FEbruary’s Program

Dodging the Silver Bullet: 
Avoiding Liability with a Project Specific Risk Management Plan

Join us in February for a presentation by Rich Gibson and Raul Yanez on limiting liability and improving risk management in your construction projects.

Learning Objectives:
- To identify high risk work and make informed choices on risk management
- How thoughtful design has built-in risk management protection
- To identify the major risk drivers affecting design work
- How to integrate risk management practices in your project work
- To establish preventive rules of engagement from the onset
- How to address prevailing liability exposure

Presenters:
Rich Gibson is Senior Vice President of Dealey Renton & Associates, professional liability insurance brokers.

Raul Yanez is Principal and Founder of Yanez Architects, a practice and risk management consulting firm. Previously, Raul was Associate Principal and Operations Director with Steinberg Architects and Principal and Studio Manager with RMW Architecture + Interiors. He is a licensed architect with significant experience, who strategically guides his clients to raise their practice and risk management profile through customized and best infrastructure, processes, forensics, training and tools.

When: Thursday, February 7, 2012

Location: Biltmore Hotel and Suites
2151 Laurelwood Road, Santa Clara
(Montague Expressway & 101)

Times:
- Board Meeting: 5:00 p.m.
- Social Hour: 6:00 p.m.
- Dinner: 7:00 p.m.
- Program: 8:00 p.m.

Menu:
- Tossed salad; filet of mahi mahi, baked and topped with orange beurre blanc sauce served with rice pilaf and vegetables; dessert; coffee or tea.
- OR
- Tossed salad; large ravioli stuffed with cheeses served on a bed of marinara sauce, with vegetables; wine; dessert; coffee or tea.

Cost: No host bar, dinner is $36.00 including gratuity and tax.

RSVP: Please make your reservations on Brown Paper Tickets by 12:00 p.m. on Tuesday, February 5th.
http://csiscvfeb2013.brownpapertickets.com/
Please contact Joe Vela if you have any questions regarding the event:
jvela@aedisgroup.com

Guests are welcome • No-shows will be billed

Continuing Education:
This program meets AIA/CES criteria. Participants will receive 1 hour of LUS (learning units).
Presidential’s Message

Here are a couple of upcoming events to watch for: Save the date for the upcoming West/Northwest Bi-Region Conference. The Conference will be at the Davenport Hotel in Spokane, Washington, June 12-16. If you have not been to Spokane, it is beautiful! Besides, this will be a great opportunity to meet up with fellow CSlers from other Chapters. The other upcoming event to plan to attend is the Annual Convention – CONSTRUCT 2013! This time it will be in Nashville, September 23-27, 2013.

I feel like the year 2013 is going to be a lucky year all around. Stay tuned for more opportunities and information on upcoming events with AIA. If you know people from other organizations, please invite them to a meeting. Is there a topic that you are interested in? Is there something that you would like to know more about? Do you have a speaker in mind? Let us know!

If you have any questions, comments, or concerns, please feel free to contact anyone on the board.

I hope to see you at the next meeting!

Julie Barrett
Chapter President
Santa Clara Valley
2012-2013 COMMITTEE CHAIRS

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rbandersoncsi@att.net

The Summary is published monthly by the Santa Clara Valley Chapter of the Construction Specifications Institute. The deadline for articles and announcements to be included is the 10th of the month. We encourage readers to submit articles of interest to our membership and the construction industry. Articles and images should be submitted in electronic form by e-mail. PDF, TIFF, JPEG, Microsoft Word or Rich Text Format would be appreciated.

Email submittals to:
Rietta McCain
rietta.mccain@gmail.com

RAFFLE

Bring this coupon to the next Chapter Meeting to receive one free raffle ticket!

KEEP CSI UP-TO-DATE

Log in to www.csinet.org with your name and password, as described on the website. Then you have access to update your new address, new employment, or new email address... all at your fingertips. This way you will be sure to receive everything from Institute and our Chapter.
CSI, Santa Clara Valley
(Draft, Board Approval Pending)
Date: January 3, 2013

Opening
The meeting was called to order by
Chapter President Julie Barrett at 5:02
p.m.

Attendees
Board Members
Julie Barrett, CSI, President; Kevin
Norman, CSI, AIA, LEED Immediate
Past President; Jim O’Keefe CSI,
Treasurer; Maia Gendreau, AIA, CSI,
CDT, Secretary; Jim Morelan, CSI,
AIA, Director; Albert Wege III, CSI,
CCCA, AIA, LEED, Director; Rose
Garrison, CSI, Director

Minutes
The minutes of the December
meeting were reviewed by those
present. The minutes are amended
under item VI. A to say “the Board
had a vote to raise the dinner
fee… and the fee raise is effective
for January.” Minutes are filed as
amended.

Treasurer’s Report
Due to the issues with the credit
card machine, some September
and October meeting fees were not
processed. A list has been compiled
and people will be requested to check
their credit card statements to confirm
payment. Jim will send out an email to
those impacted tomorrow.
The credit card fee was processed for
the Education Seminar.
Sponsorships for December Holiday
Party are half in, some still due.
The Chapter’s CD earned less than a
dollar in interest in December.
Jim did an analysis of Brown Paper
Tickets, the cost was $2.21 per person
in fees ($48). In addition, we will still
need to keep the credit card machine,
($25 fee) because there were still
chits to process. It is possible the
issue with the machine was with the
hotel connectivity, since the Treasurer
reports the machine works from his
house.
Report is filed for annual review.

Unfinished Business
Nominations Committee
The positions needing to be filled are:
two directors, the secretary, and Vice-
President and President. Julie Barrett
and Rose are forming the nominations
committee now.

Taxes
Maia and Jim O’Keefe will work on
the tax paperwork.

New Business
Branding Revitalization
The new CSI logo has been released.
There is a webinar January 16th on
the branding. Julie is planning on
attending.

Name Badges
New name badges are not currently
in the Chapter budget. Joe Vela has
done some preliminary research on
badges. It has been suggested that we
get badges with changeable names, for
company names. The board discusses
briefly whether we should even have
company names on the badges.

Committee Reports
Membership: No report

Education Seminar
A co-hosted seminar with the AIA is
in the process of being developed.

Programs
Tonight’s program is on roofing. Next
month is Risk Management. March,
April and May are not scheduled. We
need a program on accessibility. Also,
BIM is a possible topic. Sustainability
or LEED certification process is
another one. The 49er stadium is also
a hot topic. The environmental impact
of Bay development and high speed
rail are other relevant subjects. A Code
Update in September or October
would be good. Another topic is
creative thinking.

Jerry L. Pozo, CSI, CDT, BS
Divisions 3-4-9 Technical
Specifications Consultant
Cell: 408.595.2031
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E: jpozo@bmi-products.com

BMI Products
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Milpitas, CA 95035-6303
Tel: 408.293.4008
Fax: 408.293.4103
www.bmi-products.com

Stucco 690 Plaster
690 Mortar
Masonry Mortar
- Acrylic Finishes
Happy New Year to you all. I hope everyone had a great Christmas and rang in the New Year in style. All of a sudden it is January 2nd, and I am feeling the pressure to organize everything I need to do for CSI.

We have many things to do coming up this year. For all you folks out there planning to study for CDT Certification, Chapters are beginning their classes soon. Be sure to check with your Chapter certification chair for times and places. As an example, Fresno Chapter will start classes January 17 and meet every week through the 28th of March. The exams are given through the month of April. Fresno Chapter also invites CSI Certified Guests to sign up for a couple classes to support and mentor the certification candidates. Remember we will have the CSI Leadership Conference in southern California this year which is in the preliminary planning stages tentatively for August of 2013.

The Pro Fair season is almost upon us for all the Chapters continuing to provide them. Please be sure your Chapter has your Pro Fair dates posted on the Region Website calendar and on your Chapter website. We do not want to any date conflicts so that each chapter will have a good representation of new product information.

As I mentioned in the last “Corner,” before you know it the Bi-Region Conference will be upon us. As you all know, the conference will be held June 12 to 16 at the Davenport Hotel and Tower in Spokane Washington. I was just reading the latest Orange Peal, the Orange County Chapter newsletter, and there was a wonderful article about the Davenport Hotel and

**Chapter Email Notices**

Make sure you are receiving all the latest news and announcements from the Chapter by updating your email spam filters or safe lists to include:

- jvela@aedisgroup.com
- rbandersoncsi@att.net

This will help to ensure that you get all communications about upcoming events.

**Planning Calendar**

**Chapter Meetings**

<table>
<thead>
<tr>
<th>Month</th>
<th>Event</th>
</tr>
</thead>
<tbody>
<tr>
<td>Feb 7</td>
<td>Risk Management</td>
</tr>
<tr>
<td>March 7</td>
<td>TBD</td>
</tr>
<tr>
<td>April 4</td>
<td>TBD</td>
</tr>
<tr>
<td>May 2</td>
<td>TBD</td>
</tr>
<tr>
<td>June 6</td>
<td>Awards Dinner</td>
</tr>
</tbody>
</table>

**Plan Ahead**

- **West Region Conference**
  - Bi-Region Conference with the Northwest Region
  - June 12-16 2013
  - Spokane, WA

- **CSI Annual Convention**
  - Construct 2013
  - September 24-27, 2013
  - Nashville, TN

**CSI Online**

- Chapter
  - www.csiscv.org
- Region
  - www.westregioncsi.org
- Institute
  - www.csinet.org
Continuing Education
Tonight’s program is registered with the AIA for CEUs.

Greeter/Raffle
Rose will greet, we have the marble, wine and sparkling wine.

Editor
The newsletter deadline is Thursday, January 10 at noon.

Historian: No report.

Awards: No report.

Website: No report.

Operating/House
There are 18 attendees tonight.

Toys-for-Tots: No report.

Marketing: No report.

Bylaws Review
Maia will distribute the revised Bylaws to the Board and to the newsletter for review by the membership.

Closing
The meeting was adjourned by Chapter President Julie Barrett at 5:50 pm.

BRAND REVITALIZATION UPDATE
Compiled by Rietta McCain, CSI CCCA AIA

After month’s of work by the CSI Brand Revitalization Task Team (BRTT), CSI’s Board approved the new CSI logo and tagline this past fall. While a new logo and tagline are part of this process, the goal of the project is to help CSI’s chapters and members revitalize CSI’s BRAND – the experience delivered to members and potential members through chapter and region events, CSI’s publications and education, and other outreach.

CSI’s brand is based on the mission described in CSI’s strategic plan:

Advancing building information management and education of project teams to improve facility performance.

CSI’s brand is also based on the core values – the paths CSI uses to execute its mission:

- A diversified membership base of allied professionals involved in the creation and management of the built environment
- Continuous development and transformation of standards and formats
- Education and certification of professionals to improve project delivery processes
- Creation of practice tools to assist users throughout the facility life-cycle

Our brand story is centered on CSI’s mission, and three key messaging points that flow from it:

- As an organization we are evolving to meet the needs of a changing building design and construction industry.
- We connect all members of the building team to the information they need to effectively communicate and improve project delivery.
- We’re the only community where you can network and collaborate with building experts across the design, building materials and construction disciplines.

More than 250 CSI leaders from more than 100 CSI Chapters and all 10 CSI Regions participated in a survey last month that identified ways the mission and messaging points are communicated through the use of CSI’s logo and tagline. The feedback confirmed many issues identified by the BRTT earlier this year, and named additional ways CSI can support implementation at the chapter and region level. A summary of the survey results appears in italics below.

Many CSI leaders are still not aware of the project, its next steps or desired outcomes. 52% of respondents had been introduced to the logo/tagline in the context of achieving CSI’s mission. 35% of respondents had accessed material on the CSI Leaders area of CSINet.

- CSI Board members and CSI staff will present sessions focused on the branding project to leaders at each region conference in 2013. Contact CSI’s Leader Support Team at chapterrelations@csinet.org to schedule a presentation
- www.csinet.org/brand will provide updated information on the implementation and the tools available to assist CSI leaders including a concise PowerPoint presentation for use at chapter events.
Some CSI leaders are strongly opposed, and some are strongly supportive, of the update to the CSI logo and tagline. The majority do not express strong feelings for either the current or new logo and tagline.

The new logo is the fourth in CSI’s history.

The new logo has key design components including:

- The shield remains in CSI’s traditional terra cotta because CSI members strongly value our history.
- The blue communicates the organization’s professional focus.
- The italicized letters and white stripes (or “contrails”) convey that CSI is moving forward.
- The “S” is now the same size as the “C” and the “I,” because specifications are only a part of what CSI does.
- The tagline describes CSI’s role in the construction community today.

Implementation of the new logo and tagline can be easily accomplished in a short time on chapter/region websites, brochures, education programs, and in digital communication.

Most leaders thought they could do it in 36 months. However, many physical items such as banners, hats, shirts, pins, and certificates will need a longer transition time as existing stock is depleted and money is budgeted for new items.

- CSI national will begin using the new logo and tagline beginning January 2013. Chapters are encouraged to make the switch during 2013.
- CSI microsite templates will switch to the new logo and tagline in January 2013.
- In January, visit www.csinet.org/brand for:
  - Color and black/white versions of the logo in formats including EPS, JPEG, and GIF.
  - A written guide to using the logo and tagline.
  - RGB, Hexadecimal, and Pantone colors and font information.
- Pins and medals will retain the existing shield shape. Most existing pins and medals are based on the original CSI logo rather than the most current one, and this tie to CSI’s history will be maintained.
- CSI national plans to provide new podium banners to chapters at no cost by March 2013.
- CSI national will provide a new certificate/award template online and make paper stock available to chapters at no cost by March 2013. Chapters will remain free to use their own certificate/award stock design.
- The legal name of the organization is not changing and no bylaws updates are required.

The brand implementation is a process rather than a discrete single event. Please communicate with CSI Board.

WR CORNER • from pg 5

Tower, the venue for the Bi-Region Conference. I am hoping all the Chapters received this from the Spokane Chapter.

There are a couple student events coming to the West Region. The ASC student competition will be in Sparks, Nevada again this February 6 to 9. The Cal Poly San Luis Obispo CSI student affiliate Chapter will host FORUM 2013: Sustainability in Materials April 26. This will be a scaled down event from two days in years past to one day, and will include a product show, Seminars and evening meal for CSI members. I’m sure the students will welcome any help from the Region.

I would again like to ask all Chapters to send me your monthly dinner meeting schedules and notices so I can plan ahead. I very much enjoy visiting the Chapters and want to fulfill my promise of visiting you all this year. Since my last “Corner,” I have visited the Hawaii Chapter’s Product Show. WOW!! They have got it together.

There were over 250 exhibitors and it looked like an Institute Trade Expo. They share the event with the AIA Chapter, so it can be done! I have also made the Annual Santa Clara Chapter Holiday dinner.

I guess that is about enough for now. Please feel free to contact me any time regarding questions on the Region. On behalf of the Executive Board, we remain at your disposal.

I hope the New Year brings prosperity to all.

Thank you,
David Willis, CSI CDT CCCM
President West Region, CSI
BYLAWS UPDATE

Over the past few years, Institute has composed model Bylaws for the chapters, and gone through the process of reviewing every Chapter’s Bylaws. Changes to the Bylaws include modifying the membership categories to align with Institute membership categories, coordination of the dues structure with Institute dues, clarification of the Chapter, Region and Institute hierarchy of CSI, and the addition of an indemnification clause. The Santa Clara Valley Chapter Bylaws will be published in the newsletter for the next two months, and then will be put forward with Chapter elections for approval from membership.

Please review the Bylaws included in this newsletter. The proposed changes are shown in red text. All Chapter members will be asked to vote on these at our next election.

A special thanks to the Bylaws Task Team for all their work in coordinating this update effort:
  Julie Brown, CSI, SCIP, CCS
  Maia Gendreau, CSI, CDT, AIA
  Mel Cole, FCSI

BRANDING • from pg 7

members, the BRTT members, or national staff to ensure your questions get answered, and your suggestions for improvement are heard.

The CSI Board looks forward to creating a positive and realistic expectation for what individuals will experience when they interact with CSI, and positioning the organization for future growth.
WHO
Architects, engineers, general contractors, construction managers, building officials, educators and contractors.

WHEN & WHERE –
Friday, February 15, 2013
25347 S. Schulte Road
Tracy, CA 95377

SCHEDULE
8:00 AM Registration and Continental Breakfast
9:00 AM Designing and Detailing Masonry Screen Walls
10:00 AM Designing with Thin-Clad Stone
11:00 AM Hands-on/Mock-Up review

COST
The seminar fee has been waived, however registration is required. To register on-line, please click here.

PROGRAM
Designing and Detailing Masonry Screen Walls
David Sovinski, International Masonry Institute

Among the most popular building enclosure choices are rain screen walls and systems. This program investigates the building science and evolution of wall theory from mass walls to drainage and cavity walls finally to both pressurized and non-pressurized rain screen systems. The attendee then learns specific details of common terra cotta, porcelain and composite panel systems operating as a rain screen.

Designing with Thin-Clad Stone
Craig Swirzon, MAATO, BSSO, CSI-Arriscraft International

Arriscraft International replicated Mother Nature and produces a unique (worldwide) stone product that is a high density, severe weathering, fine grained product called Calcium Silicate Stone Units. Once produced, the units can be hand chiseled, dressed, or otherwise worked using “old world” stone techniques. Arriscraft International products can now be used in Thin-Clad veneer applications offering an unparalleled range of shape, configuration, color, speed of erection, durability and controlled costs. Two distinct installation systems and five different potential uses for Thin-Clad Stone materials will be discussed. This presentation will focus on both tile and “clipped” or anchored veneer applications.

REGISTRATION FORM
Please use one form per registrant. Feel free to make additional copies of this form

Name:____________________________________________
Firm Name:_______________________________________________________
Address:_________________________________________________________
City:________________________State:__________Zip Code:______________
Email:______________________Phone:_____________Fax:______________

My company is (check one):
☐ Architecture
☐ General Contractor/CM
☐ Interior Designer
☐ Craftworker
☐ Mason Contractor
☐ Developer/Property Manager
☐ Material Supplier
☐ Municipality / Code Official
☐ Other____________________

This program meets the AIA/CES criteria for continuing education. AIA members attending this program will receive 2.5 H/S/W learning units, which will be reported directly to the AIA.

To register, please fax this form to (301) 261-2855, email tscales@imiweb.org, or mail to:
International Masonry Institute, 42 East Street, Annapolis, MD 21401
For more information, please call Dawn Lafey at (410) 280-1310 or via email at dlafey@imiweb.org
ARTICLE I – NAME
Section 1.
The name of this organization is the Santa Clara Valley Chapter of The Construction Specifications Institute, Inc., hereinafter referred to as the “Chapter”; said Chapter being an affiliate chapter of The Construction Specifications Institute, Inc., hereinafter referred to as the “Institute”.

Section 2.
The chapter shall be affiliated with a Region of the Construction Specification Institute. Regions are areas geographically designated by the Institute Board. Currently the Chapter is affiliated with the West Region, hereinafter referred to as the “Region”.

ARTICLE II – GOVERNING AUTHORITY
The Chapter is governed and operated in accordance with the laws of the State of California, provisions of the Institute Bylaws, these bylaws, the regulations and requirements for the conduct of chapters of the Institute as adopted from time to time by the Institute Board, and the rules and instructions of the Chapter’s board issued through its officers.

ARTICLE III – PURPOSE AND POLICY
Section 1.
The purpose of the Chapter is to provide a medium at the local level for advancement of the objectives of the Institute.

Section 2.
The name, funds, or influence of the Chapter may be used only in support of this purpose.

ARTICLE IV – BOARD
Section 1.
The management and direction of the Chapter shall be delegated exclusively to its board.

Section 2.
The board shall consist of nine (9) members: President, Vice President, Secretary, Treasurer, Immediate Past President, and four (4) Directors. Emerging Professional members may serve in any of the elected positions.

Every member in good standing is eligible to stand for election to the board.

When Chapter membership includes student affiliates, a student affiliate representative shall be a non-voting member of the board.

The board shall at its June board meeting appoint or reappoint a chapter member to serve as its Director to the West Region Board. This person will be known as the “Region Director”. The Region Director may be an ex-officio member of the board when determined by the board.
Section 3.
All members of the board, except the student affiliate member, are eligible to vote on Chapter business.

Section 4.
The board shall consider requests for change to retired or emeritus status, and submit certified requests to the Institute.

Section 5.
The board shall select all standing and special committees, select representatives to the Region Board, designate duties, and may authorize compensation for justifiable expenses.

Section 6.
The board shall schedule monthly business meetings. Special meetings shall only be held upon the call of the President or a majority of the board upon seven days written notice. Board meetings may be held via electronic means provided they are conducted by an audio, video, or computer-based teleconferencing technology that allows all persons participating to hear each other at the same time.

Section 7.
A majority of the board shall constitute a quorum.

Section 8.
Should a vacancy occur in any office of the Chapter, the board shall by two-thirds affirmative votes of the board’s membership fill such vacancy by appointment of a member eligible by all other criteria for the duration of the unexpired term.

Section 9.
When appropriate, the Chapter board shall appoint a student affiliate activities committee as it so directs.

ARTICLE V – OFFICERS
Section 1.
The President shall serve as chair of the board; preside at all Chapter meetings; select the chairs of temporary committees; be an ex-officio member of all committees; and sign all agreements and formal instruments. The President shall serve for a term of one year or until a successor is elected.

Section 2.
The Vice President shall serve upon the absence of the President. The Vice President shall serve for a term of one year or until a successor is elected.

Section 3.
The Secretary shall see that notices are sent at least seven days in advance of all meetings of the board and of the Chapter and keep accurate minutes thereof. The Secretary shall maintain a file of all correspondence; keep a roster of members and committees; co-sign all agreements and formal instruments, except those pertaining to the office of Treasurer; and submit a report of office at the annual meeting. The Secretary shall perform other duties as assigned by the President or board. The Secretary shall serve for two years or until a successor is elected. The Secretary
shall be elected on odd-numbered years.

Section 4.
The Treasurer shall collect and receipt for monies and securities; deposit funds and disburse and dispose of the same subject to the direction of the board; keep accurate books of account; submit written reports at board meetings; and submit a report of office at the annual meeting. At the close of the fiscal year, the Treasurer shall determine if informational forms and tax returns are required, and shall cause same to be filed with, and shall pay any taxes due, to the Internal Revenue Service and other authorities within the prescribed time limits. The Treasurer shall perform other duties as assigned by the President or board. The Treasurer shall serve for a term of two years or until a successor is elected. The Treasurer shall be elected on even-numbered years.

Section 5.
The Immediate Past President shall be the former President of the Chapter who has completed the most recent term.

ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1.
Officers and Directors shall be elected to those offices as established by Article IV by the members of the Chapter. When the new President assumes office, the current Vice-President shall assume without election the office of President and the current President shall assume without election the office of Immediate Past President.

Section 2.
Each elected board member shall take office on July 1.

Section 3.
The President and Vice-President shall not hold the same office for more than two (2) consecutive terms.

Section 4.
The term of office for Directors shall be staggered two-year terms with half of the directors being elected each year.

Section 5.
A nominating committee shall be appointed by the board not later than The January Board meeting. The nominating committee shall prepare a list of nominees, showing at least one name for each elected position on the board due to become vacant, and present the list to the Chapter not later than the regular meeting in March. At this time, the members may present nominations from the floor. Election shall be by written ballot. The nominating committee shall prepare the ballot, which shall include the original list of nominees and those nominated from the floor. Each voting member of the Chapter shall be provided with a ballot at least two weeks prior to the ballot count. For purposes of chapter elections, voting members shall include Professional members and Emerging Professional members. The winner shall be the candidate who receives the most votes for the position. Ties shall be resolved by coin toss.

Section 6.
The ballots shall be counted and certified at the April chapter meeting, by tellers appointed by the President, and the results shall be reported to the members.

Section 7.
Not later than April 30, the Chapter Secretary shall notify the Institute office and the Region Secretary of the results of the election and shall submit to them a complete listing of the Chapter officers for the coming year, with their contact information.

ARTICLE VII – MEMBERSHIP
Section 1.
The qualifications for membership shall conform to the requirements of the Institute Bylaws.

Section 2.
Membership in the Institute is a prerequisite to membership in the Chapter.

Section 3.
A chapter member may be classified as an Honorary Member, Distinguished Member, or a Lifetime Member only by action of the Institute.

Section 4.
The provisions of the Institute Bylaws for disqualification, suspension, expulsion, and reinstatement of members shall govern.

ARTICLE VIII – MEETINGS OF MEMBERS
Section 1.
The annual meeting of the Chapter shall be held before the end of the fiscal year, at which time committee reports shall be submitted. The President shall submit a report on the activities of the Chapter during the past term of office. The Treasurer shall submit an annual report of the finances of the Chapter. A copy of these reports shall be sent to the Region Secretary. The formal installation of officers for the coming year shall be held.

Section 2.
Regular meetings shall be held monthly, except when otherwise decreed by the board. Not less than 10 regular meetings shall be held in the fiscal year.

Section 3.
Special meetings may be called whenever the majority of the board deems it necessary, or upon written request by not less than one-tenth of the Chapter members. The business at special meetings shall be limited to that for which the meeting was called.

Section 4.
Minutes of regular and special meetings shall be distributed to the members and with a copy to the Region Secretary.

Section 5.
Notice of all meetings shall be mailed or delivered by letter or by chapter publication to all members at least one week prior to the date of the meeting.

Section 6.
These bylaws, together with the applicable provisions of the Institute Bylaws and Robert’s Rules of Order Newly Revised, shall govern the conduct of business of the Chapter.

ARTICLE IX – Chapter Committees
Section 1.
Chapter Committees shall be as described in the Operating Guide.

Section 2. (Deleted)

Section 3. (Deleted)

Section 4. (Deleted)

ARTICLE X – FISCAL ADMINISTRATION
Section 1.
The fiscal year shall be from July 1 to June 30.

Section 2.
The annual Chapter dues shall be set by the board. Any change in the dues structure shall be approved by a two-thirds majority of those board members present at a regularly scheduled meeting. Members Emeritus, Honorary Members, Retired Members and Lifetime Members shall not be subject to dues.

Section 3. (Deleted)

Section 4.
Institute and Chapter dues shall be paid to the Institute with the Chapter dues being returned to the Chapter by the Institute.

ARTICLE XI – FINANCIAL REVIEW
The board shall appoint a committee to review the books and transactions of the Treasurer at the close of the fiscal year. This report shall be read at the next regular meeting of the members of the Chapter.

ARTICLE XII – AMENDMENTS
Section 1.
Proposed amendments to these Chapter bylaws shall first be submitted to the Institute Secretary for approval. After Institute Secretary approval, they shall then be publicized in the regular Chapter newsletter issued prior to a regular meeting or by letter at least two weeks prior to a special meeting.

Section 2.
Following publication, the amendments must be approved by a two-thirds vote of the voting members present at a regular meeting or a special meeting.

ARTICLE XIII - INDEMNIFICATION
Section 1.
Indemnification of Directors, Officers, Employees, and others: The Chapter shall, to the fullest extent permitted by California law, indemnify every person who is or was a
trustee, director, officer, committee chairperson or member, or employee of the Chapter, against reasonable expenses, including attorneys’ fees and disbursements, judgments, decrees, fines, penalties, and amounts paid in settlement, in connection with any pending or threatened claim, action, suit, or proceeding (civil, criminal, administrative, or investigative) in which he or she may be involved or threatened to be involved as a party or otherwise, by reasons of being or having been such director, trustee, officer, committee chairperson or member or employee; provided a determination is made in the manner provided in Section that such person:

a). acted in good faith; and

b) in a manner he or she reasonably believed to be the best interest of the Chapter; and

c). in any matter the subject of a criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful; and

d). in the case of amounts paid in settlement, that such settlement is or was reasonable and in the best interest of the Chapter.

e) The determination as to XIII (a) through (d) in the preceding paragraphs may be made:

f). by a majority vote of a quorum consisting of disinterested directors and officers of the Chapter (namely directors who are or were not parties to or threatened with any such claim, action, suit or proceeding); or

g). if such a quorum is not obtainable or, even if obtainable, if the quorum of disinterested directors and officers so directs, by independent legal counsel in a written opinion; or

h). by an adjudication of a court of competent jurisdiction.

i). In making a determination, the disinterested directors and officers may conclusively rely upon an opinion as to facts or law or both, of independent legal counsel selected by them.

j). Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Chapter to the trustee, director, officer, region committee chairperson or member, employee, or their legal counsel prior to the final disposition thereof upon receipt of an undertaking by the trustee, director, officer, or employee to repay such amount as shall not ultimately be determined to be payable to him (or her) hereunder.

k). The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such trustee, director, officer, or employee now or hereinafter may be entitled, shall continue to a person who has ceased to be a trustee, officer, director, or employee, and shall inure to the benefit of such person's heirs and legal representatives.

END OF BYLAWS