, director, officer, or employee of the Chapter, 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 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 they 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 Chapter or other corporation of which the individual is or was a director, trustee, officer, or employee;
  - 2) acted in good faith in what they reasonably believed to be the best interest of the Chapter or other corporation;
  - 3) in any matter the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that their 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 Chapter or other corporation; provided, however, that if at any time any provisions are contained in the laws of the State of Hawai`i 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 adjudications, shall be made:
  - 1) by a majority vote of a quorum consisting of disinterested directors of the Chapter (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; or
  - 3) by the members in like manner to the procedure for amending the Chapter bylaws.In making a determination, the disinterested 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, 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 they reasonably believed to be the best interests of the Chapter or other corporation, or, in any manner the subject of a criminal action, suit, or proceeding, had reasonable cause to believe that their conduct was unlawful.
- c. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Chapter to the trustee, director, officer, 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 them hereunder.

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- d. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such 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 person's heirs and legal representatives.

**ARTICLE XII – AMENDMENTS**

**Section 1.**

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 or otherwise sent to each member two weeks prior to a regular meeting or special meeting.

**Section 2.**

An affirmative vote by at least two-thirds of the board is required to approve an amendment to these bylaws, except when required by Hawai'i law or determined by the board, an affirmative vote of at least two-thirds of the members present at the next regular or special meeting or of those voting by ballot.