

**CONSTRUCTION MANAGEMENT ASSOCIATION OF AMERICA, INC.**

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**ARTICLE I - NAME AND REGION**

**Section 1. Name.** The name of this organization is the Construction Management Association of America San Diego California Regional Chapter (the "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 San Diego, CA. The Chapter exists, operates and is in the geographic area of San Diego California (Region) described by Article XI, Section 1. The Chapter is a separate corporation from the CMAA San Diego California Chapter Foundation ("Chapter Foundation") which is a non-profit corporation and a wholly owned subsidiary of the Chapter.

**Section 2. Chapter Service Areas.** The Chapter exists, operates and is in the geographic area of San Diego California (the "Region"). Chapter service areas are defined as geographical boundaries within which Chapters may be expected to extend services to CMAA members and those members may reasonably participate in Chapter activities. Chapter service areas are subject to change, with approval of the CMAA Chapter Relations Committee, upon the request of a Chapter and with the mutual consent of other chapters affected if applicable.

**ARTICLE II - RELATION TO CMAA BYLAWS**

These bylaws are the bylaws of the Chapter (the "Bylaws") and are subject to the bylaws of CMAA and to the CMAA/Chapter Affiliation Agreement.

**ARTICLE III - CHAPTER PURPOSES AND OBJECTIVES**

**Section 1.** The primary objectives of the Chapter are to promote and support the purposes and objectives of CMAA and the Chapter, which include the specific objectives listed below in this Article III.

**Section 2.** To promote CMAA membership growth.

**Section 3.** To promote and encourage the growth and development of construction management as a professional service and shall enhance the quality of the construction management practice at the regional level through the association of construction management practitioners with the users of construction managers including, owners, contractors, architects, engineers, suppliers, other construction managers and other construction service-related groups and individuals.

**Section 4.** The Chapter shall promote the development of student chapters within the Region; shall maintain a direct link between construction managers and academic institutions that are active in the teaching and related research of construction management; and shall promote cooperation between practitioners, students, and professors in matters of common interest to the advancement of the construction management practice.

**Section 5.** To hold meetings and events, by and for the Chapter's members that further promote the purposes and objectives of CMAA and the Chapter.

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**Section 6.** To advance the skills and knowledge of construction management by providing educational programs that teach construction management, applicable law and related construction industry topics.

**Section 7.** 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 prerequisite to Chapter membership. Membership in the Chapter shall be consistent with those categories of membership authorized by CMAA.

**Section 2. Voting.** Except as provided to the contrary in these Bylaws, each Chapter member shall have one vote on all matters of Chapter business. Except as provided to the contrary in these Bylaws, voting on matters of business conducted at regular or special membership meetings 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. Assignment.** Assignment to a Chapter is based upon the zip code in the primary address of a member. Individual members may request assignment to an alternative Chapter through the national office.

**Section 4. 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 5. 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 MEETINGS**

**Section 1. Membership Meetings.** The Chapter shall hold general meetings of the membership as determined by the Board of Directors. At a minimum, the Board of Directors shall arrange for an **Annual Meeting** of the members near the time of the start of the fiscal year. The Annual Meeting may be special Member Meeting or at a General Member Meeting.

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**Section 2. Notices.** The Secretary and/or the Secretary's designee, shall announce any meeting of the members of the Chapter, to the members by written notice at least ten days prior to the date of the meeting. The notice shall state the time, date, place, meeting agenda, and the principal speakers, if any.

**Section 3. Rules.** All meetings shall be conducted in accordance with the parliamentary procedure of Robert's Rules of Order. However, the chairperson of a meeting may, in his or her discretion, modify the procedures in a manner suitable for a specific meeting, but may only do so in a manner that 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 "Additional Provisions" to the Bylaws, which Additional Provisions must be approved by the Board of Directors and the membership of the Chapter.

**Section 3. Board Meetings.** The Board of Directors shall meet at least quarterly but may meet more frequently if and as requested by a majority of the Officers.

**Section 4. Quorum.** At any meeting of the Board of Directors, a quorum for the transaction of Chapter business shall consist of a majority (no less than 50%) of voting-eligible Directors. However, if at any meeting of the Board, there is less than a quorum present, a majority of the Directors present may adjourn the meeting, until a quorum is present.

All decisions and elections of the Directors shall be by a majority vote of the Directors present except as provided to the contrary in these Bylaws. Each member of the Board of Directors, except the President, has one vote. No proxies are allowed; however, a vote by a Board Member participating by teleconference shall be counted provided a quorum is present. The President shall only vote on those issues where the vote breaks a tie.

**Section 5. Notices.** At least ten (10) days prior to any meeting of the Board of Directors, the Secretary and/or the Secretary's designee shall give written notice, stating the date, time, place, and purpose of such meeting, mailed or sent electronically to each Board member.

**Section 6. Attendance.** Any Director who fails to attend two consecutive Board of Directors meetings shall receive a warning from the Chair. If such non-attending Director fails to attend a third

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consecutive meeting, he or she shall automatically be removed from the Board, unless excused by a two-thirds vote of the Board of Directors. The director that is in violation of the attendance policy will not have a vote to excuse the missed attendance.

**Section 7. Non-Director Committee Chairs, Director Emeritus, Ex-Officio Directors, and Directors At Large.** 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.

**Section 2. Nomination.** A nominating committee ("**Nominating Committee**") comprised of some or all of the current Directors, as the Board of Directors chooses, shall prepare a slate of nominees for election of the Officers and Directors of the Chapter and for Chair (President) of the Chapter's Foundation. Members of the same firm shall not be nominated to serve simultaneously as an Officer, Board Member or Past President unless approved by the Board of Directors. If two Board Members are from the same firm, only one board member will be allowed to vote on board business. For the office of Vice President, only a current or past Officer or Board Member in good standing with CMAA shall be nominated. 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. Nominations also may be made by the general membership; except that the nomination for Vice President shall be a current or past Board Member in good standing with CMAA.

**Section 3. Election.** The Officers and Directors shall be elected by the members and CMAA notified of the results at least thirty (30) days prior to the start of the CMAA Annual Business Meeting. Officers of the Board shall *officially* assume office immediately following the CMAA National Conference of which they shall be encouraged to attend.

If the incumbent Board of Directors determines that more Officers are warranted for the following year or if the Immediate Past President will not be able to serve, the nominating committee shall be instructed to nominate a slate of Board nominees in addition to the Officers for election at the Annual Membership meeting.

**Section 4. Term of Office.** Each Officer and Director shall assume his or her office immediately following the CMAA National Conference and shall hold the office for two years 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 and without limitation. Officers shall be eligible to serve only two consecutive terms in the same office, unless approved by the Board.

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**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 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 Chapter membership meetings. The President is responsible for providing leadership, representation at the CMAA National Conference, and long-range planning for the Chapter. He or she shall constitute the communications link between the Chapter and CMAA. The President maintains communication between the Chapter and the CMAA executive staff.

The President oversees and ensures that the Board of Directors adheres to the mission and objectives of CMAA. The President ensures that all current policies and procedures are maintained; joins committees when available; maintains communication between the Board of Directors and Chapter membership; and contributes information to the quarterly newsletter. He or she shall perform and discharge the duties as required by the Bylaws and CMAA, and as he or she and the Board of Directors further prescribe from time to time. The President shall be an ex-officio Member of all committees except the Nominating Committee. The President shall appoint committee members to all committees from Chapter members. The President shall have served a minimum of two years on the Executive Committee prior to his/her taking office. 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 have the responsibility to coordinate the annual Awards Gala for the Chapter.

**Section 8. Secretary.** The Secretary shall be responsible for the taking and keeping of accurate minutes reflecting the proceedings at all meetings of the Chapter and of the Board of Directors. The Secretary records, publishes and circulates minutes of the previous meeting in a timely manner; announces Board of Directors meetings to Directors and assists in the preparation of the Chapter's Annual Report. The Secretary attends all Board of Directors meetings. 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 is responsible to maintain the Chapter's electronic information and the means through which the information is to be kept, stored, managed and secured for current operations and

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posterity. The Secretary shall become Vice President on the commencement of the succeeding year of office.

**Section 9. Treasurer.** The Treasurer shall be responsible for all monies of the Chapter, shall collect all assessments, and shall have the 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 also administer accounts payable and accounts receivable and shall cause or request the issuance of 1099 tax forms. The Treasurer shall be responsible for assuring the preparation of any required tax filings on behalf of the Chapter, whether personally or by an accountant or accounting firm approved by the Executive Committee. The Treasurer shall attend all Board of Directors meetings and interacts with CMAA Executive Committee on financial matters.

**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 report to the Board of Directors at its regular meetings. The Past President is the advisor to the President and attends all Board of Director meetings. The Past President has the responsibility to host the annual Past Presidents Outings, including the Golf Tournament for the Chapter.

**Section 11. Directors, Committee Chairs.** Each Officer is a Director. In addition, there shall be additional elected committee chairs who also shall be Directors serving as Committee Chairs and could include, but not limited to: Activities Committee Chair; Membership Committee Chair; Program Committee Chair; Communications Committee Chair; Legal & Legislative Committee Chair; Scholarship and Student Chapter Committee Chair; CCM & Professional Development Committee Chair; CMIT & Emerging Professionals Chair, Project Achievement Awards Committee Chair; Owners Committee (Advocacy Committee) Chair, CODE Committee Chair at the discretion of the Executive Committee. The Committee Chairs perform and discharge their duties as Chairs of their respective committees and shall report to the Board of Directors at its regular meetings. Chairs shall nominate their committee members and these committee members shall consist of members in good standing. All Directors must be members of CMAA in good standing and shall attend all Board of Directors meetings.

**Section 12. EXECUTIVE DIRECTOR.** The Board may employ or retain an Executive Director, whose terms and conditions of employment shall be specified by the Board. The Executive Director shall serve on the Board as a non-voting member. The Executive Director shall be responsible for all management, day-to-day administrative and managerial functions of the Chapter and shall employ or retain, direct and supervise all activities of other CMAA staff personnel whom the Chapter's Board may determine are necessary for the proper operation of the Chapter office. All actions of the Executive Director shall be consistent with the budget, programs and policies of the Board. The Executive Director shall report to and be responsible to the Board.

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**ARTICLE VIII - FINANCES**

**Section 1. Fiscal Year.** The fiscal year of the Chapter shall coincide with the fiscal year of CMAA, which follows the calendar year.

**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") which Budget shall be recommended by the Treasurer, reviewed by the President, 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.

**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.** At the discretion of the Board, the accounts of the Chapter may be audited by a committee of two Chapter members in good standing other than the President and Treasurer. A report of the results of such audit shall be submitted to the Board of Directors.

**ARTICLE IX - AMENDMENTS**

**Section 1. National Bylaws.** The Bylaws of the Chapter shall be consistent with the Bylaws of CMAA. When the Bylaws of CMAA are amended, the Bylaws of the Chapter shall also be amended as necessary and appropriate to conform to the change. Those changes do not require a vote of the Chapter Board of Directors or Members.

**Section 2. Amendment Process.** The Chapter Board of Directors shall consider the proposed of Chapter Bylaws Amendment while in session at the meeting and shall adopt, amend and adopt, reject, or refer the proposed amendment back to the sponsor for further study. Testimony for or against adoption may be presented. Upon approval, the amendment is submitted to a vote by the Chapter Members.

**Section 3. Approval.** Proposed amendments to the Chapter Bylaws shall be approved by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Directors.

**ARTICLE X - DISSOLUTION**

**Section 1. Dissolution by CMAA.** The Chapter may be dissolved at any time by the Association Board of Directors in accordance with the CMAA/ Chapter Affiliation Agreement for conduct of the Chapter that is in breach of any provision of that Agreement. Failure to meet stated Chapter Charter requirements, follow administrative procedures, or maintain a level of activity and leadership consistent with the objectives of CMAA regional chapters are grounds for termination by the CMAA Board of Directors.

**Section 2. Surrender of Charter by Chapter.** The Chapter may surrender its charter by delivering to CMAA written notice of its intention to do so no less than thirty (30) days prior to the effective date

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of such surrender. The surrender must be a result of an affirmative vote by two-thirds (2/3) of the Members assigned to the Chapter, voting either by ballot returned to the Chapter Secretary or at a meeting called for this purpose not less than thirty (30) days after issuance of the ballot.

**Section 3. Surrender of Rights.** On the specified effective date of dissolution, the Chapter shall no longer have the right to designate itself as a Chapter of CMAA, as part of its corporate name or otherwise, and shall forfeit all rights and privileges of a Chapter as set forth in CMAA's Bylaws and policies.

**Section 4. Beneficiary of Assets.** Should the Chapter be dissolved for any reason, its assets shall, after payment of all just debts, be turned over, without restriction, to the Construction Management Association of America, Inc.