

BYLAWS OF THE BUILDING INDUSTRY CONSULTING SERVICE INTERNATIONAL, INC.

**ARTICLE I**

**NAME**

**Section 1.1. Name.** The name of the corporation shall be The Building Industry Consulting Service International, Inc., 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 Standard of Conduct.

**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 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 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, 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, non-conformity with the Bylaws, or conduct unbecoming a member, as determined by the Board of Directors. Any member suspended or expelled may be reinstated by the Board of Directors, as defined by Board of Directors policy.

**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 according to Robert's Rules of Order (Revised) so far as applicable and when not inconsistent with these Bylaws.

**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 of 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. Members may not vote by proxy.

**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. 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.

**Section 8.2. Board of Directors.** The Board of Directors shall be composed of the President, President-Elect, Secretary, Treasurer, and the Immediate Past President and Executive Director/Chief Executive Officer (CEO) who both shall be ex-officio members of the Board of Directors without voting rights, and regionally elected Directors per region boundaries as determined by the Board of Directors from time to time.

**Section 8.3. Districts.** When a District reaches a level of five hundred (500) members, the country, or specified group of countries may 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.

## Section 8.4. Eligibility Restrictions.

**8.4.1. President Elect.** 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.

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

**8.4.3. Other Directors.** 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.

**8.4.4. Past Presidents.** 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.

**8.4.5. Other restrictions.** Conviction of a felony crime disqualifies an individual for running for, or serving on, the Board of Directors. No more than two (2) elected individuals 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 of Directors members plus candidates from a single company, organization or entity to a total of no more than two when a successful election would violate the limitation. If at any time the number of applications received exceed this aggregate number, the nominating committee, at its discretion, will determine the two candidates to be nominated. Current or former BICSI employees are disqualified from running for or serving on the Board of Directors. 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.

**Section 8.5. Boundaries.** Geographic boundaries as deemed appropriate by the BICSI Board of Directors, will serve as the boundaries for districts and regions.

**Section 8.6. Regions.** 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.

**Section 8.7. 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 of Directors 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.

## ARTICLE IX

### NOMINATIONS AND ELECTIONS

**Section 9.1. 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, in accordance with the Board of Directors policies and procedures, 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.

**Section 9.2. Nominating Committee.** 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 of Directors approval of the slate.

**Section 9.3. 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 30<sup>th</sup>.

**9.3.1.** 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 7<sup>th</sup>. 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. In the event of a tie vote, the nominees will be informed and a run-off election through electronic voting will be handled by the same Tellers Committee, or contractor in accordance with Board of Directors policies and procedures.

**9.3.2.** 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.

**Section 9.4. 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 of Directors shall be communicated through the President and/or the President's designees.

**Section 9.5. 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.

**9.5.1.** 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 of Directors, unless otherwise stated in these bylaws.

**9.5.2.** 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 by the membership 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.

**9.5.3.** 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.

**9.5.4.** 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, in accordance with Board of Directors policies and procedures.

**Section 9.6. Duties of Officers and Directors.**

**9.6.1. 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 the chairs of committees and subcommittees with the approval of the Board of Directors unless otherwise stated in these bylaws. The President 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 committees, subcommittees, workgroups, task forces, and any other approved committee unless otherwise stated in these bylaws.

**9.6.2. 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.

**9.6.3. 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.

**9.6.4. 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 Board of Directors officers and the Executive Director/CEO of BICSI, be responsible for the presentation and recommendation of an annual operating budget to the Board of Directors.

**9.6.5. Regional Directors.** A Regional Director shall represent the members as a whole in the governance of BICSI and other duties at the discretion of the President consistent with their role as a member of the Board of Directors.

**9.6.6. 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 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 operational efforts and activities of the staff. The Executive Director/CEO shall report directly to the BICSI Board of Directors.

**Section 9.7. 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 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 and must include the President and President Elect. On an annual basis, officers and directors are required to attend at least 75% of all scheduled Board of Directors meetings. It is the responsibility of the Executive Director/CEO and the Secretary to keep records of meeting attendance and to notify the President who will notify 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 of Directors, the disqualification may be waived.

**Section 9.8. Limitation of Terms of Office.** Members of the Board of Directors may serve no more than two (2) full terms in each office. Board of Directors 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.

**Section 9.9. Expulsion—Board of Directors Office.** A member of the Board of Directors, including any officer, may have their Board of Directors membership or officer status terminated with or without cause by a two-thirds vote of the entire Board of Directors, excluding the affected member.

**ARTICLE X****COMMITTEES**

**Section 10.1. General.** The Board of Directors will designate the Committees, Subcommittees, Ad Hoc, Special Committees, Workgroups, and Task Forces as it deems appropriate and necessary. Each committee shall be responsible for complying with operating policies and procedures as approved by the Board of Directors.

**Section 10.2. Terms.** 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 interim committee chair until the official appointment is made. The new committee chair's official term (the six years) begins at the next annual business meeting. 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 and any other requirements as approved by the Board of Directors policies and procedures. Committee Chairs are appointed by and serve at the discretion of the current BICSI President with the approval of the Board of Directors.

**Section 10.3. Finance & Audit Committee.** The Finance and Audit Committee has a fixed membership of the Treasurer (Chair), President, President-Elect, and Secretary. The Executive Director/CEO and Chief Financial 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 for approval of 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.

**ARTICLE XI****AFFILIATES**

**Section 11.1. 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 11.2. 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 shall be initiated by local/regional group, the BICSI Board of Directors, or the BICSI Executive Director/CEO in accordance with rules and procedures established by BICSI. The Executive Director/CEO (or his/her designee) shall review the request and shall forward on to the Board of Directors for its approval.

**Section 11.3. 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 XII****AMENDMENT**

**Section 12.1. General.** 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 of Directors with the exceptions as outlined in Section 5.3.1., 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). If amendments are considered during a meeting, proposed amendments may be further amended during the meeting and voted on at that meeting.

**12.1.1.** 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.

**12.1.2.** 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.

### ARTICLE XIII

#### INDEMNIFICATION

**Section 13.1. 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 officer, or director, committee member, and/or staff member, or any former officer or director, to repay such amount unless he or she is found to be entitled to such indemnification.

### ARTICLE XIV

#### DISSOLUTION

**Section 14.1. 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 XV

#### MISCELLANEOUS PROVISIONS

**Section 15.1. 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 15.2. 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 15.3. Fiscal Year.** The fiscal year of BICSI shall commence on July 1 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), INC.