

BYLAWS
OF
THE BUILDING INDUSTRY CONSULTING SERVICE INTERNATIONAL, INCORPORATED

ARTICLE I

NAME

Section 1.1. Name. The name of the corporation shall be The Building Industry Consulting Service International, Incorporated, hereinafter called "BICSI".

ARTICLE II

OFFICES

Section 2.1. Offices. The principal offices of BICSI shall be located at the discretion of the Board of Directors. BICSI may at any time establish other offices at such place or places as the Board of Directors (the "Board") may designate from time to time.

ARTICLE III

PURPOSE

Section 3.1. Purpose. BICSI shall be a not-for-profit organization qualifying under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) hereinafter, the "Code"). BICSI exists for the purpose of:

- 3.1.1.** Providing members and others with opportunities for dialogue, education, advancement, and improvement of all aspects of the information and communications technology (ICT) industry through meetings, seminars, communications, publications, and other programs and activities;
- 3.1.2.** Promoting high quality code, best practice and standardization of ICT safety, performance, design, and methods through the development of its members in the areas of professional career enhancement, recognition, and effectiveness in the fields of information and communications technology;
- 3.1.3.** Promoting professional approaches to the operation, development, and improvement of ICT that support provision of high-quality ICT products and services; and
- 3.1.4.** Engaging in any lawful activities within the purposes for which a corporation may be organized under the Kentucky Nonprofit Corporation Acts and which are not inconsistent with the purposes set forth in the Articles of Incorporation of BICSI and these Bylaws.

ARTICLE IV

POWERS

Section 4.1. Powers. In furtherance of its corporate purposes, BICSI shall have all the general powers enumerated in Section 273.171 of the Kentucky Nonprofit Corporation Acts as now in effect or as may hereafter be amended.

ARTICLE V

MEMBERSHIP

Section 5.1. Eligibility. Membership in BICSI shall be available to all individuals and organizations that are active and/or interested in the fields of ICT, subject to the restrictions in BICSI policies and procedures. Members of BICSI shall conduct themselves in accordance with the BICSI Bylaws, Code of Ethics and Professional Obligations and other policies, as amended from time to time.

Section 5.2. Establishment of Membership. Membership in BICSI shall become effective when a completed formal application has been accepted by BICSI and the designated dues payment has been received.

Section 5.3. Classes of Membership. The classes of membership in BICSI shall be individual and organizational. The types of individual membership include regular, student/apprentice, retired, life, and honorary. Except where otherwise indicated or defined, the term “members” used in these bylaws shall refer to both individual and organizational members collectively.

5.3.1. Regular Member. Regular membership shall be defined as the category for persons engaged in and/or interested in the fields of information and communications technology. Regular members are afforded the right to vote and hold elective office unless otherwise stated in these bylaws and may be afforded other privileges as determined by the Board of Directors from time to time.

5.3.2. Student/Apprentice Member. Student/Apprentice membership shall be defined as the category for persons who are engaged in formal study, as defined by Board of Directors policies, to become active in the fields of information and communications technology. Student/Apprentice members shall be afforded privileges of Regular Members except the rights to vote or to hold elective office.

5.3.3. Retired Member. Retired membership shall be defined as the category for persons who are no longer engaged in compensated work activity, having previously been active in the fields of information and communications technology, and a Regular Member of BICSI for not less than ten (10) continuous years. Members must request retired member status in writing. Retired Members shall be afforded privileges of Regular Members except the rights to vote or to hold elective office.

5.3.4. Life Member. Life membership may be granted to BICSI Past Board Presidents at the Board of Directors’ sole discretion. Life members shall be afforded privileges of Regular Members and shall have annual dues waived for the remainder of the lifetime or until resignation from the association.

5.3.5. Honorary Member. Honorary membership shall be defined as the category for persons interested in the fields of ICT whose age, past contributions to BICSI, employment status, and other criteria as established by the Board of Directors warrant honorary member distinction. An honorary member shall be afforded privileges of Regular Members except the right to vote or to hold elective office and shall have annual dues waived for the remainder of their lifetime or until resignation from the association.

5.3.6. Organizational Membership. The category of organizational membership shall be defined as the category for organizations engaged in providing business goods and/or services in, or related to, or customers in the fields of information and communications technology. Privileges of organizational membership shall be determined by policy.

Section 5.4. Transfer of Membership. Individual membership in BICSI shall not be transferable to another person.

Section 5.5. Termination of Membership.

5.5.1. Resignation. A member may at any time, in writing, resign from BICSI.

5.5.2. Action of the Board of Directors. The Board of Directors may suspend or expel any member for cause after giving such member the opportunity to have a hearing. Membership may be terminated by action of the Board of Directors as a result of violation of the Code of Ethics and Professional Obligations, non-conformity with the Bylaws, or conduct unbecoming a member, including but not limited to acts involving theft or dishonesty, moral turpitude or as otherwise determined by the Board of Directors. The Board of Directors may delegate the authority to suspend or terminate a member to a committee established by the Board. Any member suspended or expelled may be reinstated by the Board of Directors, as defined by Board of Directors policy. Any member suspended or terminated shall forfeit any previously paid membership dues.

5.5.3. Nonpayment of Dues. Membership shall be terminated for nonpayment of dues at a time consistent with, and in accordance with, the policies and procedures of BICSI.

ARTICLE VI

DUES

Section 6.1. Dues. The Board of Directors shall determine the dues to be charged to each member. Dues for Student/Apprentice Members and Retired Members shall be reduced to an amount established by the Board of Directors. Life Members and Honorary Members shall not be required to pay dues.

Section 6.2. Disposition of Dues. All dues paid to BICSI shall become the property of BICSI and shall be used by BICSI to further the purpose of the organization. No portion of the dues paid by any member shall be refundable because of membership being terminated for any reason.

ARTICLE VII

MEETINGS OF MEMBERS

Section 7.1. Business Meeting. BICSI shall conduct an annual business meeting and such other meetings of members held at such place and time or by means of remote communication as determined by the Board of Directors.

Section 7.2. Notice of Meetings. BICSI shall notify the membership of annual or special meetings as required under applicable law.

7.2.1. Remote Communications. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by means of remote communication; and (ii) any action or approval required to be written or in writing may be transmitted or received by means of remote communication.

Section 7.3. Order of Meetings. The rules of procedure at BICSI member meetings shall be guided according to Robert's Rules of Order (as revised from time to time) so far as applicable and when not inconsistent with these Bylaws or the conduct of good business.

Section 7.4. Action by Voting Members by Written Ballot. Any action that may be taken at a business meeting of the members entitled to vote, may be taken by dispersed ballot without a business meeting, provided that the number of members casting votes would constitute a quorum if such action had been taken at a business meeting. Voting shall remain open for not less than five (5) days from the date the ballot is delivered unless otherwise provided for herein. Such action by members shall become effective only if, at least five (5) days prior to the effective date of such action, a notice in writing of the proposed action is delivered to all the members entitled to vote with respect to the subject matter thereof.

Section 7.5. Quorum. A quorum at the annual or any other business meetings shall consist of 100 eligible voting members of BICSI.

Section 7.6. Eligibility to Vote. Only Regular and Life members shall have the right to vote.

Section 7.7. Manner of Acting. Except as otherwise specified herein, the affirmative vote of a majority of eligible voting members present in person at a meeting at which a quorum is present, or in the case of voting by dispersed ballot, the affirmative vote of a majority of valid votes returned, if a minimum of a quorum of votes has been returned, shall constitute an act by the members.

Section 7.8. Voting by Dispersed Ballot (Dispersed Meetings). Voting in dispersed meetings shall require that ballots be returned in a period of time consistent with the medium used to transmit and return the ballots. Any appropriate medium approved by the Board of Directors may be used to vote by dispersed ballot.

ARTICLE VIII

DIRECTORS AND OFFICERS

Section 8.1. Eligibility. Except as may be otherwise set forth in these Bylaws, each Officer and Director shall be a natural person over the age of twenty-one (21) and shall have the power to vote on all issues that may come before the Board. All Directors and Officers shall be members in good standing throughout their term. Any Director or Officer that ceases to be a member of BICSI shall be ineligible to vote or participate in Board meetings until such time as their membership is reinstated.

Section 8.2. Composition and Terms of the Board of Directors. The Board of Directors shall be composed of fourteen (14) individual Directors: (a) five (5) Officers, (b) eight (8) additional Directors (the “At-Large Directors”), and (c) the Chief Executive Officer (CEO).

8.2.1. Officers. The Officers of the Board shall be the President, President-Elect, Immediate Past President, Secretary, and Treasurer. Except as otherwise set forth herein, the term of office for the President shall be one two-year term. The term of office for the President-Elect and Immediate Past President shall be for one one-year term and shall not overlap. The President-Elect shall serve their term during the second year of the President’s term and shall succeed the President. The Immediate Past President shall serve their term in the year immediately following their term as President. The term of office for the Secretary and Treasurer shall be one year and the incumbent may be re-elected consecutively not more than once for one additional one-year term for a total of two years. The Officers shall be nominated in accordance with Section 8.4. and the Treasurer and Secretary shall be elected by the Board pursuant to the procedures set forth in Section 8.3.4. and 8.3.5. of these Bylaws and other Board policies from amongst the members of the Board. All Board Officers must maintain membership in the corporation.

8.2.2. At-Large Directors. The term of office for At-Large Directors shall be for one two-year term and incumbents may be re-elected consecutively for not more than once for one additional two-year term for a total of four (4) years.

8.2.3. Chief Executive Officer. The CEO shall be appointed by the Board in its discretion and shall be an ex officio member of the Board without voting privileges. The CEO has complete responsibility for the day-to-day operations of BICSI in a manner that supports implementation of the Board-identified objectives and policies. The CEO shall also serve as an ex officio member, without voting rights, of the Board Executive Committee, the Finance and Audit Committee, and the Leadership Development Committee. The CEO shall report directly to the Board of Directors.

Section 8.3. Functions and Powers. The Board shall oversee the affairs and property of BICSI and shall have the responsibility to provide the strategic direction of the organization to fulfill the purpose and objectives of BICSI. Final budgetary authority to approve the annual budget resides with the Board.

8.3.1. Board President. The Board President shall act as Chair of the Board and shall preside at all meetings of the Board. The Board President also shall preside at the annual meeting and any special meetings of BICSI members, unless otherwise delegated to another Board member. The Board President’s duties are to provide the Board with leadership on the development of policies and programs, to call meetings, and to perform other duties inherent in, and implied by, the officer position or as indicated by policy.

8.3.2. Board President-Elect. The Board President-Elect shall act as Vice Chair of the Board and shall assist the Board President, act in the Board President's absence, and perform other duties assigned by the Board President or the Board or as indicated by policy. Upon completion of the term as Board President-Elect, he/she shall become Board President without further election. The Board President-Elect shall be elected from the sitting Board members and shall serve a term or terms in accordance with Section 8.2.1. of these Bylaws.

8.3.3. Immediate Past Board President. The Immediate Past Board President shall act as Vice Chair of the Board and shall assist the Board President, act in the Board President's absence, and perform other duties assigned by the Board President or the Board or as indicated by policy. The Immediate Past Board President shall also act as Chair of the Leadership Development Committee for a term of two (2) years, and perform other duties as assigned by the Board President or the Board or as indicated by policy. The Immediate Past Board President shall serve a term or terms in accordance with Section 8.2.1. of these Bylaws.

8.3.4. Board Secretary. The Board Secretary, in coordination with the CEO, shall be responsible to keep accurate records and minutes of all meetings of BICSI and of the Board of Directors. The Board Secretary, in coordination with the CEO, shall be responsible for facilitating the review and updating of BICSI's Bylaws and Board of Directors Policies and Procedures as needed from time to time. The Board Secretary shall be elected from the sitting Board members and shall serve a term or terms in accordance with Section 8.2.1. of these Bylaws.

8.3.5. Board Treasurer. The Board Treasurer shall serve as Chair of the Finance and Audit Committee and, in coordination with the CEO, shall render such financial reports as are requested by the Board of Directors. The Board Treasurer, in coordination with the CEO, shall oversee the fiscal status of the association pursuant to policies established by the Board of Directors. He/she, in coordination with the CEO, shall be responsible for the presentation of the Finance and Audit Committee's approved annual operating budget recommendation to the Board of Directors. The Board Treasurer shall be elected from the sitting Board members and shall serve a term or terms in accordance with Section 8.2.1. of these Bylaws.

Section 8.4. Nomination of Officers and Directors. In accordance with the terms and procedures set forth in its committee charter, as amended from time to time, the Leadership Development Committee shall be responsible for nominating (i) individuals to serve as Directors, (ii) Directors to serve as Officers of the Board, and (iii) At-Large members to serve on the Leadership Development Committee. The Leadership Development Committee at its sole discretion may designate one (1) of the four (4) Director positions elected each year as uncontested to accommodate a candidate with particular skills or credentials needed to meet the strategic objectives of BICSI.

Section 8.5. Meetings. The Board of Directors should hold a Board of Directors meeting at least four (4) times per year, preferably quarterly. These meetings may be in-person or may be by conference call or any other reasonable means. Additional meetings of the Board of Directors may be called by the Board President, or by the Board President-Elect or Immediate Past Board President pursuant to Section 8.7. of these bylaws. A majority of the voting members of the Board of Directors shall constitute a quorum and must include the Board President and the Board President-Elect or Immediate Past Board President. Notwithstanding to the contrary, in the event of the Board President's incapacity or disqualification, the meeting may be called by the Board President-Elect or the Immediate Past Board President, whichever is then currently serving on the Board, who shall chair the meeting. On an annual basis, officers and directors are required to attend at least seventy-five percent (75%) of all scheduled Board of Directors and Board committee meetings. It is the responsibility of the CEO and the Secretary to keep records of meeting attendance and to notify the Board President when an officer or director does not meet attendance requirements. The Board President will notify the offending Board member of their eligibility for disqualification from the Board of Directors. If the Board President is the offending Board member, the CEO will notify the Board President-Elect or Immediate Past Board President who will notify the Board President of their eligibility for disqualification from the Board of Directors. Upon such notice, the Board of Directors shall declare the position vacant and move to fill the vacancy as provided for in these bylaws and applicable Board policies. The disqualified officer or director may file a petition of extenuating circumstances within ten (10) days of notice of such disqualification. Upon the recommendation of the Board President, or the Board President-Elect or Immediate Past Board President when the subject of the disqualification is the Board President, and with a majority vote of the remainder of the Board of Directors, the disqualification may be waived.

Section 8.6. Vacancies. The Board of Directors shall fill all vacancies in the event of death, disqualification, or withdrawal. The Board of Directors may, at its discretion, request the Leadership Development Committee to present additional candidates to fill a vacancy.

8.6.1. The Board of Directors shall be entitled to fill or determine to leave vacant any or all vacancies of the elected members of the Board of Directors except for the office of Board President and Board President-Elect. The Board of Directors may appoint eligible BICSI members to fill any vacancies on the Board of Directors at their first meeting after the vacancy occurs or may determine to leave the seat vacant. No member of the Board of Directors can concurrently hold more than one position on the Board of Directors, unless otherwise stated in these bylaws.

8.6.2. In the event a vacancy in the office of the Board President occurs within the first year of the Board President's term of office, the Board of Directors shall fill the vacancy from among the current board directors by the affirmative vote of a majority of the remaining directors for the unexpired term of the predecessor. The resulting director vacancy may be filled by the Board of Directors from among the remaining Board of Directors as outlined in these bylaws. If the office of Board President is vacated during the second year of the term of office, the Board President-Elect shall serve in the dual capacity of Board President and Board President-Elect and shall assume the normal two (2) year term of office of the Board President as outlined in these bylaws.

8.6.3. In the event of vacancy in the office of Board President-Elect, the Board of Directors shall conduct a special nomination and conduct an election to fill the vacancy from among the Board of Directors as soon as is practical and before the predecessor's term expires.

8.6.4. In the event of vacancy in the office of Immediate Past Board President at any time: (i) The then current Board President shall serve as the chair of the Leadership Development Committee for the remaining unexpired term vacated by the Immediate Past Board President and continue as chair of the Leadership Development Committee for a period of two (2) years upon becoming the Immediate Past Board President; (ii) The Board of Directors may select and appoint from the existing Board Members a Vice Chair of the Board, who shall serve the remainder of the term vacated by the Immediate Past Board President.

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

Section 8.7. Forfeiture of and Removal from Office. Any Director or Officer shall automatically forfeit his/her Board position if he/she loses eligibility for, or is expelled from, membership pursuant to Section 5.5. of these bylaws. Any Director or Officer is subject to removal with or without cause by a two-thirds vote of the entire Board of Directors, excluding the affected member. In the event the purpose of a meeting is to remove the Board President, Board President-Elect, or Immediate Past Board President, their presence shall not be required to establish a quorum.

ARTICLE IX

COMMITTEES

Section 9.1. General. The Board of Directors will designate the volunteer groups (the Committees, Subcommittees, Ad Hoc, Special Committees, Workgroups, and Task Forces) as it deems appropriate and necessary and according to BICSI's policies and procedures. Each volunteer group shall be responsible for complying with policies and procedures as approved and revised by the Board of Directors from time to time.

Section 9.2. Composition and Terms. Unless otherwise stated in these bylaws, the composition and terms of volunteer group officers and members shall comply with BICSI's policies and volunteer group charters as approved and revised by the Board of Directors from time to time.

Section 9.3. Finance & Audit Committee. The Finance and Audit Committee has a fixed membership of the Board Treasurer (Chair), Board President, Board President-Elect (during their term in office), and three (3) Board Directors appointed by the Board President. The CEO and Chief Finance Officer (CFO) shall serve as ex officio members, without voting rights, of the Finance and Audit Committee. The Finance and Audit Committee shall monitor the financial status of BICSI, review and make recommendations regarding the BICSI budget and progress against budget to the Board of Directors, select the outside auditors and determine their term and scope of services, and make other appropriate recommendations to the Board of Directors to maintain the financial viability of BICSI.

Section 9.4. Leadership Development Committee. The Leadership Development Committee shall facilitate the annual nominations and elections process in accordance with its Charter. The Leadership Development Committee shall consist of seven (7) members. The Immediate Past Board President shall serve as Chair. The Board President shall appoint by December 31st of each year up to two (2) Directors to each serve a one (1) year term on the Leadership Development Committee. The remaining four (4) members are considered At-Large members and shall be elected in accordance with the elections operating procedures. The term of office for At-Large members of the Leadership Development Committee shall be for one two (2) year term and incumbents may be re-elected consecutively for not more than once for one additional two (2) year term for a total of four (4) years. The vacated At-Large positions may be filled by the Board of Directors from among the membership at large for the remainder of the term. Except as otherwise provided in these bylaws, former Board members (Officers and Directors) are prohibited from serving on the Leadership Development Committee.

Section 9.5. Executive Committee. The Executive Committee shall be composed of the Officers of the Board and shall be chaired by the Board President. Unless otherwise stated in these bylaws, the Executive Committee shall comply with BICSI's policies and procedures and the Executive Committee charter, as approved and revised by the Board of Directors from time to time.

ARTICLE X

AFFILIATES

Section 10.1. Purpose of Affiliation. Affiliates shall share the philosophy, purpose, and objectives identified for BICSI in these Bylaws. The purpose of affiliates of BICSI is to provide an organized structure at a more local/regional level to advance the objectives of both BICSI and the affiliates.

Section 10.2. Affiliation Agreement. The Board of Directors shall authorize institutes, chapters, affiliates, or such other groups in an affiliated relationship as it may prescribe. The request for affiliation may be initiated by a local/regional group, the BICSI Board of Directors, or the BICSI CEO in accordance with rules and procedures established by BICSI. The CEO (or his/her designee) shall review the request and shall forward on to the Board of Directors for its approval.

Section 10.3. Financial Responsibility. The association shall not be financially responsible for the conduct or any activities of affiliates of BICSI except as stated in the affiliation agreement. No region, chapter, institute, or other affiliate, or member shall have authority to pledge the credit of BICSI except as specifically authorized by the Board of Directors.

ARTICLE XI

AMENDMENT

Section 11.1. General. These Bylaws may be amended, repealed, or altered in whole or in part by the Board of Directors, but must be approved by no less than two-thirds (2/3) majority of a quorum of Directors eligible to vote at a meeting of the Board of Directors.

ARTICLE XII

INDEMNIFICATION

Section 12.1. Indemnification. The corporation is empowered to indemnify any officer, 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 officer, director, committee member, and/or staff member, or any former officer or director, to repay such amount unless he or she is found not to be entitled to such indemnification.

ARTICLE XIII

DISSOLUTION

Section 13.1. Dissolution. BICSI assets are irrevocably dedicated to the purposes of BICSI, and upon dissolution of BICSI, the Board of Directors shall distribute the net assets exclusively in furtherance of and consistent with Section 501(c)(6) of the Code.

ARTICLE XIV

MISCELLANEOUS PROVISIONS

Section 14.1. Execution of Contracts. The Board of Directors may authorize any officer or agent or agents to enter any contract or execute any instrument in the name of, and on behalf of, BICSI and such authority may be general or limited to specific instances. No officer, agent or employee shall have any power or authority to bind or obligate BICSI by any commitment, contract, or engagement, or to pledge its credit to render it liable for any purpose or in any amount unless duly authorized by the Board of Directors.

Section 14.2. Bylaws, Minutes, and Membership Records. The original and certified copy of the Bylaws, together with all amendments thereto, the minute books, and membership records, shall be kept at the principal office of BICSI.

Section 14.3. Fiscal Year. The fiscal year of BICSI shall commence on 1 July of each calendar year, or such other date as the Board of Directors may establish from time to time.

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