



In the upcoming issue of SCIPping Along, there will be information about some of the initiatives that the SCIP Board has been working on. One of these initiatives has been to update our governance structure. This has been a three-prong approach with committees addressing Articles of Incorporation, Bylaws, and Policies. One item on the agenda for the SCIP Business Meeting on June 19 will be the consideration and vote on the proposed bylaw amendments.

The Bylaws Committee have presented to the Board an updated set of Bylaws that moves the organization from an undetermined Board size to a fixed number of eight, including the establishment of two Vice Presidents, a President-Elect, and an Affiliate Director. The other officer positions remain as well as the two-year terms for each. The Board has recommended the new Bylaws to the membership for a vote.

Please review the proposed Bylaw changes recommend by the SCIP Board for your consideration and action. I look forward to seeing each of you at the Annual Meeting for spirited discussion in the tradition of SCIP.

A handwritten signature in black ink, appearing to read "Dennis J. Hall", is positioned below the text. The signature is written in a cursive style with a large, looped initial "D" and a distinct "H".

Dennis J, Hall, FAIA, FCSI, SCIP
SCIP President

**BYLAWS
OF
SPECIFICATIONS CONSULTANTS IN INDEPENDENT PRACTICE**

ARTICLE I – NAME

The name of this Corporation shall be SPECIFICATIONS CONSULTANTS IN INDEPENDENT PRACTICE (“SCIP” or “Corporation” or “association”), a District of Columbia nonprofit corporation.

ARTICLE II – OFFICE

The principal office and Corporation's registered agent shall be located in any jurisdiction designated by the Board of Directors (hereinafter “Board”), consistent with applicable law.

ARTICLE III – PURPOSES

- A. The Corporation is organized and shall be operated for such purposes permitted by its Articles of Incorporation and the District of Columbia Nonprofit Corporation Act.
- B. In general, SCIP shall seek to improve business conditions generally for those persons engaged in providing independent consulting services in the preparation of construction specifications and related services and shall promote, foster, and advance the interests of its membership and others engaged in providing such services as set forth in the Articles of Incorporation.

ARTICLE IV – GOVERNING AUTHORITY

SCIP shall be governed by its Board, which shall have the authority to conduct business and manage the association between annual meetings of the membership, in accordance with these Bylaws.

ARTICLE V – MEMBERSHIP

The association shall have two (2) classes of membership, as described below:

Section 1: Members

- A. Applications: The Board shall receive applications from prospective Members on forms created by the Board, which shall determine eligibility for membership as Members based on the minimum qualifications set forth below.
- B. Qualifications for Members:
 - 1. Members must practice as independent consultants, or employees of independent consultants, and shall be engaged primarily (more than 50% of working hours per week) in the preparation of construction specifications.

“Preparation of construction specifications” shall include preparation and editing of project specifications and master specifications in multiple Divisions of CSI/CSC MasterFormat including Division 00 – Procurement and Contracting Requirements and Division 01 – General Requirements. It also may include construction products research, evaluation, and selection; preparation of technical information and literature on building products and systems; preparation and presentation of educational programs and writing about specifications and building products (if done in addition to specification writing); acting as an expert witness in arbitration and other proceedings pertaining to construction technology; investigation and recommendation of restoration or replacement of areas of existing construction for property managers and similar

companies; and engaging in other related activities which utilize the knowledge and skill of the specifier.

2. Members may not be an employee at any level of government, in an architectural or engineering firm, or for a product manufacturer or distributor, a general contractor or subcontractor, a construction manager, an estimator, a data processing company, an association or foundation, or any other firm engaged in design, construction, manufacturing, or related fields of the construction industry, unless those firms are also engaged in independent specification consulting.
 3. Members must have been engaged primarily in the preparation of construction specifications, for at least five (5) years.
 4. Members must know and understand standard specifications formats, languages, and techniques, and must be familiar with the CSI Project Resource Manual/Manual of Practice or CSC Manual of Practice.
 5. Members must be familiar with and understand standard contract provisions and the development of supplementary contract conditions pertaining to construction specifications, including contract documents published by other design and construction organizations.
 6. Members must subscribe to and accept to be bound by the SCIP "Standard Code of Practice."
- C. A person who is retired from an independent specifications consultant practice but who has been a Member of the association for at least ten (10) continuous years prior to retirement may remain eligible to be a Member despite such person's inability of satisfying the previously stated minimum qualifications.

Section 2: Affiliate Members

- A. Applications: The Board shall receive applications from prospective Affiliate Members on forms created by the Board, which shall determine eligibility for membership as Affiliate Members based on the minimum qualifications set forth below.
- B. Qualifications for Affiliate Members:
1. Affiliate Members must satisfy the requirements set forth in Article V, Section 1, subparagraphs B (4), B (5), and B (6) for Members.
 2. Affiliate Members, who otherwise do not qualify for membership in the association as Members, must practice as independent specifications consultants, engaged primarily in the preparation of construction specifications, or must practice as employees engaged primarily in the preparation of construction specifications for an architectural or engineering firm, a design-build firm, a construction manager, a building owner, the facility design group of a public agency or corporation, or a master specifications publisher. "Primarily" and "preparation of construction specifications" are defined in Article V, Section 1 above.
- C. Eligibility as an Affiliate Member shall expire when the individual no longer meets the criteria for affiliate membership.

Section 3: Rights and Responsibilities

- A. Members: Members are eligible to attend and vote at membership meetings, vote for Board Officers, serve as Board Officers, serve on committees, and use the initials "SCIP" or the title "Member of Specifications Consultants in Independent Practice" after their name.
- B. Affiliate Members: Affiliate Members are eligible to attend membership meetings, vote for Affiliate Member Director, serve as Affiliate Board Director, serve on committees, and perform other duties as requested by the Board. Affiliate Members shall not be eligible to vote at meetings of the membership or on any other matters affecting the association other than the issues concerning the Affiliate Member Director or special assessments. Affiliate Members may vote as committee

members while serving on association committees. Affiliate Members may use the initials “SCIP Affiliate” or the title “Affiliate Member of Specifications Consultants in Independent Practice” after their name.

- C. **Changes in Classification:** Members and Affiliate Members may request changes in their classification by giving written notice to the Secretary, including reasons for reclassification. Decisions will be made by the Board at its sole discretion and the Board shall direct the Secretary to notify the affected Member or Affiliate Member of the Board’s decision in writing in a timely manner.
- D. **Withdrawal:** Members and Affiliate Members may withdraw from SCIP by giving written notice to the Secretary. All rights, privileges, and interests in the association shall cease immediately upon withdrawal, except liability for dues or other financial obligations in arrears shall continue until satisfied. No payment of dues will be refunded to the withdrawing Member or Affiliate Member.
- E. **Sanctions, Suspension and Expulsion:**
 - 1. **Failure to Pay Dues and Charges:** If a Member or Affiliate Member shall fail to pay dues or other properly assessed charges such failure automatically shall result in revocation of the rights and privileges of membership if such delinquency shall continue for sixty (60) days from the due date of the invoice. If such delinquency continues for ninety (90) days from the due date of the invoice, the membership automatically shall be terminated. The Member or Affiliate Member shall be permitted to reapply for membership, but such application must be accompanied by payment in full of all delinquent dues and other charges in arrears plus reasonable interest.
 - 2. **Willful Violation of Bylaws or Rules:** If a Member or Affiliate Member willfully shall violate the Bylaws or a rule of the association, the Board shall have discretion to discipline the Member or Affiliate Member, including (but not limited to): reprimanding the Member or Affiliate Member (either privately or publicly); suspending the membership until the violation has abated and assurance has been provided that it shall not recur; suspending the membership for a stated period; or expulsion (either on terms permitting re-application or absolutely). In determining the proper sanction, the Board shall consider the gravity of the violation, persistence of the violation, and harm caused to the association, as well as the likelihood of recurrence. Prior to any Board action being taken, a statement of the charges shall have been sent by certified mail to the last recorded address of the Member or Affiliate Member under review at least fifteen (15) days before the Board meeting at which such charges shall be considered. A notice of the time and place of the meeting shall accompany this statement. The Member or Affiliate Member shall have the opportunity to present or have an appointed representative present any justification, defense, or grounds for mitigation.
 - 3. **Other Reasons:** Members and Affiliate Members may be expelled from SCIP for any other reason deemed reasonable by majority vote of the Board, provided that the Member or Affiliate Member is provided a statement of grounds for such action at least sixty (60) days prior to the date set for such action and the person is provided an opportunity to be heard by the Board. Evidence may be presented in person or by written testimony. The Board's decision in such matters shall be final.

Section 4: Interest in Property

No Member or Affiliate Member by reason of membership status shall have any right, title, or interest in or to the property of the association.

Section 5: Membership Dues

Members and Affiliate Members shall pay dues and charges at the respective rates established by the Board. The Board is authorized to impose special fees for special activities and otherwise, in the exercise of its discretion, to provide for the financial support of the association.

ARTICLE VI –MEETINGS

- A. Annual Meetings of Membership: Annual meetings of the membership shall be held at a time and place set by the Board for the transaction of business and to promote the purposes of the association. Notice of such annual meeting shall be provided by the Secretary to all Members and Affiliate Members at least sixty (60) days prior to the date of the meeting. The order of business may be altered by request of a majority of the membership present.
- B. Special Meetings of Membership: Special meetings of the membership may be called by the President, provided at least forty-five (45) days advance notice is given to all Members and Affiliate Members.
- C. Conduct of Meetings of Membership: The President shall preside over all meetings of the membership. If he or she is absent, the President-Elect shall preside.
- D. Quorum: Fifteen percent (15%) of the Members in attendance at a meeting of the membership shall constitute a quorum.
- E. Call of Meeting of Membership: A special meeting of the membership shall be called by the President upon the written request of twenty percent (20%) of the Members or by the Board.

ARTICLE VII – BOARD OF DIRECTORS

Section 1: Composition and Qualification

The Board shall consist of eight directors; seven Members and one Affiliate Member. The Board Officers of the association shall include: the President, President-Elect, two Vice Presidents, the Secretary, the Treasurer, and the Immediate Past President of the association. Each director shall have one (1) vote.

Section 2: Duties and Powers: No Proxy

The Board shall be responsible for the administration of the Corporation and the supervision and control of its assets and property. The Board shall carry out the duties set forth herein and be the final interpreter of the Articles of Incorporation and Bylaws. A director shall not be permitted by proxy to delegate or assign his or her right to vote.

Section 3: Election of Directors

The Members shall elect the Board Officers. The Affiliate Members shall elect the Affiliate Member Director who shall serve as a director of the association.

Section 4: Removal/Resignation/Vacancies in Offices

The membership at any annual meeting may remove a Director with or without cause. An affirmative vote by at least two-thirds (2/3) of the Members present is required to remove an officer. An affirmative vote by at least two-thirds (2/3) of the Affiliate Members present is required to remove the Affiliate Member Director. Notification of intent to remove a director shall be printed and mailed to the members at least thirty (30) days prior to the meeting of the membership. A director of the association may resign at any time provided written notice of the director's decision to resign and the effective date of such resignation shall be provided to the President and Secretary of the association. The Board at any annual, regular, or special meeting may appoint new directors to fill unexpired board director terms vacated for any reason. Such persons shall serve until the term of the office to which they are appointed shall expire.

Section 5: Duties of Officers and Directors

- A. **President:** The President shall be the chief executive officer of the association having the power, responsibility and authority to:
 - 1. lead and guide the association in accomplishing its purposes;

2. supervise and manage the association's affairs, including delegating powers and duties to an Executive Director, subject to the control of the Board;
 3. prepare agendas (in consultation with the Board) and preside at Board and annual meetings of the membership;
 4. present reports as required to the Board; and
 5. perform such other duties as the Board may direct.
- B. **President-Elect:** The association shall have a President-Elect who shall act in the absence of the President and who shall perform such other duties as may be determined by the President or the Board. The President-Elect shall preside at meetings in the absence of the President.
- C. **Vice Presidents:** The association shall have two vice presidents who shall perform such other duties as may be determined by the President or the Board.
- D. **Secretary:** The Secretary shall:
1. attend all meetings of the Board and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any executive and other committees when required;
 2. issue, or cause to be issued, notice of all meetings of the Board, the membership, and any committees as directed by the President;
 3. maintain all records and correspondence of the association except those pertaining to the Treasurer;
 4. maintain all office supplies including association stationery supplies and attend to official correspondence as required;
 5. maintain a list of all current members of the Board and committees of the Board including addresses, phone numbers and e-mail addresses;
 6. deliver to any successor all property and records of the association in a neat and organized manner; and
 7. perform such other duties as the President or the Board may direct.
- E. **Treasurer:** The Treasurer shall:
1. establish a bank account and other depositories for the association as may be directed by the Board;
 2. have custody of the association's funds and securities and shall keep full and accurate accounts of financial records including receipts and disbursements of the association and shall deposit all monies and other valuables in the name and to the credit of the association into the depositories designated by the Board;
 3. solicit and collect dues and other funds owed to the association, and disburse budgeted funds after receiving proper vouchers;
 4. disburse unbudgeted funds as may be directed by the President or the Board;
 5. prepare proposed annual budgets and financial statements at such intervals as the President or the Board shall direct and provide such documents to the membership at the annual meeting of the membership;
 6. maintain the roster of current Members and Affiliate Members including phone numbers, addresses and e-mail addresses;
 7. deliver to any successor all property, funds, rosters, and financial records in a neat and organized manner;
 8. if required by the Board, deliver a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of that office and for the restoration to the association, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books papers, vouchers, money and other property of

whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the association.

9. perform such other duties as the President or the Board may direct.

F. Immediate Past President: The Immediate Past President shall:

1. chair the nominating committee for officers;
2. serve as advisor and counselor to the President when requested by the President; and
3. perform such other duties as the President or the Board may direct.

G. Affiliate Member Director: The association shall have one Affiliate Member Director who shall perform such other duties as may be determined by the President or the Board.

Section 6: Terms, Nomination, and Election of Officers and Directors

- A. Terms and Conditions of Office:** Terms of Officers and Directors shall run for two (2) years and begin at the commencement of the fiscal year following their election. The President-Elect shall assume the office of the President at the conclusion of the President's term. Officers may not hold the same office for more than two (2) terms in succession. Officers, who cease being Members of the association for any reason, shall cease being recognized as officers of the association as of the date they cease being Members and shall be replaced by the Board. Affiliate Member Directors who cease being Affiliate Members of the association for any reason, shall cease being recognized as a director of the association as of the date they cease being Affiliate Members and shall be replaced by the Board.
- B. Nominating Committee:** A Nominating Committee to consider nominations for the various offices of the association shall be appointed by the Board at least ninety (90) days prior to each annual meeting of the membership. The Immediate Past President shall chair the Nominating Committee.
- C. Nominations:** Nominations of persons for election as officers shall be made either by the Nominating Committee or by petition of three (3) or more Members in a letter to the Secretary, postmarked not later than sixty (60) days prior to the annual meeting of the membership in the year in which election of the officers is to be held. Nominations of persons for election as Affiliate Member Director shall be made either by the Nominating Committee or by petition of three or more Affiliate Members in a letter to the Secretary, postmarked not later than sixty (60) days prior to the annual meeting of the membership in the year in which election of the Affiliate Member Director is to be held.
- D. Elections:** Not later than forty (45) days prior to the annual meeting of the membership, ballots shall be mailed to Members and Affiliate Members by first class mail or by electronic mail. Valid ballots must be returned to the Secretary and postmarked no fewer than fifteen (15) days prior to such meeting. In an emergency, election of officers and directors may be held at the annual meeting of the membership. A plurality of valid votes cast by Members shall determine each elected Board Officer. A plurality of valid votes cast by Affiliate Members shall determine the Affiliate Member Director. The persons elected to the Board of the association shall be announced at the annual meeting of the membership following the tabulation of all votes.

Section 7: Meetings: Annual, Regular, and Special

- A. Annual Meetings; Notice.** The entire Board shall convene at least one (1) time annually on such day and at such time as the Board shall designate.
1. The President shall establish agendas for meetings of the Board.
 2. Unless waived, notice of the time and place of such annual meetings shall be given by the Secretary either personally or by telephone, mail, facsimile transmission, or electronic mail, not less than ten (10) nor more than sixty (60) days before such meetings.

- B. **Regular Meetings; Notice.** Regular meetings of the entire Board may be held from time to time between annual meetings at such times and at such places as the entire Board may prescribe. Notice of the time and place of each such regular meeting shall be given by the Secretary either personally or by telephone, mail, facsimile transmission, or electronic mail, not less than seven (7) nor more than thirty (30) days before such regular meeting.
- C. **Special Meetings; Notices.** Special meetings of the entire Board may be called by or at the request of the President or by any three (3) directors in office at that time. Notice of the time, place and purpose of any special meeting of the entire Board shall be given by the Secretary personally, by telephone, mail, facsimile transmission, or electronic mail, at least twenty-four (24) hours before such meeting.

Section 8: Quorum and Adjournments

A majority of the directors of the Board present at any meeting of the Board shall constitute a quorum. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the entire Board, except as otherwise provided herein or by law.

Section 9: Committees:

- A. The Board may appoint committees comprised of Members and Affiliate Members to carry out the purposes of the association.
- B. It shall be the duty of each committee so appointed to consider such matters as are referred to them by competent authority and report their recommendations as required.
- C. Committee members shall be reimbursed for expenses incurred as supported by vouchers within budgeted amounts only, unless otherwise approved by the Board.

Section 10: Action by Unanimous Consent

Any action required or permitted to be taken at any meeting of the entire Board may be taken without a meeting if a written consent (including electronic consent or digital signatures), setting forth the action so taken, is signed by all of the directors and is filed with the minutes of the proceedings of the entire Board. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minutes.

Section 11: Meetings by Telephone or Electronic Means

Meetings of the Board may be held by means of a conference telephone call, web cast, electronic mail, video link, or other electronic means. Participation by such means shall constitute presence at such meeting.

ARTICLE VIII – STAFF

The Board is authorized to cause the Corporation to employ such staff as may be necessary to assist in the administration of the activities and programs of the Corporation.

ARTICLE IX – CORPORATE FINANCES

Section 1: Deposit of Funds

All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies as the Board determine.

Section 2: Checks and Other Documents

Such officer (or officers), including elected and appointed officers, shall sign all checks, drafts, notes and evidence of indebtedness of the Corporation as the Board may determine.

ARTICLE X– COMPENSATION AND CONFLICTS OF INTEREST

Section 1: Compensation

No director or committee member shall receive compensation for acting in such capacity. A director or committee member may be reimbursed, to the extent authorized by the Board, for reasonable expenses.

Section 2: Contracts with Directors and Officers

No director or elected officer shall be financially involved, directly or indirectly, in any contract relating to the operations conducted by the Corporation, or in any contract for furnishing services or supplies to the Corporation, unless such contract shall be authorized by the Board and unless the fact of such involvement first shall have been disclosed fully to the Board.

ARTICLE XI – INDEMNIFICATION AND INSURANCE

Section 1: Indemnification

If any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, then the Corporation shall determine in the manner provided under District of Columbia law whether or not indemnification is proper under the circumstances. If it is determined that such indemnification shall be provided, such person may be indemnified to the fullest extent now or hereafter permitted by District of Columbia law.

Section 2: Indemnification Not Exclusive of Other Rights

The indemnification provided in Section 1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of disinterested directors, or otherwise as to action taken in an official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee, agent, Member or Affiliate Member, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 3: Insurance

To the extent permitted by District of Columbia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent, Member or Affiliate Member of the Corporation.

ARTICLE XII – CORPORATE SEAL

The corporate seal shall bear the full name of the Corporation. The form of such seal shall be subject to modification by the Board.

ARTICLE XIII– FISCAL YEAR

The fiscal year shall be from July 1st through June 30th of the following year.

ARTICLE XIV – DUES AND SPECIAL ASSESSMENTS

- A. Establishment of Dues: The Board shall establish dues for Members and Affiliate Members. Dues are payable upon receipt of annual membership renewal notice.
- B. Special Assessments: Special assessments upon the membership may only be imposed if proposed by the Board and approved by a majority of the membership responding to a mailed ballot.

ARTICLE XV – AMENDMENTS OF BYLAWS

Proposals for amendments to these Bylaws may be made by the Board, or submitted to the Board in a petition, accompanied with detailed justification for the proposed changes, and signed by not less than three (3) percent of the members of the association. An affirmative vote by at least two-thirds (2/3) of the members voting at a meeting for which notice is given, or by ballot, is required to approve an amendment to these Bylaws. Proposed amendments to the Bylaws, along with supporting or dissenting reasons from the Board, shall be printed and mailed to the members at least thirty (30) days prior to the meeting of the membership or the ballot return deadline.

ARTICLE XVI – MISCELLANEOUS PROVISIONS

Section 1: Severability

If any provision of these Bylaws, or any section, sentence, clause, phrase, or word, or the application thereof in any circumstances, is held invalid, void or unenforceable, the validity of the remainder of these Bylaws shall not be affected thereby, and to this end the provisions hereof are declared to be severable.

Section 2: Captions

The captions contained in these Bylaws are for reference only, are not a part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws.

Section 3: Number and Gender

Whenever in these Bylaws the context so requires, the singular number shall include the plural and the plural shall include the singular, and the use of a word denoting one gender shall be deemed to include the other gender.

Section 4: Parliamentary Procedure

All meetings of the membership and the Board shall be conducted in accordance with these Bylaws and the current edition of *Robert’s Rules of Order, Newly Revised*.

CERTIFICATION

I HEREBY CERTIFY that the bylaws for Specifications Consultants In Independent Practice, attached hereto, are the current rules of operation.

Specifications Consultants In Independent Practice

Date: _____

By: _____
Secretary