

CONSTRUCTION MANAGEMENT ASSOCIATION OF AMERICA, INC.

SOUTHERN CALIFORNIA CHAPTER

BYLAWS

Last Update: January 2020

ARTICLE I - NAME AND REGION

The name of this corporation is the Construction Management Association of America Southern California Regional Chapter ("Chapter"). The Chapter is a regional chapter chartered by the Construction Management Association of America, Inc. (CMAA). CMAA is incorporated under the laws of the Commonwealth of Virginia. The Chapter is a California non-profit corporation with its principal place of business in Long Beach, CA. The Chapter exists, operates and is in the geographic area of Southern California (Region) described by Article XI, Section 1. The Chapter is a separate corporation from the CMAA Southern California Chapter Foundation ("Chapter Foundation") which is a non-profit corporation and a wholly owned subsidiary of the Chapter.

ARTICLE II - RELATION TO CMAA BYLAWS AND PURPOSES

The primary objective of the Chapter is to support the purposes of CMAA. The Bylaws of the Chapter ("Bylaws") are intended to be consistent with the bylaws of CMAA and the Regional Chapter Affiliation Agreement.

ARTICLE III - CHAPTER PURPOSES AND OBJECTIVES

Section 1. To promote and support the purposes and objectives of CMAA.

Section 2 To promote growth of CMAA membership.

Section 3 To promote and encourage the growth and development of Construction Management ("CM") and Program Management ("PM") or ("CM/PM") as a professional service and to enhance the quality of CM/PM practice at the regional level through association of CM practitioners with CM/PM service users and owners, contractors, architects, engineers, suppliers and other construction service related groups and individuals.

Section 4. To promote the development of student chapters within the Region; to maintain a direct link between CM practitioners and academic institutions active in the teaching and research of CM; and to promote cooperation between practitioners, students, and professors in matters of common interest to the advancement of the CM practice.

Section 5 To hold meetings and events for CMAA Chapter members.

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Section 6 To support the Chapter Foundation's mission and work in collaboration in offering special fundraising events, programs, and scholarships.

ARTICLE IV - MEMBERSHIP AND VOTING

Section 1. Membership. Membership in CMAA is a requirement for Chapter membership.

Section 2. Voting. On matters of Chapter business put to the full Chapter membership for vote, including the election of Officers and Directors and approval of these Bylaws and any other matter required to be submitted to the membership for its approval, each member shall have one vote. Unless otherwise specified in the Chapter Bylaws, voting on matters of business conducted at membership meetings shall be decided by the majority of those members present.

All other Chapter business will be conducted by the Board of Directors and shall be decided by the majority of the members who are present. (See Article V, Section 3, and Article VI, Section 5.)

Alternatively, if the Board of Directors so chooses, voting on matters of business may be conducted via US Mail, electronic communication, or other similar means with notice requirements the same as for membership meetings and an open voting period lasting no less than ten (10) days. In such case, business shall be decided by the majority of members voting on said issue.

Section 3. Payment of Dues. Any member who has paid in full all current dues levied by CMAA, and is located in the Region, shall be deemed to be a member of the Chapter in good standing.

Section 4. Solicitation. The list of Chapter or CMAA members or applicants shall not be used for advertising or solicitation, except in support of events sponsored by the Chapter, Foundation, or CMAA. Lists may be circulated only to Chapter members in good standing at the direction of the Board of Directors.

ARTICLE V – CHAPTER MEMBERSHIP MEETINGS

Section 1. Meetings. Chapter Membership meetings shall be held at least yearly for election of officers and within thirty (30) days of CMAA National Conference, in accordance with a schedule approved by the Board of Directors. Chapter Membership meetings may be

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held in conjunction with other Chapter events; however, such meetings shall be noticed per Article V, Section 2.

Section 2. Notices. Chapter Membership Meeting or event notices shall be sent as written notice to the Chapter members at least ten days prior to the date of the meeting unless otherwise specified in these Bylaws. The notice shall state the time, date, place, and agenda of the meeting. As used herein, “written notice” means US Mail or electronic communications or other similar means.

Section 3. Rules. All meetings shall be conducted in accordance with the parliamentary procedure of Robert's Rules of Order or in a manner suitable for a specific meeting as long as it does not violate any of the Bylaws or the Chapter Affiliation Agreement, including any requirements for notice and voting.

ARTICLE VI - BOARD OF DIRECTORS OF THE CHAPTER

Section 1. Number. The Board of Directors of the Chapter shall consist of no fewer than five members. The Board of Directors shall at a minimum include the Past President and the elected officers for President, Vice President, Secretary and Treasurer. The President of the Chapter shall act as Chair of the Board of Directors.

Section 2. Responsibilities. The Board of Directors shall be responsible for the management of the affairs of the Chapter. The Board of Directors shall draft and propose any suggested revisions to the Bylaws. All revisions to the Bylaws must be approved by the Board of Directors and the Chapter membership as defined in Article IV, Section 2.

Section 3. Meetings. The Board of Directors shall meet at least quarterly.

Section 4. Quorum. At any meeting of the Board of Directors, a quorum must be present to allow for the official transaction of Chapter business. A quorum is defined as a majority of voting-eligible Directors. If less than a quorum is present at any meeting a majority of those present may adjourn the meeting without notice until a quorum can attend. All decisions of the Directors shall be by a majority vote of the Directors present except as provided to the contrary in these Bylaws. Each voting-eligible member of the Board of Directors, except the Chair, has one vote. No proxies are allowed. The Chair shall only vote on those issues where his or her vote breaks a tie.

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Section 5. Notices. At least ten (10) days prior to any meeting of the Board of Directors, written notice which states the date, time, place, and purpose of such meeting shall be sent to each Director.

Section 6. Attendance. Any Board Member who fails to attend two (2) consecutive Board Meetings will be warned by the President. If he/she fails to attend three or more meetings in one fiscal year, he/she may be automatically removed from the Board, unless excused by the Board by two-thirds vote.

Section 7. Non-Director Committee Chairs, Director Emeritus and Ex-Officio Directors. The President may establish committees and appoint non-director committee chairs / committee vice-chairs / director emeritus / ex-officio directors (either permanent or temporary) to meet the Chapter's needs. These positions will serve in a non-voting capacity.

ARTICLE VII – OFFICERS AND DIRECTORS

Section 1. Officers and the Executive Committee. The elected Officers shall be the President, Vice President, Secretary and Treasurer who, together with the Past President, shall serve on the Board of Directors as Directors and shall be known as the Executive Committee (Executive Committee). Additionally, the Chapter's Foundation Chair is elected by the Chapter and will be a voting member of the Chapter's Executive Committee.

Section 2. Directors – Committee Chairs. Each Officer is a Director. In addition, Directors shall be elected to chair the various committees of the Board. All Directors must be members of CMAA in good standing.

Section 3. Nomination and Election.

Nominating Committee. The President shall appoint a Nominating Committee, which shall consist of the immediate past president and five (5) voting members. Three (3) of the voting members shall be current members of the Board of Directors whose terms of office do not expire during the coming year, of which one will be the President-Elect. The other two (2) voting members are to be from the Chapter's voting membership and shall be selected in a manner which provides balance to the committee. The immediate Past President shall chair the committee and may vote only to break a tie. The committee shall confer prior to the Membership meeting to nominate candidates for Officers and

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Directors of the Chapter, and for Chair (President) of the Chapter's Foundation. The committee shall provide written notice of all nominated candidates, including those qualified candidates duly nominated by voting members through petition, at least fifteen (15) days prior to the Membership Meeting.

Members of the same firm shall not be nominated to serve simultaneously as a Director of the Chapter. Any Director who changes employment subsequent to being elected to the Board of Directors may retain his or her office unless removed by a two-thirds vote of the remaining Directors.

Section 4. Term of Office. Each Officer and Director shall assume his or her office after being duly nominated, elected, and immediately following the CMAA National Conference and shall hold the office for one year or until his or her successor is duly elected and has assumed office. Elected Officers and Directors shall be eligible to serve only two consecutive terms in the same office but are not precluded from serving as a Director or Officer in another designated office. Each Officer and Director may only be elected for a one-year term, with the exception of the Chapter's Foundation Chair who will serve until their term is completed according the Foundation's bylaws. There are no limits to the number of terms a Director may hold office if in compliance with the rest of this Section 4.

Section 5. Vacancy. A vacancy occurring in any office or committee chair during a term shall be filled by a replacement from the membership recommended by the Executive Committee and approved by a majority vote of the Board of Directors for the balance of the term.

Section 6. President. The President shall be the chief elected officer of the Chapter and shall preside at all meetings of the Board of Directors, Executive Committee and membership of the Chapter. The President shall perform and discharge the duties as the Board of Directors from time to time may prescribe. The President shall be an ex officio member of all committees except the nominating committee. It shall be the duty of the President to appoint all committees. The President shall have served a minimum of two years on the Executive Committee prior to his/her taking office. The President will be elected as Vice President and serve in that capacity for one year after which he/she will automatically become President. If necessary, the President's term as a member of the Board shall be automatically extended to complete his/her term of office. The President is responsible for providing leadership, representation and long-range planning for the Chapter and is the liaison between CMAA and the Chapter. The President shall attend all Board of Director Meetings.

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The President oversees and ensures that the Board of Directors adheres to the mission and objectives of CMAA. The President shall be responsible for the preparation of the Chapter's Annual Report and shall respond to inquiries from the Chapter membership.

The President automatically becomes the Past President and remains an Officer in the year following his or her term of office as President.

Section 7. Vice President. The Vice President shall perform and discharge such powers and duties as the President and the Board of Directors from time to time may prescribe. The Vice President shall perform the duties of the office of the President in the absence of the President. The Vice President shall become President on the commencement of the succeeding year of office. The Vice President shall attend all Board of Director meetings, unless excused by the President.

Section 8. Secretary. The Secretary shall be responsible for the taking and keeping of minutes reflecting the proceedings at all meetings of the Chapter and of the Board of Directors. The Secretary records and publishes the minutes of the previous meeting in a timely manner; announces Board of Directors meetings to Directors.

The Secretary shall perform and discharge the duties pertaining to the office and such other powers and duties, as the President and the Board of Directors may from time to time prescribe and request. The Secretary shall report to the Board of Directors at its regular meetings. The Secretary shall be responsible to keep a complete roll of the names and addresses of the Board of Directors and the members of the Chapter and to inform CMAA of the same. The Secretary shall become Treasurer on the commencement of the succeeding year of office. The Secretary shall attend all Board of Director meetings unless excused by the President.

Section 9. Treasurer. The Treasurer shall be responsible for oversight and reporting of all monies of the Chapter, shall ensure collection of all assessments, and shall have custody of the funds and other assets of the Chapter, subject to the discretion and control of the Board of Directors. The Treasurer shall be responsible for a correct and accurate accounting of all monies received and dispersed and for the reporting of the financial condition of the Chapter. The Treasurer shall report the financial condition of the Chapter to the Board of Directors, to the Chapter, and to CMAA. The Treasurer shall report to the Board of Directors at its regular meetings. The Treasurer shall be responsible for overseeing work performed by an accountant or accounting firm approved by the Executive

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Committee. The Treasurer interacts with CMAA executive committee on financial matters. The Treasurer shall become Vice President on the commencement of the succeeding year of office. The Treasurer shall attend all Board of Director meetings unless excused by the President.

Section 10. The Past President. In the year following his or her term of office as President, the President becomes the Past President. He or she remains an Officer and shall attend all Board of Director Meetings. The Past President will perform and discharge duties as the President or Executive Committee may prescribe. The Past President will also be an Officer of the Foundation Board of Directors. He or she, along with the Foundation Chair, will be the primary liaisons between both the Chapter and Foundation Board of Directors. The Past President will be responsible for outlining the vision of the Chapter Board of Directors to the Foundation Board of Directors. The Past President will also report Chapter financials to the Foundation Board of Directors.

Section 11. The Foundation Chair. The Foundation Chair shall be appointed by the CMAA Southern California Chapter Board of Directors. The Chair shall be the chief officer of the Foundation and President of the Foundation and shall preside at all meetings of the Foundation Board of Directors and be responsible to the Chapter Executive Committee and the Foundation Board. The Chair shall see that all orders and resolutions of the board of Chapter and Foundation Board of Directors are carried into effect. The Chair may execute all contracts, deeds, and records or certificates required by law or by orders of the Foundation Board of Directors or may delegate the duties to the Chapter Board of Directors as long as the delegation of contracts, deeds, and records or certificates complies with IRS rules for 501(c)(3) non-profit organizations. The Foundation Chair will also report Foundation financials to the Chapter Board of Directors.

ARTICLE VIII - FINANCES

Section 1. Fiscal Year. The fiscal year of the Chapter shall coincide with the fiscal year of CMAA.

Section 2. Budget. The financial operations of the Chapter shall be conducted in accordance with an annual operating plan (referred to hereafter as the Budget). The Budget shall be recommended by the Treasurer and approved by the Board of Directors. The Budget shall be prepared and submitted within sixty days of the seating of the newly elected Board of Directors.

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Section 3. Disbursements. The Treasurer, President and Vice President shall be authorized to disburse checks within the limits of the approved Budget upon approval of the Board of Directors and the appropriate Officer or Committee Chair, if any.

Section 4. Audits. The accounts of the Chapter shall be audited not less than annually by a committee of two Chapter members in good standing and who are deemed qualified to perform such an audit other than the President and Treasurer. A report of the results of such audit shall be submitted to the Board of Directors.

Section 5. Beneficiary of Assets. To the extent permitted by law, should the Chapter be dissolved for any reason, its assets, after payment of all just debts, shall be turned over, without restriction, to CMAA.

ARTICLE IX - AMENDMENTS

These Bylaws may be reviewed and changes recommended by the Board of Directors. Any changes to these Bylaws must be consistent with the Chapter Charter; be approved by the Board of Directors and the membership of the Chapter; and submitted to CMAA.

ARTICLE X - DISSOLUTION

The Chapter may be dissolved at any time by the CMAA Board of Directors of CMAA in accordance with the Chapter Charter.

ARTICLE XI - ADDITIONAL PROVISIONS

Section 1. Chapter Region. The Chapter Region is defined as geographical boundaries within which Chapters may be expected to extend services to CMAA members. Individual members may request assignment to an alternative Chapter through the CMAA national office. Chapter service areas are subject to change, modification, and/or redefinition by the Board of Directors, the approval of CMAA, and upon the request of a Chapter, and with the mutual consent of all other chapters affected thereby.

The Southern California Chapter Region is defined by CMAA.