

CONSTRUCTION MANAGEMENT ASSOCIATION OF AMERICA STANDARD REGIONAL CHAPTER BYLAWS

ARTICLE I - NAME AND REGION

The name of this organization is the Construction Management Association of America, the (identified under Article XI, Section 1) Region (hereinafter "the Chapter"). It is a regional chapter chartered by and affiliated with the Construction Management Association of America, Inc. (hereinafter "CMAA" or "the Association"). CMAA is incorporated under the laws of the Commonwealth of Virginia. This chapter of CMAA is an incorporated association of firms and individuals. The Region serviced by this Chapter is defined under Article XI, Section 1 - "Additional Provisions."

ARTICLE II - RELATION TO CMAA BYLAWS AND PURPOSES

The primary objective of the chapter is to support the purposes of CMAA. The Bylaws of the Chapter are subject to the Bylaws of the Association and the Regional Chapter Affiliation Agreement.

ARTICLE III - CHAPTER PURPOSES AND OBJECTIVES

- Section 1.** To promote and support the purposes and objectives of CMAA.
- Section 2.** To promote CMAA membership growth.
- Section 3.** To promote and encourage the growth and development of construction management ("CM") as a professional service and to enhance the quality of CM practice at the regional level through association of CM practitioners with CM service users and owners, contractors, architects, engineers, suppliers, and other construction service related groups and individuals.
- Section 4.** To promote the development of Student Chapters within the Region; to maintain a direct link between CM practitioners and academic institutions active in the teaching and research of CM; and to promote cooperation between practitioners, students, and professors in matters of common interest to the advancement of the CM practice.
- Section 5.** To hold meetings and events for CMAA Chapter members.

ARTICLE IV - MEMBERSHIP AND VOTING

- Section 1.** **Membership.** Membership in CMAA is a prerequisite to Chapter membership.
- Section 2.** **Voting.** On all matters of Chapter business, each Chapter member shall have one vote. Unless otherwise specified in the Chapter Bylaws, voting on matters of business conducted at regular or special membership meetings shall be decided by the majority of those present.

Section 3. Payment of Dues. Any member who has paid in full all current dues levied by CMAA and is located in the assigned geographical area shall be deemed in good standing of the Chapter. Payment of Chapter dues (if any) is not a requirement for membership.

Section 4. Solicitation. The list of members of or applicants to the Association shall not be used for advertising or solicitation. Lists may be circulated only to dues-paying members and are for use only in accordance with the purposes of the Chapter as specified by its Board of Directors.

ARTICLE V - CHAPTER MEETINGS

Section 1. Meetings. Chapter meetings will be held on a schedule approved by the Board of Directors.

Section 2. Notices. It shall be the duty of the Secretary to announce any meeting to regular members by written or electronic notice at least ten (10) days prior to the date when the meeting shall be held. The notice shall state the time, date, place, agenda, and the principal speakers, if any.

Section 3. Rules. All meetings shall be conducted in accordance with the parliamentary procedure of Robert's Rules of Order.

ARTICLE VI - BOARD OF DIRECTORS OF THE CHAPTER

Section 1. Number, Terms. The Board of Directors shall consist of no fewer than four members, and will include the elective officers and the Past President. The President of the Chapter shall act as Chair of the Board of Directors. Directors shall serve a minimum of a one-year term with no limitation on the number of terms.

Section 2. Responsibilities. The Board of Directors shall be responsible for the management of the affairs of the Chapter. They will draft and propose "Additional Provisions" to the Standard Chapter Bylaws for approval by the Association Board of Directors and the Membership of the Chapter.

Section 3. Meetings. The Board of Directors will meet at least quarterly.

Section 4. Quorum. At any meeting of the Board of Directors, a quorum for the transaction of Chapter business shall consist of a majority of the Directors, but if at any meeting of the Board there will be less than a quorum present, a majority of those present may adjourn the meeting without notice until a quorum shall attend. All decisions and elections of the Directors shall be by a majority vote. Each member of the Board, except the Chair, has one vote; no proxies are allowed. The Chair will only vote on those issues where the vote breaks a tie.

Section 5. Notices. At least ten (10) days prior to any meeting of the Board of Directors, written notice which states the place and purpose of such meeting shall be mailed or sent electronically by the Secretary or the Secretary's designee to each Director.

Section 6. Attendance. Any Board Member who fails to attend two (2) consecutive Board meetings will be warned by the Chairman. If he or she fails to attend the third

consecutive meeting, he or she shall automatically be removed from the Board, unless excused by the Board by two-thirds vote.

Section 7. Election. If the incumbent Board of Directors determines that a Board of more than four members is warranted for the following year or if the Past President will not be able to serve, the nominating committee shall be instructed to nominate a slate of Board nominees in addition to the Officers (as provided in Article VII, Section 2) for election at the Annual Membership meeting.

ARTICLE VII - OFFICERS

Section 1. Elective Officers. The elective officers shall be the President, the Vice President, and the Secretary/Treasurer who, together with the Past President, shall serve on the Board of Directors. The Secretary/Treasurer can be separated into two offices. Members of the same firm shall not serve simultaneously as an elective officer or as Past President.

Section 2. Nomination and Election. The nominating committee shall prepare a slate of nominees for officers of the Chapter. Nominations may also be made from the floor. The officers shall be elected by members prior to the CMAA National Conference and will be expected to attend the Conference.

Section 3. Term of Office. Each officer shall assume office immediately following the National Conference and shall hold office for one year or until his successor shall be duly elected and has assumed office. Elected officers shall be eligible to serve only two consecutive terms in the same office.

Section 4. Vacancy. A vacancy occurring in any office shall be filled by a replacement selected by the Board of Directors for the balance of the term.

Section 5. President. The President shall be the chief elected officer of the Chapter and shall preside at all meetings of the Board of Directors and the membership of the Chapter. The President will constitute the communications link between the Chapter and the Association. The President shall have, perform, and discharge the duties as the Board of Directors from time to time may prescribe. The President shall be an ex-officio member of all committees except the nominating committee. It shall be the duty of the President to appoint all committees.

Section 6. Vice President. The Vice President shall perform and discharge such powers and duties as the President or the Board of Directors from time to time may prescribe. The Vice President shall perform the duties of the office of the President in the absence of the President. The Vice President will become President on the succeeding year of office.

Section 7. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for all monies of the Chapter, collect all dues and assessments, and have the custody of the funds and other assets of the Chapter, subject to the discretion and control of the Board of Directors. The Secretary/Treasurer shall be responsible for a correct and accurate accounting of all monies received and dispersed and of the financial condition of the Chapter, all to be reported to the Chapter and the Association. The Secretary/Treasurer shall be responsible for a complete roll of the names and addresses of the Board of Directors and the members of the Chapter and informing the Association of same. The Secretary/Treasurer shall be responsible for the taking and keeping of minutes accurately reflecting the proceedings at

all meetings of the Chapter and shall have, perform, and discharge the duties usually pertaining to such office and such other power and duties as the President and the Board of Directors may from time to time prescribe. The Secretary/Treasurer shall report to the Board of Directors at its regular meetings.

ARTICLE VIII - FINANCE AND DUES

- Section 1. Fiscal Year.** The fiscal year of the Chapter shall coincide with the fiscal year of the Association.
- Section 2. Budget.** The financial operations of the Chapter shall be conducted in accordance with an annual operating plan recommended by the Secretary/ Treasurer, reviewed by the President, and approved by the Board of Directors.
- Section 3. Dues.** Chapter dues may be assessed annually as specified in the Chapter Affiliation Agreement. Payment of Chapter dues shall not be a prerequisite to Chapter membership.
- Section 4. Disbursements.** The Secretary/Treasurer or President shall be authorized to disburse checks upon approval of the appropriate officer or committee chairman and within the limits of the approved budget.
- Section 5. Audits.** The accounts of the Chapter shall be audited not less than annually by a committee of two members in good standing other than the President and Secretary/ Treasurer. A report of the results will be submitted to the Chapter Board of Directors.
- Section 6. Beneficiary of Assets.** Should the Chapter be dissolved for any reason, its assets shall, after payment of all just debts, be turned over, without restriction, to the Construction Management Association of America, Inc.

ARTICLE IX - AMENDMENTS

Additional Provisions to these Standard Bylaws must be approved by the Chapter Board of Directors and submitted with the Chapter Affiliation Agreement for approval by the Association Board of Directors.

ARTICLE X - DISSOLUTION

The Chapter may be dissolved at any time by the Association Board of Directors or the Chapter Board of Directors in accordance with the Chapter Affiliation Agreement.

ARTICLE XI - ADDITIONAL PROVISIONS

- Section 1. Chapter Service Areas.** Chapter service areas are defined as geographical boundaries within which Chapters may be expected to extend services to CMAA members and those members may reasonably participate in Chapter activities. Individual members may request assignment to an alternative Chapter through the national office. Chapter service areas are subject to change, with approval of the CMAA national office, upon the request of a Chapter and with the mutual consent of other chapters affected.