



DRAFT MINUTES

FY09 Fall Board Meeting

Northeast Region Board Meeting – August 14, 2008

Executive Committee

Scott Tobias, Region President
Howard A. Levine, Region Vice-President
Roland Barrett, Region Treasurer
Ruma Som, Region Secretary

Board of Directors

Luis G. Rosario-Lliveras, Metro New York, (01); Don O. Bannon, Boston (09); Jim Grucella, Buffalo / Western NY (18); David Newman, Hartford (57); W. Calvin Bowne, Syracuse (63); Charles A. Battle, Rochester (69); Tracey Powell, Rhode Island (70); Susan Sheffmaker, New Jersey (83); Richard Eustis, Maine (91); John Van Oort, Eastern New York (94); John Gant, Vermont (103); Edward M. Healy, Worcester County (105); Jay F. Strother, Housatonic (110); Chris A. Geiger, CSI, CDT, Long Island (114);

Director not present from following Chapter: William North Sturtevant, New Hampshire

Others Present:

Walter Marlowe, Institute Executive Director & CEO; Gilman K M. Hu, Institute President; George Rosamond, Certification Committee Chair; T.J. Gottwalt, Governance Task Team Chair; Roy Olsen, Finance Chair; Kenneth R. Gehringer, FY09 NE Region Conference Co-Chairman; Kenneth Raikowski, FY09 NE Region Conference Treasurer, Jeffrey Mattles, FY09 NE Region Conference Program, Finance, Promotion & Sponsorship Committee Member

1 Call to Order:

1.1 Welcome Remarks

1.1.1 President Tobias welcomed everyone and called the meeting to order at 12:30 pm.

1.2 Roll Call

1.2.1 Roll call was taken by Secretary Som.

1.3 Determination of Quorum:

1.3.1 A quorum was acknowledged

2 Region Conference

2.1 FY 2009 Conference Update New York City

2.1.1.1 Raikowski, Gehringer & Tobias gave an update of the conference.

2.1.1.2 The final financial statement was not available. However, at that time, there was a deficit of \$7,000

2.2 FY 2010 Conference Report or Presentation Eastern New York

2.2.1.1 Van Oort gave a power point presentation. The conference site shall be Lake George. The conference programs shall be geared for Family such that half day shall be conference and other half shall be activities for families.

2.3 FY 2011 Conference

2.3.1.1 Some discussion was made to have a conference hosted by chapters of 2 regions to encourage cross pollination. Since New Jersey state has chapters that fall in Northeast Region and Mid Atlantic Region that could be a possible venue. It would however require more time for planning and hence could possibly be FY2012 conference.

3 Administrative

3.1 Institute Update

3.1.1 Institute President Gilman K. M. Hu provided an institute update. The highlights were as follows:

3.1.1.1 Distinguished Member award for Gary Betts is in process.

3.1.1.2 Strategic Planning – 14 members in the task team that has targeted to have report ready by November'08.

3.1.1.3 Focus on Membership- increase communication, improve membership experience.

3.1.1.4 Call to Board members to volunteer – through chapter activity, newsletter etc. Communicate with Membership, Technical, Education, Program & Newsletter chair and participate at chapter level.

3.1.1.5 Fellows should look at members to identify who should be raised to level of fellow.

3.2 State of the Region

3.2.1 Marlowe spoke on Region Leadership

3.2.1.1 He identified the need to distribute responsibility by geographic region.

3.2.1.2 Region needs to step forward to send reminders to chapter leaders to send delegate to National Conference

3.2.1.3 Region needs to be goal driven- issues should be addressed as #1 in agenda.

3.2.1.4 Institute has cut down on staff from 54 to 29 with some new staff members so some history has been lost.

3.3 Annual Meeting- FY2008

- 3.3.1 Eustis gave an update of the CSI National annual meeting.
 - 3.3.1.1 CSI annual meeting has digressed and become more of an awards meeting.
 - 3.3.1.2 Chapters had to submit delegate members in January which was not done as no reminders were sent to chapters on deadline. Only chapter delegates had the right to vote, which was not known to all members and hence created unhappiness,
 - 3.3.1.3 Any member in good standing now has the right to vote.
 - 3.3.1.4 The Institute Forum is an opportunity to ask or raise questions and to raise issues of substance.
 - 3.3.1.5 The institute has tried to fit 4 hours of activity in 2 hours while the awards ceremony has gotten too big.

3.4 Region Caucus- FY2008

- 3.4.1 Addressed by Levine
 - 3.4.1.1 Attended poorly by only 8 northeast region members including Tobias, Debiak & Levine

3.5 Northeast Region Forum

- 3.5.1 Addressed by Tobias
 - 3.5.1.1 Region needs to identify problems and find solution

4 Consent Agenda:

4.1 Approval of Minutes of Board of Directors Meeting March 08, 2008:

- 4.1.1 The Board of Directors Minutes were approved with the corrections that were submitted.

4.2 Institute Director's Reports:

- 4.2.1 Director's report by Tobias - pulled.
- 4.2.2 Director's report by Levine - pulled.

4.3 Director's Reports

- 4.3.1 Metropolitan New York Chapter Director's by Rosario - pulled.
- 4.3.2 Boston Chapter Director's report by Bannon - accepted.
- 4.3.3 Buffalo/WNY Chapter Director's report by Grucella - accepted.
- 4.3.4 Hartford Chapter Director's report by Newman - accepted.
- 4.3.5 Syracuse Chapter Director's report by Bowne - accepted.
- 4.3.6 Rochester Chapter Director's report by Battle - accepted.
- 4.3.7 Rhode Island Chapter Director's report by Powell - pulled.
- 4.3.8 New Jersey Chapter Director's report by Sheffmaker - pulled.
- 4.3.9 Maine Chapter Director's report by Eustis - accepted.
- 4.3.10 Eastern New York Chapter Director's report by Van Oort - pulled.
- 4.3.11 Vermont Chapter Director's report by Gant - accepted.
- 4.3.12 Worcester Chapter Director's report by Healey - accepted.
- 4.3.13 Housatonic Chapter Director's report by Strother - pulled
- 4.3.14 Long Island Chapter Director's report by Geiger - accepted
- 4.3.15 New Hampshire Chapter Director's report by Sturtevant - pulled

4.4 Standing Committee Reports

- 4.4.1 Academic Program Committee report by Eustis - accepted.
- 4.4.2 Awards Committee report by Grucella - accepted.

- 4.4.2.1 Olsen volunteered to serve as new Awards chair.
- 4.4.3 Certification Committee report by Rosamond - accepted.
- 4.4.4 Professional Development/Education report by Bowne - accepted.
- 4.4.5 Finance Committee report presented by Barrett/Olsen.- accepted
- 4.4.6 Membership Committee report by Healy - accepted.

Since Healy is institute membership committee chairman and could not simultaneously hold region membership chair, Healy resigned from the position of Region Membership Chair. Tim Hurley was mentioned as a probable candidate to replace Healy

- 4.4.7 Planning Committee report by Tobias - accepted.
- 4.4.8 Publication Committee report by Debiak - pulled.
- 4.4.9 Technical Committee report by Marvin - pulled
- 4.4.10 Website Committee report by Eustis - accepted.
- 4.4.11 Nominating Committee to be formed prior to Spring Meeting.

4.5 Task Teams

- 4.5.1 Governance task team report was presented by Gottwalt who decided to step down from position. Bowne was appointed as Chair. Eustis, Healy and Raikowski shall serve as committee members.- report accepted
- 4.5.2 Bylaws and Administrative References Task Team report - accepted.

5 Special Report- None

6 Recommendations

6.1 Committee Name Change

6.1.1 Recommendation by Eustis - *The Board amend the Region Administrative References, Part 4 - Region Policy, Section 12.D.1 by changing the name of the Academic Affairs Program Committee to Academic Programs Committee and the name of the Professional Development Committee to Education Committee. Further that these name changes be made in other portions of Parts 4, 5, 6 and 7 or the Region Administrative References as appropriate to reflect the Region Policy change in Committee Names.*

6.1.1.1.1 Recommendation was moved and approved.

6.2 Assessment Exemption

6.2.1 Recommendation by Eustis - *The Board amend the Region Administrative References, Part 4 - Region Policy, Section 15.A.4.a). by adding the Membership designation "Distinguished" to those currently listed as excluded when calculating the Region Assessment.*

Recommendation was moved and approved.

6.3 Code of Conduct

6.3.1 Recommendation by Healy to modify Code of Conduct to create new Section E Administrative Policy applying to the entire Code of Conduct Policy. (See Attachment A for full text of Recommendation in "Track Change" format). Recommendation was moved and approved subject to review by Region Legal Counsel.

6.4 Modification of Region Bylaws

- 6.4.1 Recommendation by Eustis - See Attachment B for full text of the Recommendation in "Track Change" format.
Recommendation was moved and approved.

7 Financial

7.1 FY2009 Financial Review

- 7.1.1 Olsen & Barrett presented the Finance Report. Total Expense of \$ 14,315.45 as of 6/30/08 out of budget of \$ 27,045.00 leaving a difference of \$ 12,729.64. It was noted that \$10,000 allocated to Metro New York/ Long Island FY2009 Conference Host was taken from Reserve fund and not part of \$ 14, 315.45

8 Old Business

8.1 NER Governance Survey

- 8.1.1 Gottwalt presented an update of Governance Survey, thanking all committee members for their input.

9 New Business

9.1 Leadership Training Sessions

- 9.1.1 Levine provided an update of the direction that Tobias and he had taken regarding leadership training. Underlying thought is to create geographical training districts. The intent is not to break the region but to make it more cohesive. Goal is to make it easier on members to take advantage of the training at locations that will require a maximum of approximately 167 miles driving.

9.2 Strategic Plan

- 9.2.1 Tobias and Levine are very active with the Institute Strategic Plan.
9.2.2 Bowne was appointed as Chair of Strategic Planning and Governance Task Team which is an extension of the appointment to serve as chair of the Governance Task Team.

10 9.0 Next Board Meeting

10.1 Board Meeting FY2009

- 10.1.1 Next board meeting to be set up for March at Fishkill.

11 10.0 Adjournment

11.1 Meeting Adjournment

- 11.1.1 Meeting was adjourned at 5:00 pm sharp.

Respectfully Submitted,
Ruma Som, CSI, CDT, AHC
Secretary, Northeast Region, CSI
e-mail: rsom@assabloydss.com

END OF REPORT

ATTACHMENT A
to Minutes of FY09 Fall Board Meeting

17. Code of Conduct (This article revised Aug.14, 2008)

A. The purpose of this section is to communicate Region Policy regarding the deterrence and investigation of suspected misconduct and dishonesty by Region Officers, Board Members, all appointed Committee and Task Team Members, and Members, and to provide specific instructions regarding appropriate action in case of suspected violations.

B. Antitrust/Confidentiality

1. For purposes of this policy, misconduct and dishonesty include but is not limited to:
 - a). acts which violate any provision of this Code of Conduct Policy
 - b). theft or other misappropriation of assets, including assets of the Region, our customers, suppliers or others with whom we have a business relationship
 - c). misstatements and other irregularities in Region records, including the intentional misstatement of the results of operations
 - d). wrongdoing
 - e). forgery or other alteration of documents
 - f). fraud and other unlawful acts
 - g). any similar acts.
2. The Northeast Region of the Construction Specifications Institute ("NERCSI") intends to operate in compliance with the antitrust laws of the United States and, as applicable, the antitrust laws of the state of New Hampshire of the United States and the antitrust/competition laws of other countries (generally, "Antitrust Laws"). The Antitrust Laws are intended to preserve and promote free, fair and open competition. This competition benefits consumers and companies which are innovative and efficient. A violation of the Antitrust Laws can have serious consequences for NERCSI and members. Accordingly, NERCSI hereby issues the following guidelines for itself and its members, as guidance in connection with participation in NERCSI activities. The activities of NERCSI are not intended to restrain competition or to harm consumers. The purpose of NERCSI is to bring businesses and business people in the construction industry together to promote business, exchange ideas and to take advantage of the vast amount of experience and information that we can all derive from and share with each other.
 - a). Neither NERCSI nor any of its committees or activities shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, express or implied, between and among competitors with regard to their prices, terms or conditions of sale, distribution, volume of production, territories, customers, or credit terms.
 - b). In connection with membership or participation in NERCSI, there shall be no discussion, communication, agreement or disclosure among members which are actual or potential competitors, regarding their prices, discounts or terms or conditions of sale or licensing of products or services, pricing methods, profits, profit margins or cost data, production plans, market shares, sales territories or markets, allocation of territories or customers, or any limitation on the timing, cost or volume of the research, production or sales.

- c). Each member of NERCSI is obligated and expected to exercise its independent business judgment in pricing its services or products, dealing with its customers and suppliers, and choosing the markets in which it will compete.
 - d). No activity or communication of NERCSI, or that of members in connection with their participation in NERCSI, shall include any discussion which could reasonably be construed as an attempt to prevent any person or business entity from gaining access to any market or customer for goods and services, or to prevent any businesses entity from obtaining a supply of goods or services or otherwise purchasing goods or services freely in the market.
 - e). The qualifications for membership in NERCSI are as established by the Board of Directors of CSI and its Bylaws. No application for membership, which meets the qualifications set forth therein, shall be denied membership for any anti-competitive purpose. No member shall be excluded from a working group of NERCSI for an anti-competitive reason.
 - f).NERCSI and each member, in connection with the activities of NERCSI, shall use its best reasonable efforts to comply in all respects with the Antitrust Laws.
 - g). These Guide lines are conservative and intended to promote compliance with the Antitrust Laws, not to create duties or obligations beyond what the Antitrust Laws actually require. In the event of inconsistency between these Guide lines and the Antitrust Laws, the Antitrust Laws shall control.
 - h). These Guidelines shall be promulgated to all members of and participants in NERCSI. All members and participants shall abide by these Guidelines.
3. The protection of confidential business information and trade secrets, subject to disclosures as required by law, is vital to the interests and the success of NERCSI. Such confidential information includes, but is not limited to, the following examples:
- a). personal compensation data
 - b). computer processes
 - c). computer programs and codes
 - d). customer lists
 - e). financial information
 - f). marketing strategies
 - g). new materials research
 - h). pending projects and proposals research and development strategies

C. Whistleblower Protection

- 1. The reporting of an act of misconduct or dishonesty shall be considered privileged and subject to protection. Said protection is intended to cultivate an open door approach to Region Policy compliance and no Officer, Director, Committee or Task Team member, or member who in good faith reports a violation of the Code of Conduct shall suffer harassment, retaliation or adverse consequences. A Region Officer, Board, Committee or Task Team member, or member who retaliates against someone who has reported a violation in good faith is subject to discipline in accordance with section F.5 of this Policy.
- 2. This Whistleblower Protection is intended to encourage and enable Officers, Directors, Committee or Task Team members, or members to raise serious concerns within Region prior to seeking resolution outside the association.

D. Ethics/Conflict of Interest

1. The Region Board commits all Region Officers, Board Members, all appointed Committee and Task Team Members, and all Members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Region Officers, Board, Committee, or Task Team Members, and as Members. Accordingly; Region Officers, Board, Committee, and Task Team Members, and Members:
 - a). Must conduct themselves with un-conflicted loyalty to the interests NERCSI and its stakeholder members. This accountability supersedes any conflicting loyalty, such as loyalty to other advocacy or interest groups, membership on other boards, and professional responsibility to an employer. It also supersedes the personal interests of any Region Officer, Board, Committee, or Task Team Member.
 - b). Must not breach their fiduciary responsibility to NERCSI and must avoid conflict of interest, as well as the appearance of any conflict of interest, with respect to the following:
 - 1) There must be no self-dealing, nor any private business activity, nor personal services between any Region Board, Committee, or Task Team Member or Member and the Region regardless of whether or not the services or products comprising the business activity are rendered for free or for compensation, including expenses. For purposes of this section a "Region Board, Committee, or Task Team member" includes any organization in which the Region Board, Committee, or Task Team member, or any member of his/her immediate family, has a beneficial equity ownership interest of at least ten per cent or is an officer or member of the organization's Board of Directors or Executive Committee, or is an Officer.
 - 2) When the Region Board, a Committee, or a Task Team is to decide upon an issue in which a Director or member has an unavoidable conflict of interest, that Director or member shall excuse herself or himself, without comment, from both all voting, and from the entire deliberation.
 - 3) Region Board, Committee, or Task Team members must not use their positions to obtain Region employment for themselves, family members, or close associates. Should a member desire such an employment offer, he or she must first resign from the position of Director, Committee, or Task Team member.
 - 4) Region Board and Committee members will disclose their involvement with other organizations, vendors, or any other associations that might produce a potential conflict under this Policy.
 - 5) The Region Board of Directors may not participate in the nomination review process of any NERCSI related award for which they, a family member, or a firm they work for or represent, may be eligible or which may otherwise present a conflict of interest or perception of self dealing.
 - 6) Region Board and Committee members are expected to be familiar with and abide by NERCSI policies.
 - 7) The Board may for good cause exempt the members, members of a Board, Committee, or Task Team from one or more of the provisions of this Section by affirming the exemption in a Board vote or by stating the exemption in that Board's, Committee's, or Task Team's charter, provided

that the exemption is adopted by an affirmative majority of the Board of Directors and provided that the exemption does not permit an actual conflict of interest or actual self-dealing. The action of the Region Board will, by virtue of the hierarchical relationship, be implicitly adopted as superseding, in whole or in part, this Policy and thereby enable eligibility of members, Region Officers, Board, Committee, and Task Team members to act accordingly.

2. Region Officers, Board, Committee, and Task Team Members may not attempt to exercise individual authority over the organization, except as explicitly set forth in Region Board Policies, Committee, or Task Team charters.
 - a). Interaction with the Region Officers, Executive Director, or with Region staff must recognize the lack of individual Director and Member authority, except when explicitly authorized by Region Policy, Committee, or Task Team charters.
 - b). Interactions with the public, press, or other entities must recognize the same lack of individual authority and the inability of any Region Board, Committee, or Task Team member to speak for the Region Board, Committee, or Task Team, except to repeat explicitly stated Region Board decisions.
 - c). Region Officers, Board, Committee, and Task Team Members will give no consequence or voice to individual judgments of the Executive Director or staff performance, except as part of the performance evaluation.
3. Region Officers, Board, Committee, and Task Team Members will respect the confidentiality concerning Region Officers, Board, Committee, and Task Team issues and information of a sensitive nature.
4. Region Officers, Board, Committee, and Task Team Members will annually acknowledge compliance with this Code of Conduct Policy Section D by completing an appropriate consent form(s) as provided by the Secretary of the Region. Compliance with this requirement is achieved in part through inclusion of all NERCSI positions held on the NERCSI member profile and annual reporting Regions and Chapters of Officers and Committee Chairs. The Secretary of the Region shall review each submitted form for general compliance with this policy and properly file the forms.

E. Sexual Harassment/Harassment/Discrimination

1. Region is committed to providing an environment that is free of discrimination and unlawful harassment. Actions, words, jokes, or comments based on an individual's sex, race, ethnicity, age, religion, or any other legally protected characteristic will not be tolerated. As an example, sexual harassment (both overt and subtle) is a form of misconduct that is demeaning to another person, undermines the integrity of the organization and is strictly prohibited.
2. Sexual harassment is unwanted sexual attention of a persistent or offensive nature made by a person who knows, or reasonably should know, that such attention is unwanted. Sexual harassment includes sexually oriented conduct that is sufficiently pervasive or severe to unreasonably interfere with a person's performance or create an intimidating, hostile, or offensive working environment. While sexual harassment encompasses a wider range of conduct, some examples of specifically prohibited conduct include:
 - a). Promising, directly or indirectly, a reward, if the person complies with a sexually oriented request;

- b). Threatening, directly or indirectly, to retaliate against a person, if the person refuses to comply with a sexually oriented request;
 - c). Denying, directly or indirectly, a person's opportunity, if the person refuses to comply with a sexually oriented request;
 - d). Engaging in sexually suggestive physical contact or touching another person in a way that is unwelcome;
 - e). Displaying, storing, or transmitting pornographic or sexually oriented materials using Region equipment or facilities;
 - f). Making sexual-related comments that can be overheard by others;
 - g). Engaging in indecent exposure; or
 - h). Making sexual or romantic advances toward a person and persisting despite the person's rejection of the advances.
3. Sexual harassment can be physical and/or psychological in nature. An aggregation of a series of incidents can constitute sexual harassment even if one of the incidents considered on its own would not be harassing.
 4. Persons are prohibited from harassing other persons whether or not the incidents of harassment occur at Region or Chapter events. Sexual harassment can involve males or females being harassed by members of either sex. Sexual harassment can involve a person in a greater position of authority as the harasser, and individuals in positions of lesser or equal authority also can be found responsible for engaging in prohibited harassment. Consensual sexual or romantic relationships between persons are deemed unwise and are strongly discouraged if one person has authority over the other person.
 5. Harassment on the basis of any other protected characteristics is also prohibited. Under this policy, harassment is verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of his/her race, color, religion, sex, age, national origin, disability, or any other characteristic protected by law that:
 - a). has the purpose or effect of creating an intimidating, hostile, or offensive work environment;
 - b). has the purpose or effect of unreasonably interfering with an individual's performance; or
 - c). otherwise adversely affects an individual's opportunities.
 Harassing conduct includes, but is not limited to: epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes and display or circulation of written or graphic material that denigrates or shows hostility or aversion toward an individual or group (including through e-mail.)
 6. All incidents of sexual harassment or inappropriate sexual conduct must be reported regardless of their seriousness. Publicizing information about alleged harassment without following the reporting procedures or filing a formal complaint might be considered evidence of a vexatious intent on the part of the accuser.

F. Administration

1. Region Officers must deal expeditiously and fairly with all allegations of violation of this Code of Conduct whether or not there has been a written or formal complaint. Region Officers must:

- a). Ensure that any claim of alleged inappropriate conduct is reported to the entire Region Board within one day of knowledge of an alleged incident;

- b). Cooperate with the Region Officers conducting the investigation; and
 - c). Implement corrective action to prevent prohibited conduct from reoccurring.
- Region Officers who knowingly allow or tolerate harassment are in violation of this policy and subject to disciplinary action as set forth in Section F.5 below.

2. Region Officers or their designee is responsible for:

- a). Ensuring that both the individual filing the complaint (hereafter referred to as the complainant) and the accused individual (hereafter referred to as the respondent) are aware of the seriousness of a harassment complaint;
- b). Explaining Regions harassment policy and investigation procedures to the complainant and the respondent;
- c). Exploring informal means of resolving harassment complaints;
- d). Arranging for an investigation of the alleged harassment and the preparation of a written report.

3. Violation

Any member who believes a violation of this policy has been committed may raise the incident or concern to the chief officer of a Chapter or Region for resolution.

4. Investigation

In the circumstance of an allegation, assertion, or act of misconduct, breach of the Code of Conduct, or unprofessional behavior on the part of a Region Officer, Board, Committee, or Task Team Member, Region Officers or their designee will conduct an immediate investigation into the alleged harassment. A final report with recommendations will be generated and submitted to the Region Board of Directors for resolution in accordance with Item F.5 below.

In the circumstance of an allegation, assertion, or act of misconduct, breach of the Code of Conduct, or unprofessional behavior on the part of a Member the procedure set forth in *Institute Policy Section III—Members, Part 4, Misconduct* shall prevail.

5. Discipline

Any Region Board, Committee, Task Team Member, or Member that is determined to have violated any provision of this policy shall be subject to sanctions up to and including a request of the Institute for expulsion from membership a loss of any and all honors, awards, designations, titles, and privileges as have been provided by NERCSI, as determined by the Board. If an investigation results in a finding that this policy has been violated, the mandatory minimum discipline is a written reprimand. The minimum discipline for very serious or repeat violations is expulsion from membership. Persons who violate this policy also are subject to civil damages or criminal penalties as permitted by law.

End of Attachment A

ATTACHMENT B
to minutes of FY09 Fall Board Meeting

Amendments to Region Bylaws

Part 3 of RAR – Region Bylaws

ARTICLE V - BOARD

Section 1. Government of the Region

The affairs of the region shall be governed by its board of Directors (hereinafter “board”).

Section 2 Composition

The board shall consist of the following:

- a. There shall be one director selected or elected from each chapter within the region.
 - i. The term of office for each director shall be two (2) years.
 - ii. The terms of the directors shall begin at the commencement of the administrative year following their election and shall continue until the expiration of the term or earlier resignation or removal and selection of successor.
- b. There shall be an Executive Committee, whose members shall be the president, vice president, secretary and treasurer. All Executive Committee Members will be elected by a majority of the Board from a list of nominees prepared by the Region Nominating Committee. Elections will occur at the Spring Board Meeting.
- c. The Region’s Institute Director shall serve as an ex-officio non-voting member of the Board.

Section 3. Duties

The board shall have control and management of the affairs of the region with authority to conduct the business of the region.

Section 4. Annual and Special Meetings

The board shall hold a minimum of one regular meeting during the year; the time and place of which shall be fixed by the board. Special meetings of the board shall only be held upon the call of the president or a quorum of the board upon twenty (20) days notice in writing or electronic form. Meetings may be conducted in person or by remote conference, provided all members have an opportunity to participate in the proceedings, or in any other format allowed by law

The president shall preside at all meetings of the board or, in the absence of the president, the vice-president shall preside.

The board may also take action in lieu of a meeting by written resolution, such resolution to be binding to the same extent as if taken at meeting, unless otherwise prohibited by law. Such written resolution may

be circulated by written or electronic form, and shall be binding upon the region if passed by a majority of the board.

Section 5. Quorum

A majority of the filled positions of the board shall constitute a quorum.

Section 6. Committees

The executive committee shall select all standing and special committees and designate duties.

Section 7. Vacancies

Any vacancies which may occur in the board shall be filled as follows for the duration of the unexpired term:

- a. A vacancy in the office of director shall be filled by the chapter where the vacancy occurs.
- 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. A vacancy in the office of vice president, secretary or treasurer shall be filled by the board for the duration of the unexpired term.
- d. The board may fill any vacancy on the board or in the officers by majority vote on a pro tem basis until elections can be held.

Section 8. 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, 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. Meetings may be conducted in person or by remote conference, provided all members have an opportunity to participate in the proceedings, or in any other format allowed by law.

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 president. These bylaws and *Roberts Rules of Order Newly Revised* shall be the guide for the conduct of the executive committee meetings.

ARTICLE VII - OFFICERS

Section 1. President

The president of the region shall be elected by the Board and shall serve for a 2-year term ending in odd-numbered years and shall serve as chairman of the Executive Committee and of the board, preside at all region meetings, appoint the chairmen of standing and ad-hoc committees, be an ex-officio member of all committees except the region nominating committee, and sign all agreements and formal instruments on behalf of the region. A President that has served a full-term shall not be eligible to for re-election to the same position.

Section 2. Vice President

The vice president of the region shall be elected by the Board and shall serve for a 2-year term ending in even numbered years, be a member of the executive committee and board, an ex-officio member of all committees of the region except the region nominating committee, and shall share in the duties and management of the region. A Vice President that has served a full-term shall not be eligible for re-election to the same position.

Section 3. Secretary

The secretary shall be elected by the board and shall serve for a term of two (2) years expiring in odd numbered years. The secretary shall keep the minutes of the meetings of the region, the board, and the executive committee; 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 notices must be given. The secretary 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. A Secretary may be nominated to serve a second term but may not serve more than 2 consecutive full terms.

Section 4. Treasurer

The treasurer shall be elected by the board and shall serve for a term of two (2) years, expiring in even numbered years. 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 may be prescribed by the board. A Treasurer may be nominated to serve a second term but may not serve more than 2 consecutive full terms.

ARTICLE VIII - REGION NOMINATING COMMITTEE

Section 1. Composition

- a. One representative of each Chapter selected or elected by the Chapter

b. The Region Secretary shall serve as the non-voting chair of the Nominating Committee unless the Secretary desires to be considered for a position for which nominations are being considered; in this event, the Treasurer shall serve as the non-voting chair.

Section 2. Duties

a. Prepare nominations for all Region Officers and for the position of Institute Director. The Nominating Committee may be assigned other related duties as described in Region Policy

i. The nominating committee shall prepare a list of nominees, showing at least one qualified name for each position due to become vacant.

ii. Not more than two qualified members of the classification required by the Institute shall be nominated to the position of Institute Director.

iii. Not later than November 1 of the fiscal year that the Institute Director's term ends, the secretary shall notify the Institute secretary of the results of the nomination for Institute Director including a listing of names, addresses, email addresses and telephone numbers.

Section 3 Qualification for Office

a. All members nominated to serve as an Officer must have had prior experience at the Region Level as a member of the Region Board or as a Region Committee Chair during the previous 5-year period.

b. All members nominated to serve as an Institute Director must have been a CSI Member for at least 4 years and served in a leadership position at a Chapter or at the Region.

END OF ATTACHMENT