

BYLAWS OF THE BUILDING INDUSTRY CONSULTING SERVICE INTERNATIONAL, INC.

ARTICLE I
NAME

The name of the corporation shall be The Building Industry Consulting Service International, Inc., hereinafter called "BICSI".

ARTICLE II
PRINCIPAL OFFICE

The principal office of BICSI shall be located at the discretion of the Board of Directors.

ARTICLE III
PURPOSE

The purpose of BICSI shall be to advance the knowledge and success of our members, their customers and the information technology systems (ITS) industry.

BICSI's purview shall include, but not be limited to:

- Communications cable plant, wireless systems, data systems, voice systems, communications services, integrated audio video systems, distributed communications systems, intercom and paging systems, electronic/digital signage systems, tracking systems, in-building cellular, healthcare systems, hospitality and entertainment systems, clock systems, electronic security systems, building automation systems, and integrated automation instrumentation and control.
- BICSI's scope shall primarily include the manufacturing, distribution, engineering, designing, installing, maintaining, and managing of the variety of dimensions described in its purview.

BICSI shall endeavor to accomplish its purpose through processes such as:

- Developing, maintaining, and communicating the evolving BICSI Board Strategic Plan.
- Promoting code, best practices and standardization of ITS safety, performance, design, and methods among government agencies, standards and code making bodies and the ITS industry as BICSI deems appropriate.
- Development, maintenance and distribution of ITS standards and best practices.
- Offering quality technical and managerial education through BICSI courses.
- Providing educational conferences which incorporate presentations, exhibits, and the opportunity of networking among attendees.
- Creating, maintaining, distributing, and managing BICSI publications.
- Creating, maintaining, and managing credentialing/certification programs which demonstrate an applicant's acute knowledge and proficiency of ITS design, project management and/or installation.
- Communicating to the BICSI membership and other industry-related associations and organizations BICSI-related informative topics of interest through means such as BICSI business meetings, and publication of BICSI newsletters, resolutions, and general communications.
- Enabling the development of unique, relevant, and dynamic professional communities globally.
- Maintaining an outreach program for the exchange of ideas with other industry related associations and organizations.

BICSI's mission is to:

- Lead the ITS industry with excellence in publications, education, and knowledge assessment.
- Advance its members' ability to deliver the highest quality products and services.
- Provide its members with opportunities for continual improvement and enhanced professional stature.

ARTICLE IV MEMBERSHIP

1. Eligibility

Any person interested in the objectives and purposes of BICSI, and who agrees to be bound by the Articles of Incorporation and Bylaws of BICSI and by such rules and regulations as may from time to time be adopted by the Board of Directors of this organization, is eligible for membership upon the payment of the proper dues, hereinafter provided.

2. Classifications of Members

There shall be three major classifications of members consisting of associate individual members, individual members and corporate members.

An associate membership is held in the name of the individual. The source of the payment of the membership fees has no bearing on an associate individual membership. An associate individual membership is nontransferable. An associate individual member shall have no vote in the affairs of the association; however, is eligible for membership benefits made available to BICSI members from time to time. An associate member is an individual that is active military, a full-time student, a person 62 years of age or older, or a BICSI-certified installer/technician. The aforementioned persons may at their option become voting members with respective member rights upon payment of the full membership fees.

An individual membership is held in the name of the individual. The source of the payment of the membership fees has no bearing on an individual membership. An individual membership is nontransferable. An individual member shall have one vote in the affairs of the association and is eligible for membership benefits made available to BICSI members from time to time.

A corporate membership shall be held in the name of the corporation. The corporation is responsible for designating one individual representative to vote on behalf of the corporate member, unless additional votes are allocated to it by Board policy. The corporate representative shall have one vote on the affairs of the corporation and shall be eligible for membership benefits made available to BICSI members from time to time. Unless otherwise directed in writing, the individual denoted on the corporate membership application shall be the official corporate representative. A Corporation holding corporate membership in BICSI has the right to change its BICSI representative at any time upon written notice of such change to BICSI.

An honorary lifetime membership may be granted by the Board of Directors at its sole discretion and is effective for the lifetime of that individual. Membership benefits are similarly available to honorary lifetime members. Honorary lifetime members shall have no vote in the affairs of the association. Honorary lifetime members shall not be responsible for paying membership dues to BICSI.

Lifetime membership will be granted to all Past Presidents of BICSI. Lifetime members will have full voting rights in the affairs of BICSI. Lifetime members shall not be responsible for paying membership dues to BICSI.

3. Dues

Membership shall be valid upon timely payment of yearly membership dues, the amount of which shall be established by the Board of Directors annually. The membership year shall be twelve consecutive months beginning with the month the member joined. Membership dues for the upcoming membership year are due and payable on or before the first of the month the member joined, of each membership year. Active membership status is contingent upon timely payment of dues. Any member whose dues are in arrears shall be deemed inactive, without notice, and is not eligible to vote in any BICSI matters or to receive membership benefits made available to active BICSI members until the dues have been brought current. Full payment of dues will reinstate active membership status; however BICSI shall have the right to deny reinstatement to any member who has a history of late payment of dues.

The period of membership is twelve months from the month the member joins.

4. Voluntary Resignation

Any member may voluntarily resign from the organization by delivering a written notice of resignation to the President or Secretary of BICSI. The effective date of voluntary resignation is designated as the date of receipt of the resignation letter by BICSI or its designated officers. Paid membership dues shall not be refunded. A member who has resigned in good standing may apply for reinstatement. Upon payment by such member of dues for the current membership year, he or she shall thereupon be reinstated.

5. Voting Regions

For purposes of voting only, each BICSI member shall list an official address. The official address shall be the primary place of employment or office or location from which the member conducts routine and normal business operations. The home office of the corporation may not be utilized as an official address for employees whose primary place of employment is at another location.

Other than for voting, all activities of a regional nature must be pursued in consonance with BICSI's goals and objectives and with the express approval of the Board of Directors.

ARTICLE V MEMBERSHIP MEETINGS

1. Annual Meeting

BICSI shall hold an annual membership meeting during the first quarter of each calendar year. The time and place of such meeting shall be established by the Board of Directors who shall give at least thirty (30) days prior notice of said meeting to its members. Publication of the time and place of the annual meeting in the BICSI newsletter or in any other publication or letter mailed or e-mailed to the entire membership shall constitute appropriate and sufficient notice of this annual meeting. The date of the postmark or date stamp shall constitute the date of notice. The BICSI President will present a report at each annual meeting covering the operations of the prior year.

2. Special Meetings

The President may, with the consent of the Board of Directors, call special membership meetings of BICSI. The purpose of these special meetings shall be primarily for hearing reports. Action items may be deliberated and voted on by the membership at these meetings. When possible, special meetings should be scheduled to take place at the international conferences sponsored by BICSI. Notice of a special meeting shall be given in the *BICSI News* or in any other publication or letter mailed or e-mailed to the entire membership and shall be postmarked or date stamped at least thirty (30) days in advance of the scheduled meeting.

A special meeting of BICSI may also be called by petition of fifteen percent (15%) of the total active membership entitled to vote at the time the petition is presented to the President. The petition must contain a detailed description of the agenda items to be discussed or the proposals to be presented.

The Board of Directors shall give written notice of each special meeting called by petition in the BICSI newsletter or in any other publication or letter mailed or e-mailed to the entire membership and shall be postmarked or date stamped at least thirty (30) days in advance of the special meeting date. The special meeting shall occur at such time and place as designated by the President but in no event shall the meeting occur later than the next scheduled membership meeting.

Items proposed by petition must be included in the special meeting agenda. No additional agenda items may be considered at this type of special meeting. Two-thirds majority of those voting is required to approve an agenda item.

3. International Districts

International districts may be allowed to hold local meetings for the purpose of discussing issues pertinent to the particular district. These meetings should be chaired by the District Chair and coordinated with the BICSI President-Elect.

4. Voting Rights

BICSI members shall directly vote on election of board members and bylaw changes regarding Article IV Membership and Article VI Officers, Board of Directors, Eligibility Restrictions, Term of Office, Nomination of Officers and Directors, Voting for Officers and Directors.

ARTICLE VI DIRECTORS AND OFFICERS

1. Officers

The officers of BICSI shall be the President, President-Elect, Secretary, and Treasurer and such other officers with such powers and duties consistent with these bylaws as may be appointed and determined by the Board of Directors from time to time. All officers of BICSI must maintain membership in the corporation.

2. Board of Directors

The Board of Directors shall be composed of the President, President-Elect, Secretary, Treasurer, and the Executive Director/Chief Executive Officer (CEO) who shall be an ex-officio member of the Board of Directors without voting rights, and regionally elected Directors as follows:

Director, US Northeast Region

This Director shall be elected by the BICSI members whose official membership addresses are in the states of Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and West Virginia.

Director, US Southeast Region

This Director shall be elected by the BICSI members whose official membership addresses are in the states of Alabama, Florida, Georgia, North Carolina, South Carolina, and Virginia.

Director, US North-Central Region

This Director shall be elected by the BICSI members whose official membership addresses are in the states of Illinois, Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin.

Director, US Western Region

This Director shall be elected by the BICSI members whose official membership addresses are in the states of Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, and Wyoming.

Director, US South-Central Region

This Director shall be elected by the BICSI members whose official membership addresses are in the states of Arkansas, Colorado, Kansas, Kentucky, Louisiana, Mississippi, Missouri, New Mexico, Oklahoma, Tennessee, and Texas.

Director, Canadian Region

This Director shall be elected by the BICSI members whose official membership addresses are within the boundaries of Canada, which consist of the ten (10) provinces and three (3) territories.

Director, European Region

This Director shall be elected by the BICSI members whose official membership addresses are within the boundaries of the nations that jointly constitute the continent of Europe. Europe is herein defined as the peninsula of the Eurasian landmass and its adjacent islands separated from Asia by the Urals, the Ural River, the Black Sea, the Bosphorus and Dardanelles straits, and the Sea of Marmora. To the South, the Mediterranean Sea and Strait of Gibraltar separate it from Africa. The Atlantic Ocean defines its Western boundary; the Denmark Strait Norwegian Sea, and Barents Sea its Northern boundary.

2.A. Eligibility Restrictions

Regional Directors shall reside in and have their official voting address in the geographical region they are elected to represent.

For the office of President-Elect, the nominee must be a member of BICSI for at least thirty-six (36) consecutive months prior to the acceptance of the nomination by the Nominating Committee. For the first election held for Regional Director when a District becomes a newly constituted Region, the nominee must be a member of BICSI for at least twelve (12) consecutive months prior to the acceptance of the nomination by the Nominating Committee. For all other positions on the Board of Directors, the nominee must be a member of BICSI for twenty-four (24) consecutive months prior to the acceptance of the nomination by the Nominating Committee. Past Presidents are allowed to run for any office except President-Elect, Secretary, and Treasurer, but only after observing a two-year period out of office.

Conviction of a felony crime disqualifies an individual for running for, or serving on, the Board of Directors.

No more than 2 elected officials from the same company, organization or entity may serve on the Board of Directors simultaneously. This policy assumes that any candidate has the potential to win and therefore the policy limits the total number of existing board members plus candidates from a single company, organization or entity to a total of no more than 2 when a successful election would violate the limitation. If at any time the number of applications received exceed this aggregate number, then all candidates from the company, organization or entity will be rejected, and only the permitted number will be accepted.

Board Members are prohibited from serving as Chairs, Vice Chairs or Co-chairs of all standing committees created by the bylaws with the exceptions of BICSI Cares, Finance and Audit, Nominating, International and Chair Coordination Committees.

Candidates must confirm that they are not married to or in a personal dating relationship or have a family relationship with any BICSI staff member and agree that they will refrain from such relationships during the candidate's term of office.

2. B. International Boundaries

Geographic boundaries or specified group of countries, as deemed appropriate by the BICSI Board of Directors, will serve as the boundaries for districts and regions, with the exception of existing regions listed above.

2. C. Districts

At a threshold of one hundred (100) members, a specific country or specified group of countries becomes a district.

2. D. District Chair

The District Chair is appointed by BICSI's Board of Directors and will report to the BICSI President-Elect. This District Chair will serve as a volunteer, must have a corporate letter of support, and is responsible for representing and coordinating volunteers within the district. The term of office of this District Chair shall coincide with the term of office of the President. The District Chair shall be a BICSI member in good standing.

2. E. District Secretary

The District Secretary is appointed by the District Chair and will report to the District Chair. The District Secretary will serve as a volunteer, must have a corporate letter of support, and is responsible for coordinating efforts within the area for which the person is assigned responsibilities. The District Secretary shall be a BICSI member in good standing.

These efforts will be at the direction of the District Chair. The term of office for the District Secretary will coincide with the term of office of the President. The District Secretary will be appointed when the BICSI Board of Directors deems the position necessary.

2. F. Regions

When an International District reaches a level of five hundred (500) members, the country, or specified group of countries will be established as a Region. An election will be held for the post of Regional Director at the next election cycle in accordance with the BICSI Bylaws.

All Regions must maintain at least 500 members to maintain the region status. A Review of membership counts will be made during each Board of Directors election cycle for the Regional Directors to assure minimum membership counts are in place. If any Region lacks the required 500 members to maintain their status, an election for the associated Regional Director will not be held. The region will lose its Region status and revert to District status at the end of the Director's term, losing the Director representation on the BICSI Board of Directors. If and when the District regains the 500-member requirement, the District would again become a Region with a Region Director elected during the next election cycle. Said District shall maintain a member count of 500 or more for a period of one year, before its status could be elevated to that of Region. The Board of Directors reserves the right to determine the period of time before a Region reverts to District status.

Countries of a select group of countries within a region may petition to become a separate region, providing all criteria for region status has been attained for a minimum period of one year prior to petitioning. The Board of Directors maintains the right to approve or deny any such petition.

3. Term of Office

Except as otherwise set forth herein, the term of office for all officers and directors, with the exception of the Executive Director/CEO, shall be one term (two years), and/or until such time as their successor has been duly elected and qualified, which will officially take place at the Annual Business Meeting held at the Winter Conference. The Executive Director/CEO shall serve at the pleasure of the Board of Directors and shall serve a term of office at the discretion of the Board of Directors. Incumbent Board members may run for vacant offices. If elected, they must resign their original office prior to being installed to their new office. This vacated office would then be filled by the Board of Directors following the existing bylaw procedures.

4. Nomination of Officers and Directors

Within the first sixty days the President takes office, the President, with the concurrence of the Board of Directors, shall appoint a Nominating Committee who shall present to the Board of Directors no later than the following July 1, a slate of nominees of officers and directors to serve in the upcoming term. In the slate of nominees, the Committee shall make a good faith effort to present a minimum of two candidates from the membership of BICSI for each office and directorship to be filled. If a complete and thorough solicitation of the membership fails to secure multiple qualified candidates, the Nominating Committee shall be permitted to submit a single candidate's name for that position.

The Nominating Committee may, at their sole discretion and for any reason within the confines of the law, eliminate any otherwise qualified potential candidate from consideration, even if this elimination results in fewer than two candidates for an open office. The Nominating Committee shall obtain the written consent of each and every nominee and, when applicable, a signed commitment of financial support from the employer of each nominee. Nominees must be members of BICSI to be eligible to seek office.

The Nominating Committee is empowered with the final authority in setting the slate of candidates. There is no requirement for Board approval of the slate.

5. Voting for Officers and Directors

A ballot of officers and directors shall be distributed by the Board of Directors no later than the following September 1 to all members of record as of July 1 of that same year who are eligible to vote. Completed ballots must be returned by voting members to BICSI, or its designated representative, as set forth on the voting instructions, no later than September 30th.

The President shall appoint an impartial Tellers Committee, or contract with a firm that specializes in conducting elections that shall be responsible for counting the approved ballots and shall certify to the President the results of the election no later than October 7th. Candidates offered on the ballot may have an observer at the counting at their own expense. The Executive Director/CEO shall be responsible for notifying all candidates of the results of the election. Results of the election shall also be published to the entire membership of BICSI within 30 days of the official count.

Those individuals elected will be invited to participate without vote in all Board of Directors meetings and functions until the office is assumed at the following Annual Business Meeting held at the Winter Conference.

6. Appointment of the Executive Director/CEO

The Board of Directors shall appoint an Executive Director/CEO to direct and supervise, pursuant to specified objectives, the day-to-day operations of BICSI and the Executive Office staff. The Executive Director/CEO shall serve a term at the discretion of the Board of Directors. Specific direction and/or performance evaluations conducted on behalf of the Board shall be communicated through the President and/or the President's designees.

7. Vacancies

The Board of Directors shall fill all nominee vacancies in the event of death or withdrawal after the acceptance of the report of the Nominating Committee. The Board of Directors may, at its discretion, request the Nominating Committee to present additional nominees.

The Board of Directors shall fill all vacancies of the elected members of the Board of Directors except for the office of President and President-Elect. The Board of Directors shall appoint eligible BICSI members to fill all vacancies on the Board of Directors at their first meeting after the vacancy occurs, and no member of the Board of Directors can concurrently hold more than one position on the Board. In the event of a vacancy in the office of the President, the President-Elect shall fill the unexpired term. If the vacancy occurs less than one year in the term of office, a new President-Elect will be elected, and will assume the office of President upon completion of the current term of office. If the vacancy occurs in the last year of the term of

office, the President-Elect shall serve in the dual capacity of President and President-Elect and shall assume the normal two-year term of office of the President as outlined in these bylaws.

In the event of vacancy in the office of President-Elect, the Board of Directors shall conduct a special nomination and conduct a membership election to fill the vacancy as soon as is practical. If both the President and the President-Elect are unable to fulfill the duties of their office, the Secretary shall direct a special election to fill these offices. Special elections should follow normal election procedures outlined hereinabove adapting calendar dates to meet the special election time frame.

In the event of a vacancy in the office of Executive Director/CEO, the Board of Directors is authorized to appoint an Acting Executive Director/CEO until such time an appropriate search process can be completed and a permanent appointment made.

8. Duties of Officers and Directors

A. President

The President shall be the principal official of BICSI and will be so recognized at all association affairs, programs, and activities. He/she shall appoint, with the approval of the Board of Directors, the chairs and members of standing and temporary committees and shall fill all vacancies except as otherwise provided hereinabove. The President shall serve as the Chair of the Board of Directors.

The President shall serve as an ex-officio member of all standing and temporary committees.

B. President-Elect

The President-Elect shall perform the duties of the office of the President whenever the President shall be unable to do so. He/she shall be a member of the Board of Directors and shall serve as its Vice Chair. Upon completion of the term as President-Elect, he/she shall become President without further election.

C. Secretary

The Secretary shall be responsible for keeping accurate records and minutes of all meetings of BICSI and of the Board of Directors. The Secretary shall be responsible for facilitating the review and updating of BICSI's Bylaws and Board of Directors' Operating Policies and Procedures.

D. Treasurer

The Treasurer shall serve as Chair of the Finance and Audit Committee and, in conjunction with the Executive Director/CEO, shall render such financial reports as are requested by the Board of Directors. The Treasurer shall, in conjunction with the Executive Director/CEO, supervise the fiscal operations of the association pursuant to policies established by the Finance and Audit Committee. He/she shall in consultation with the officers and committee chairs of BICSI, be responsible for the presentation and recommendation of an annual operating budget to the Board of Directors.

E. Regional Directors

A Regional Director shall represent the members of his/her geographical region in the governance of BICSI. In addition to the duties as a member of the Board of Directors, each Regional Director shall be assigned the duty of Board liaison to a standing committee. The Regional Director shall be an ex-officio member of the committee and shall communicate the concerns of the Board to the committee and the actions and concerns of the committee to the Board.

F. Executive Director/CEO

The Executive Director/CEO shall serve as the custodian of BICSI funds and shall invest and disburse them at the direction of the Treasurer and the Finance and Audit Committee. The Executive Director/CEO shall serve as an ex-officio member, without voting rights, of the Board of Directors. The Executive Director/CEO shall be responsible for the administration of BICSI-sponsored educational conferences and other meetings conducted on BICSI's behalf. He/she shall conduct needs assessments and plan and conduct such educational programs as may be approved by the Board of Directors. The Executive Director/CEO shall be the chief executive officer of the association and will direct the efforts and activities of the Executive Office Staff. The Executive Director/CEO shall report directly to the BICSI Board of Directors.

G. Meetings

The Board of Directors shall hold a Board of Directors meeting at least once every calendar quarter. These meetings may be face-to-face or may be by conference call or any other reasonable means. Additional meetings of the Board of Directors are authorized as determined by the President. A majority of the voting members of the Board of Directors shall constitute a

quorum. On an annual basis, officers and directors are required to attend at least 75% of all scheduled Board of Director meetings. It is the responsibility of the Executive Director/CEO and the Secretary to keep records of meeting attendance and to notify the President and the offending member by telephone of the eligibility for disqualification of an officer or director. Upon such notice, the President shall declare the position vacant and move to fill the vacancy as provided for in these bylaws. The disqualified officer or director may file a petition of extenuating circumstances within 10 days of notice of such disqualification. Upon the recommendation of the President and with the concurrence of the remainder of the Board, the disqualification may be waived.

H. Limitation of Terms of Office

Members of the Board of Directors may serve no more than two (2) consecutive full terms in each office. Board members appointed to fill vacancies are limited to no more than five (5) years of consecutive service in the office to which he or she was appointed. The President-Elect shall serve as such for two (2) years and then assume the office of President without further election.

I. Suspension and Expulsion--Board of Directors Office

A member of the Board of Directors may be suspended or have their Board membership terminated for sufficient cause. Sufficient cause shall be a violation of the bylaws or conviction of a felony crime by any local, state, or federal court. Suspension or expulsion shall be by a majority vote of the entire membership of the Board of Directors provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least thirty (30) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or be represented by counsel to present any defense to such charges before action is taken thereon.

ARTICLE VII COMMITTEES

The Board of Directors will designate the Standing, Ad Hoc, Special Committees and Task Forces as it deems appropriate and necessary. Unless specifically prescribed in these bylaws, the President in consultation with the committee chair shall determine the size and membership of committees. Efforts shall be made to assure regional representation on each committee. Each committee shall be responsible for developing and keeping current a committee operations plan, which includes a statement of duties and functions and operating policies and procedures, and such shall be approved by the Board of Directors. An attendance policy, which makes provisions for removal of committee members not meeting attendance standards, shall be included in the committee operations plan.

Committee members may be appointed to an unlimited number of terms, consistent with their respective terms of office, with the exception of the Nominating Committee. Service on the Nominating Committee is limited to two consecutive terms (4 years). After two consecutive terms, a member of the Nominating Committee must remain off the committee for a period of twelve (12 months) before they can be reappointed by the President. BICSI requires all Committee Chairs, Vice Chairs and any subgroup chairs to be members in good standing.

The Finance and Audit Committee has a fixed membership of the Treasurer (Chair), President, President-Elect, Secretary, Executive Director/CEO and Chief Financial Officer (CFO). The committee shall be responsible for all aspects of financial management.

Committee Chairs serve at the discretion of the current BICSI President.

The tenure for committee chairs is up to six (6) years. In the event a committee chair does not serve his/her full six (6) year term, the committee vice chair (or other selected individual) will take over as the new committee chair. The new committee chair's official term (the six years) begins with the term of the next BICSI president. In any case, Committee Chairs for BICSI's various committees serve at the discretion of the current BICSI President; who has the authority to extend or reduce the tenure of any committee chair beyond or below the six (6) year limit to complete initiatives in progress.

ARTICLE VIII AMENDMENT

These Bylaws and/or the Articles of Incorporation of this corporation may be amended, repealed, or altered in whole or in part by the Board with the exceptions as outlined in Article V, Section 4, or by a majority vote at a duly organized meeting of the members at which a quorum shall be present, or by a ballot of the entire membership. Notice of the proposed change(s) shall be sent to each member no sooner than forty-five (45) days and no later than thirty (30) days prior to the time and date of meeting that is to consider and vote on such change(s) or amendment(s).

The proposed change(s) or amendment(s) to the BICSI Bylaws or the Articles of Incorporation shall, prior to notice being given of such meeting, be ratified and approved by the Board of Directors by a majority vote of the directors present at such Board of Directors meeting. Only those directors present may cast their vote on the action before the meeting.

Upon approval and ratification of such amendment to the BICSI Bylaws or Articles of Incorporation by members as set forth above, the President and Executive Director/CEO shall thereupon proceed to prepare such amendment and see to the filing of any document with the proper governmental authorities as may be required. Copies of such revised and amended bylaws or Articles of Incorporation shall be given to any member upon request.

A balance shall be maintained in the membership of the voting regions in the United States. When the membership in the largest United States region exceeds the membership in the smallest United States region by one hundred percent (100%), the Board of Directors shall propose an amendment to these bylaws to restructure these regions to a difference of less than fifty percent (50%). The membership may reject or modify such proposals. The restructuring will be effective at the beginning of the next regular term of office for officers and directors.

ARTICLE IX PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order as revised shall govern the Board of Directors, Officers, Chairs of various committees, and the members in all cases to which they are applicable, provided, however, that they do not conflict with the bylaws or with any state or federal laws.

ARTICLE X FISCAL YEAR

The fiscal year of the corporation shall commence on July 1 and terminate on June 30.

ARTICLE XI CERTIFICATE

BICSI shall provide all new members with a certificate of membership in BICSI. Issuance of a certificate of membership is not required in order to vest the member with full membership rights.

ARTICLE XII INDEMNIFICATION

The corporation is empowered to indemnify any officer, or director, committee member, and/or staff member, or any former officer or director, by a majority vote of a quorum of directors, or by a majority vote of a quorum of members, who are not parties to such action, suit, or proceedings, in the manner provided herein. If such indemnification is authorized by the directors and/or members, expenses incurred in defending such civil or criminal action, suit, or proceeding may be paid by BICSI in advance of the final disposition of such action, suit, or proceeding, upon receipt of any undertaking by, or on behalf of the director, officer, employee, or agent to repay such amount unless he or she is found to be entitled to such indemnification.

ARTICLE XIII CONTRACTS AND FINANCIAL

1. Contracts

The Board of Directors may authorize any officer or agent of BICSI to negotiate any contract on behalf of the corporation, which authority may be general or specific. Any contract shall be executed by the President or the Executive Director/CEO, unless authorized under procedures as approved by the Finance and Audit Committee.

2. Financial

The financial operating procedures of the corporation shall be approved by the Board of Directors through the recommendation of the Finance and Audit Committee. All funds received by BICSI shall be deposited to the credit of BICSI in such banks, or other depositories as may be approved and authorized by the Board of Directors. The authorization of fund disbursement shall be established upon a level of authority. All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt in the name of the corporation shall be signed by such officers or agents as shall be determined by the operating procedures adopted by the Board of Directors through the Finance and Audit Committee. Unless otherwise authorized, such instruments shall be signed by the Treasurer or CFO, and the President or the Executive Director/CEO.


ARTICLE XIV
RECORDS


The corporation shall maintain correct and proper books and records and shall keep minutes of all meetings of the members and Board of Directors, at the principal office of BICSI. Any director, member, or the agent or attorney of either, or any proper person may inspect all such records, at any reasonable time, at the principal office of BICSI.

ARTICLE XV
AUDITS

The books and records of account of BICSI shall be audited annually by a licensed Certified Public Accountant. All audits shall be conducted in accordance with generally accepted auditing standards.

BICSI (THE BUILDING INDUSTRY CONSULTING
SERVICE INTERNATIONAL), INC.

BY: 
Brian Hansen, President

ATTEST: 
Christine Klauck, Secretary

Adopted as of: