

**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”), a District of Columbia nonprofit corporation.

**ARTICLE II – OFFICES/REGISTERED AGENT**

- A. The Corporation shall maintain a registered office in the District of Columbia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the District of Columbia Nonprofit Corporation Act of 2010.
- B. The principal office and any other offices of the Corporation shall be located in such place or places, within or outside the District of Columbia, as the Board of Directors (“Board”) may determine from time to time or as the affairs of the Corporation may require or make desirable.

**ARTICLE III – PURPOSES**

The Corporation is organized and shall be operated for such purposes permitted by its Articles of Incorporation, the District of Columbia Nonprofit Corporation Act of 2010, and section 501(c)(6) of the Internal Revenue Code of 1986 (“Code”) or successor Code section.

**ARTICLE IV – GOVERNING AUTHORITY**

The Corporation shall be governed by its Board which shall have the authority to direct the Corporation’s activities and manage the Corporation’s affairs in accordance with these Bylaws.

**ARTICLE V – ~~MEMBERSHIP TYPES~~ DEFINITIONS**

**“Preparation of construction specifications”** ~~shall include~~ **means** preparation and editing of project specifications and master specifications in multiple Divisions of CSI/CSC ~~Master Format~~ **MasterFormat** (or equivalent recognized international specifications organizations systems) including Division 00 – Procurement and Contracting Requirements and Division 01 – General Requirements. It also may include **peer reviews**; 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 **if done in addition to specification writing more than 50% of working hours per year.**

**“Primarily” means more than 50% of working hours per year.**

## ARTICLE VI – MEMBERSHIP TYPES

**The Corporation shall have five classifications of membership: Consultant Members, Retired Members, Emeritus Members, Affiliate Members, and Emerging Specifier Members** whose qualifications, rights, duties, etc., are described below:

### Section 1: Consultant Members

- a. **Consultant Members shall be members in good standing who have paid required dues and meet the criteria for membership that the Board establishes.**
- b. **Consultant Members must practice as independent specifications consultants, or be employees of independent specifications consultants, and shall engage primarily in the preparation of construction specifications.**
- c. ~~Active~~ **Consultant** Members may not be employed at any level of government, in an architectural or engineering firm, by a **firm responsible for writing and distributing master specifications systems for editing by others, by 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 also engage in independent specification consulting.
- d. ~~Active~~ **Consultant** Members must have engaged primarily in the preparation of construction specifications for at least five (5) years.
- e. ~~Active~~ **Consultant** Members must know and understand standard specifications formats, languages, and techniques, and must be familiar with ~~the CSI Practice Guides~~ **CSI's best practices** or equivalent documents of other recognized international specifications organizations.
- f. ~~Active~~ **Consultant** 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.
- g. ~~Active~~ **Consultant** Members must subscribe to and accept to be bound by the Corporation's "Standard Code of Practice."

- h.** ~~Active Consultant Members are eligible to attend and vote at membership meetings, vote for officers and on motions, serve as directors and officers, vote for directors and officers, serve on committees, and use “SCIP” or the title “Member of Specifications Consultants in Independent Practice” after their name.~~

## **Section 2: Retired Members**

- a.** Retired Members shall be members in good standing who are retired from specifications practice but who have been a Consultant Member or Affiliate Member of the Corporation for at least five continuous years prior to retirement.
- b.** Retired Members are eligible to attend membership meetings, serve on committees, and perform other duties as requested by the Board. Retired Members shall not be eligible to vote ~~at meetings of the membership or on any other~~ **on** matters affecting the Corporation except that Retired Members may vote as committee members while serving on committees the Board may establish from time to time. Retired Members may use “SCIP Retired”, “SCIP-r” or the title “Retired Member of Specifications Consultants in Independent Practice” after their name.

## **Section 3: Affiliate Members**

- ~~a. Affiliate Members shall be members in good standing who have paid all required dues and who satisfy the requirements set forth in Article V, Section 1, subparagraphs e-g applicable to Active Members.~~
- ~~b. Affiliate Members, who otherwise do not qualify for membership in the Corporation as Active Members, must engage “primarily” in the “preparation of construction specifications” as these terms are defined in Article V, Section 1 (b) above.~~
- a. Affiliate Members shall be members in good standing who have paid required dues.**
- b. Affiliate Members must have engaged primarily in the preparation of construction specifications for at least five years.**
- c. Affiliate Members may be employed in an architectural or engineering firm, and shall engage primarily in the preparation of construction specifications, or by a firm responsible for writing and distributing master specifications systems for editing by others.**
- d. Affiliate Members must subscribe to and accept to be bound by the Corporation’s “Standard Code of Practice.”**
- e.** Affiliate Members are eligible to attend membership meetings, vote for the Affiliate Member Director, serve as Affiliate Member 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~~ **on** other matters affecting the Corporation other than in regard to issues concerning the Affiliate Member Director, special assessments, and as committee members while serving on committees the Board may establish from time to

time. Affiliate Members may use “SCIP Affiliate”, “SCIP-a” or the title “Affiliate Member of Specifications Consultants in Independent Practice” after their name.

#### **Section 4: Emeritus Members**

- a. Emeritus Members shall be members in good standing who have reached the age of 70 years and been ~~an active~~ a **Consultant** Member or Affiliate Member of the Corporation for the ten years immediately preceding application for change of status.
- b. Emeritus members are eligible to attend and vote at membership meetings, ~~serve as directors and officers,~~ vote for ~~directors~~ **officers** and ~~officers~~ **on motions**, serve on committees, and use “SCIP Emeritus,” “SCIP-e” or the title “Emeritus Member of Specifications Consultants in Independent Practice” after their name.

#### **Section 5: Emerging Specifier Members**

- a. **Emerging Specifier Members are members that are new to specification writing, regardless of previous experience in architecture and construction, shall be members in good standing who have paid required dues and meet the criteria for membership that the Board establishes. Emerging Specifier Members shall be entitled to all rights and privileges of membership as described herein.**
- b. **Emerging Specifier Members must practice as independent specifications consultants, be employees of independent specifications consultants, be employed in an architectural or engineering firm, or be employed by a firm responsible for writing and distributing master specifications systems for editing by others. Emerging specifier members shall engage primarily in the preparation of construction specifications.**
- c. **Emerging Specifier Members may not be employed at any level of government, by a product manufacturer or distributor, a 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 also engage in independent specification consulting.**
- d. **Emerging Specifier Members must have engaged primarily in the preparation of construction specifications for up to five years.**
- e. **Emerging Specifier Members must subscribe to and agree to be bound by the Corporation’s “Standard Code of Practice.”**
- f. **Emerging Specifier Members are eligible to attend membership meetings, vote for the Emerging Specifier Member Director, serve as Emerging Specifier Member Director, serve on committees, and perform other duties as requested by the Board. Emerging Specifier Members shall not be eligible to vote on other matters affecting the Corporation other than in regard to issues concerning the Emerging Specifier Member Director, special assessments, and as committee members while serving on committees**

**the Board may establish from time to time. Emerging Specifier Members may use “SCIP Emerging Specifier”, “SCIP-es” or the title “Emerging Specifier Member of Specifications Consultants in Independent Practice” after their name.**

## **Section 6: Rights and Responsibilities**

- a. *Changes in Classification:* ~~Active 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 ~~Active Member or Affiliate Member~~ of the Board’s decision in writing in a timely manner. Changes in membership classification as directed by the Board will be reflected in the Member Database Roster, upon notice to the affected member.
- b. *Withdrawal:* Members may withdraw as a Member from the Corporation by giving written notice to the Secretary. All rights, privileges, and interests in the Corporation shall cease immediately upon withdrawal, except liability for dues or other financial obligations in arrears which shall continue until satisfied. No refund of dues will be paid to the withdrawing Member.
- c. Sanctions, Suspension and Expulsion:
  1. *Failure to Pay Dues and Charges:* If ~~an Active~~ **a Consultant Member or, Affiliate Member, or Emerging Specifier Member** shall fail to pay dues or other properly assessed charges in a timely manner, 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 last date of the term in which dues have been paid. If such delinquency continues for ~~ninety (90)~~ days, or such longer term as determined by the Board, from the last date of the term in which dues have been paid, membership shall be automatically terminated. The ~~Active Consultant Member or, Affiliate Member, or Emerging Specifier~~ 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 as the Board may determine from time to time.
  2. *Willful Violation of Bylaws or Rules:* If ~~a an Active Member or Affiliate Member~~ willfully violates any provision of these Bylaws or any other rule of the Corporation, the Board shall have discretion to discipline the ~~Active Member or Affiliate Member~~, including (but not limited to): reprimanding the ~~Active Member or Affiliate Member~~ (either privately or publicly); suspending membership until the violation has abated and assurance has been provided that it will not recur; suspending membership for a stated period; or expulsion (either on terms permitting re-application or absolutely). In determining the proper sanction, the Board, at its discretion, shall consider the gravity of the violation, persistence of the violation, and harm caused to the Corporation, 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 with return receipt requested or by electronic communication, to the last recorded physical or e-mail address of the ~~Active~~

~~Member or Affiliate~~ Member subject to review at least ~~fifteen~~ (15) days before the Board meeting at which such charges will be considered. A notice of the time and place of the meeting shall accompany this statement. ~~The Active Member or Affiliate~~ **The** Member subject to review shall have the opportunity to present or have an appointed representative present any justification, defense, or grounds for mitigation of any possible sanction described above.

3. *Other Reasons for Expulsion:* Members may be expelled (either on terms permitting re-application or absolutely) from the Corporation for any other reason deemed reasonable by majority vote of the Board, provided that the member subject to review is provided a statement of grounds for such action at least ~~sixty~~ (60) days prior to the date set for such action and such member 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.
- d. Reinstatement: Members who have been expelled from membership may be reinstated as directed by the Board at the Board's sole discretion. Outstanding dues and assessments must be paid in full as a condition for reinstatement of previous ~~Active~~ **Consultant** Members ~~and, Affiliate Members,~~ **or Emerging Specifier Members**. Any member so reinstated shall be considered a continuously active ~~Member or Affiliate~~ Member of the Corporation retroactive to the date such member first became ~~an Active Member or Affiliate~~ Member only when all dues and any other assessments that are in arrears are paid in full. Any member reinstated as a Retired or Emeritus Member shall be considered a continuously Retired or Emeritus Member retroactive to the date when such member first became a Retired or Emeritus Member.

### **Section 7: Interest in Property**

No member by reason of membership status shall have any right, title, or interest in, or to the property of, the Corporation.

### **Section 8: Membership Dues**

- a. ~~Active~~ **Consultant** Members ~~and, Affiliate Members~~ **and Emerging Specifier Members** shall pay dues and charges at the respective rates established by the Board.
- b. Retired and Emeritus Members are exempt from paying dues and other charges and assessments.
- c. The Board is authorized to impose upon ~~Active and~~ **Consultant**, Affiliate Members, **and Emerging Specifier Members** special fees or other assessments for special activities and otherwise, in the exercise of its discretion, to provide for the financial support of the Corporation.

### **Section 9: Applications for Membership/References to "Members"**

- a. Applications from prospective ~~Active, Retired, Emeritus, or Affiliate~~ Members shall be submitted to the Corporation on forms the Board may adopt from time to time. The Board

shall determine eligibility for membership based on the minimum qualifications for the different types of membership set forth above.

- b. References to “Members” in these Bylaws shall be deemed to refer to **Active Consultant Members, Retired Members, Emeritus Members, and Affiliate Members, and Emerging Specifier Members.**

## **ARTICLE ~~VI~~ VII – MEETINGS**

- a. *Annual Meetings of Members:* Annual meetings of the Members shall be held at a time and place set by the Board for the transaction of business and to promote the purposes of the Corporation. Notice of such annual meeting shall be provided by the Secretary to all Members at least ~~ninety (90)~~ days prior to the date of the meeting. **The order of business may be altered by request of a majority of the Consultant and Affiliate Members present.**

~~The order of business may be altered by request of a majority of the Active and Affiliate Members present.~~

- b. *Special Meetings of the Members:* Special meetings of the Members may be called by the President, provided at least ~~forty-five (45)~~ days advance notice is given to all Members.
- c. *Updating Addresses:* All Members of the Corporation shall be responsible for updating their physical and e-mail addresses by providing notice of any change in their physical or e-mail addresses to the Secretary or such officer the Board may designate from time to time.
- d. *Conduct of Meetings of the Members:* The President shall preside over all meetings of the Members. If he or she is absent, the President-Elect shall preside.
- e. *Quorum:* Fifteen percent (~~15%~~) of the total number of **Active Consultant** and Affiliate Members in attendance at a meeting of the membership shall constitute a quorum.
- f. *Call of Meeting of the Members:* A special meeting of the Members shall be called by the President upon the written request of twenty percent (~~20%~~) of the **Active Consultant** Members or by the Board.

## **ARTICLE ~~VII~~ VIII – BOARD OF DIRECTORS/OFFICERS**

### **Section 1: Composition and Qualifications**

- a. The Regular Board shall consist of ~~eight (8)~~ **nine** directors. Seven (~~7~~) directors shall be **Active Consultant** Members (“~~Active Consultant Member Director~~” and”), one (~~1~~) director shall be an Affiliate Member (“Affiliate Member Director”), **and one director shall be an Emerging Specifier Member (“Emerging Specifier Member Director”).** Each Director shall have one (~~1~~)-vote.

- b. The Initial Board of the Corporation shall consist of the three-~~(3)~~ persons identified in the articles of incorporation filed with the Corporations Division of the Business Regulation Administration of the Department of Consumer and Regulatory Affairs of the District of Columbia on December 29, 2014, who shall serve as the directors of the Corporation until the Regular Board is elected by the ~~Active~~ **Consultant** Members at any meeting of the ~~Active~~ **Consultant** Members.

## **Section 2: Duties and Powers: No Proxy**

- a. The Board shall be responsible for the administration of the Corporation and the supervision and control of its assets and property, including, but not limited to, the power to approve the budget, determine the dues payable by all ~~classes~~ **classifications** of members, and to engage in all other acts that may be necessary or appropriate in connection with the management of the Corporation. 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/Officers**

- a. Only ~~Active~~ **Consultant** Members in good standing shall elect the seven ~~(7)~~ **Active Consultant** Member Directors and the officers of the Corporation. ~~Only~~ Affiliate Members in good standing shall elect the one ~~(1)~~ **Affiliate Member Director. Emerging Specifier Members in good standing shall elect the one Emerging Specifier Member Director.** Retired Members shall have no right to vote.

## **Section 4: Removal/Resignation/Vacancies**

- a. ~~Active~~ **Consultant** Members, at any annual or special meeting of the Members, may remove an ~~Active~~ **Consultant** Member Director or an officer with or without cause. An affirmative vote by at least two-thirds ~~(2/3)~~ of a quorum of the ~~Active~~ **Consultant** Members present is required to remove an ~~Active~~ **a Consultant** Member Director and/or an officer.
- b. Affiliate Members, at any annual or special meeting of the Members, may remove the Affiliate Member Director with or without cause. An affirmative vote by at least two-thirds ~~(2/3)~~ of a quorum of the Affiliate Members present is required to remove an Affiliate Member Director.
- c. **Emerging Specifier Members, at any annual or special meeting of the Members, may remove the Emerging Specifier Member Director with or without cause. An affirmative vote by at least two-thirds of a quorum of the Affiliate Members present is required to remove an Affiliate Member Director.**
- d. Notice of intent to remove an ~~Active~~ **a Consultant** Member Director or officer shall be printed and mailed to all ~~Active~~ **Consultant** Members ~~and~~, notice of intent to remove the Affiliate Member Director shall be printed and mailed to all Affiliate Members, **and notice of intent to remove the Emerging Specifier Member Director shall be printed and mailed to all Emerging Specifier Members** at least ~~thirty~~ **(30)** days prior to the meeting of the Members.



- e. A director or officer of the Corporation may resign at any time provided written notice of the director's or officer's decision to resign and the effective date of such resignation shall be provided to the President and Secretary of the Corporation, in the event of a director's resignation, or to the Board in the event of an officer's resignation. The Board at any annual, regular, or special meeting may appoint new directors or officers to fill unexpired director's or officer's terms vacated for any reason. Such persons shall serve until the term of the office to which they are appointed shall expire.

## Section 5: Officers

The officers of the Corporation shall include: the President, President-Elect, two Vice Presidents, the Secretary, the Treasurer, and the Immediate Past President of the Corporation.

- a. *President:* The President shall be the chief executive officer of the Corporation having the power, responsibility and authority to:
  - 1. Lead and guide the Corporation in accomplishing its purposes;
  - 2. Supervise and manage the Corporation's affairs, including delegating powers and duties to an Executive Director if one is appointed, subject to the control of the Board;
  - 3. Prepare agendas (in consultation with the Board) and preside at all Board meetings and meetings of the Members;
  - 4. Confirm that all orders and resolutions of the Board are carried into effect;
  - 5. Present reports as required to the Board;
  - 6. Sign minutes and resolutions of the Board; enter into ~~any~~ contract or agreement on behalf of the Corporation; and execute in the corporate name, along with the Secretary, any instrument or other writing or other documents on behalf of the Corporation; and
  - 7. Perform all duties incident to the office of President and such other duties as the Board may direct from time to time.
- b. *President-Elect:* The President-Elect shall act in the absence of the President and shall perform such other duties as the Board may direct or the President may delegate from time to time. The President-Elect shall **chair the nominating committee for officers** **The President-Elect shall** preside at meetings in the absence of the President.
- c. *Vice Presidents:* The Corporation shall have two vice presidents who shall perform such duties as the Board may direct or the President may delegate from time to time.
- d. *Secretary:* The Secretary shall:
  - 1. Attend all meetings of the Board and of the Members and record all votes, actions and the minutes of all proceedings 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, meetings of the Members and meetings of any committees as directed by the President;
  3. Maintain all records and correspondence of the Corporation except those pertaining to the Treasurer;
  4. Maintain all office supplies including Corporation stationery supplies and attend to official correspondence as required;
  5. Deliver to any successor all property and records of the Corporation in a neat and organized manner; and
  6. Perform all other duties incident to the office of Secretary and such other duties as the Board may direct or the President may delegate from time to time.
- e. *Treasurer:* The Treasurer shall:
1. Be responsible for the financial affairs of the Corporation including, but not limited to, having custody of the corporate funds and securities, paying all bills, keeping full and accurate accounts of receipts and disbursements of the Corporation, depositing all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board, and maintaining all other financial records of the Corporation-;
  2. Establish a bank account and other depositories for the Corporation as may be directed by the Board;
  3. Solicit and collect dues and other funds owed to the Corporation, 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 Members at the annual meeting of the Members;
  6. Maintain the roster of current Members including phone numbers, addresses and email addresses **through the Membership Chair**;
  7. Deliver to any successor all property, funds, rosters, and financial records in a neat and organized manner;
  8. **File the Corporation's IRS and District of Columbia income tax returns;**
  9. 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 Corporation, 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 **Corporation; and**

**10.** Perform all other duties incident to the office of Treasurer and such other duties as the Board may direct or the President may delegate from time to time.

f. *Immediate Past President:* The Immediate Past President shall:

~~1.~~ Chair the nominating committee for officers;

~~2.~~-1. Serve as advisor and counselor to the President when requested by the President; and

~~3.~~-2. Perform such other duties as the Board may direct or the President may delegate from time to time.

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

a. *Terms and Conditions of Office:* ~~Except for the initial terms of officers and directors which shall run for one (1) year,~~ The terms of officers and directors shall run for two ~~(2)~~ years and begin at the commencement of the fiscal year following their election.

b. *President-Elect:* The President-Elect shall assume the office of the President immediately following the conclusion of the President's term.

c. *Term Limits:* Officers may not hold the same office for more than two ~~(2)~~ terms in succession.

d. *Active Consultant Member Directors and Officers Who Cease Being Active Consultant Members:* Any ~~Active Consultant~~ **Active Consultant** Member Director or officer, who ceases being an ~~Active~~ **a Consultant** Member of the Corporation for any reason, immediately shall cease serving as an ~~Active Consultant~~ **Active Consultant** Member Director or officer of the Corporation as of the date he or she ceases being an ~~Active~~ **a Consultant** Member in good standing. The Board shall appoint his or her replacement.

e. *Affiliate Member Director Who Ceases Being an Affiliate Member:* An Affiliate Member Director who ceases being an Affiliate Member of the Corporation for any reason, immediately shall cease serving as an Affiliate Member Director of the Corporation as of the date he or she ceases being an Affiliate Member in good standing. The Board shall appoint his or her replacement.

f. *Emerging Specifier Member Director Who Ceases Being an Emerging Specifier Member:* **An Emerging Specifier Member Director who ceases being an Emerging Specifier Member of the Corporation for any reason, immediately shall cease serving as an Emerging Specifier Member Director of the Corporation as of the date he or she ceases being an Emerging Specifier Member in good standing. The Board shall appoint his or her replacement.**

- f. *Nominating Committee:* The Board shall appoint members of a Nominating Committee to consider announcing nominations for the various offices of the Corporation. Any such nominations shall occur at least ~~ninety (90)~~ days prior to the date the election of officers is scheduled to occur.
- g. *Nominations:*
- 1) Nominations of persons for election as **Active Consultant** Member Directors and officers shall be made either by the Nominating Committee or by petition of three ~~(3)~~ or more **Active Consultant** Members in a letter to the Secretary, postmarked no later than ~~sixty (60)~~ days prior to the date the election of **Active Consultant** Member Directors and officers is scheduled to occur.
  - 2) 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 no later than ~~sixty (60)~~ days prior to the date the election of the Affiliate Member Director is scheduled to occur.
  - 3) **Nominations of persons for election as Emerging Specifier 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 no later than 60 days prior to the date the election of the Emerging Specifier Member Director is scheduled to occur.**
- h. *Elections:* Not later than ~~forty (45)~~ days prior to the schedule date of an election, ballots shall be mailed, **emailed or made available through other electronic means** to all ~~Active Members and Affiliate Consultant Members by first class mail or by electronic mail,~~ **Affiliate Members, Emeritus Members, and Emerging Specifier Members.** Valid ballots must be returned to the Secretary or recorded electronically by an electronic ballot by the date indicated on the ballot. In an emergency, election of officers and directors may be held at the annual meeting of the Members. A plurality of valid votes cast by **Active Consultant** Members shall determine each elected **Active Consultant** Member Director and each elected officer. A plurality of valid votes cast by Affiliate Members shall determine election of the Affiliate Member Director. **A plurality of valid votes cast by Emerging Specifier Members shall determine election of the Emerging Specifier Member Director.**

## **Section 7: Meetings of the Board: Annual, Regular, and Special**

- a. *Annual Meetings; Notice.* The entire Board shall convene physically or shall convene *via* teleconference 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 annual 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 fewer 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 fewer than seven ~~(7)~~ nor more than thirty ~~(30)~~ days before such regular meeting.
- c. *Special Meetings; Notice.* 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 ~~forty-eight (48)~~ hours before such meeting.

### **Section 8: Quorum.**

A majority of the directors 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 directors and Members to advise the Board from time to time. Committees may not act in lieu of the Board.
- b. It shall be the duty of each committee so appointed to consider such matters as are referred to the committee by competent authority and report its recommendations to the Board as requested.
- 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**

Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment, e.g., webcast, video link or similar electronic means, by which all directors participating may simultaneously hear each other during the meeting. Participation in such a meeting shall constitute presence in person at the meeting, except where a director participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

## **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 utilized shall be deposited in such banks or other financial institutions as the Board may determine from time to time.

### **Section 2: Checks and Other Documents**

~~Such officer (or officers), including elected and appointed officers,~~ **The President or the Treasurer** shall sign all checks, drafts, notes and evidence of indebtedness of the Corporation as the Board may determine from time to time.

## **ARTICLE X – COMPENSATION AND CONFLICTS OF INTEREST**

### **Section 1: Compensation**

No Director or committee member shall receive, directly or indirectly, compensation for services acting in such capacity. A Director or committee member may be reimbursed, to the extent authorized by the Board, for reasonable expenses incurred in connection with performing duties required by the Board.

Any person serving as an officer, including any director, may be entitled to reasonable compensation for ~~services~~ **reasonable expenses** provided solely in his or her capacity as an officer of the Corporation.

### **Section 2: Contracts with Directors and Officers**

No director or 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 fully disclosed 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, member 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, member or agent, 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 **liability insurance on its own behalf and Directors' and Officers'** insurance on behalf of any person who is or was a Director, officer, employee, member, or agent of the Corporation.

## **ARTICLE ~~XII~~ XIII – 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~~ XIV – FISCAL YEAR**

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

## **ARTICLE ~~XIV~~ XV – DUES AND SPECIAL ASSESSMENTS**

- a. Establishment of Dues: The Board shall establish dues for ~~Active~~ **Consultant** Members and Affiliate Members. Dues are payable upon receipt of the annual membership renewal notice.
- b. Special Assessments: Special assessments upon ~~Active~~ **Consultant** Members and Affiliate Members may only be imposed if proposed by the Board and approved by a majority of the ~~Active~~ **Consultant** Members and Affiliate Members responding to a ballot proposal to approve the assessment.

## **ARTICLE ~~XV~~ XVI – AMENDMENTS OF ARTICLES OF INCORPORATION AND BYLAWS**

Proposals for amendments to the Articles of Incorporation and 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 ~~Active Consultant~~ **Members and Emeritus** Members of the Corporation. An affirmative vote by at least two-thirds (~~2/3~~) of the ~~Active Consultant~~ **Members and Emeritus** Members voting at a meeting at which quorum is present and for which notice is given, or by ballot, is required to approve an amendment to the Articles of Incorporation or to these Bylaws. Proposed amendments to the Articles of Incorporation or to these Bylaws, along with supporting or dissenting reasons from the Board, shall be distributed to the ~~Active Consultant and Emeritus~~ **Members** at least thirty (~~30~~) days prior to the ballot return deadline.

## ARTICLE ~~XVI~~ XVII – 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.

Date: \_\_\_\_\_

By: \_\_\_\_\_

Printed Name: Cornelius H. Davison

Title: President