



ARTICLE I - NAME AND REGION

Section 1. Name. The name of this organization is the Construction Management Association of America, the Central PA Chapter (hereinafter "the Chapter"). It is a local/regional chapter chartered by and affiliated with the Construction Management Association of America, Inc. (hereinafter "CMAA" or "the Association"). CMAA is incorporated under the laws of the Commonwealth of Virginia. This Chapter of CMAA is an incorporated association of firms and individuals and a 501(c)6 organization.

Section 2. Chapter Service Areas. 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 AND PURPOSES

Section 1. Primary Objective. The primary objective of the Chapter is to support the purposes of CMAA. The Bylaws of the Chapter are subject to the Bylaws of the Association and the CMAA/Chapter Affiliation Agreement.

Section 2. Society Designation, Seal, or Logo. The official designation of the Chapter shall be the CMAA Central PA Chapter. The logo of the CMAA Chapter may be used with the official Chapter designation for business and professional purposes such as chapter stationery, documents, publications, directories, signs, social media accounts, and websites. The Chapter designation, seal, or logo of CMAA shall not be used to indicate that a firm, company, or any other group, organization, or institution is a member of or has any standing in CMAA.

Section 3. Public Statements. The Board of Directors may issue public statements in the name of the Chapter on matters of professional interest or concern. However, such Chapter statements shall not be contrary in any way to the public policies of CMAA as established by the Board of Directors. No public statements shall be issued by the Chapter Board of Directors purporting to have the approval of CMAA without first obtaining the written consent of the President & CEO of CMAA, except in the case of a direct quote from an officially adopted and published public policy of CMAA.

Section 4. Objectives. The Chapter's objective shall be consistent with that of CMAA; to promote and encourage the growth of construction management ("CM") as a professional service and to enhance the quality of its practice, and to promote the profession of construction management and the use of qualified construction managers on construction projects and programs.

ARTICLE III - 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. Voting members of the Chapter shall be consistent with the Voting Membership of CMAA as per the CMAA bylaws.

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 assigned geographical area shall be deemed in good standing of the Chapter.

Section 5. Voting. On all matters of Chapter business, each Chapter member shall have one vote. Unless otherwise specified in the Chapter Bylaws, voting on matters of business conducted at regular or special membership meetings shall be decided by the majority of those present.

ARTICLE IV - CHAPTER MEETINGS

Section 1. Meetings. Chapter meetings will be held on a schedule approved by the Chapter Board of Directors.

Section 2. Notices. It shall be the duty of a designated officer to announce any chapter meeting to regular members by written or electronic notice at least ten (10) days prior to the date when the meeting shall be held. The notice shall state the time, date, place, 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.

ARTICLE V - BOARD OF DIRECTORS OF THE CHAPTER

Section 1. Number & Type. The Board of Directors shall consist of an Executive Committee composed of a minimum of four elected Officers and the Immediate Past President, and other Directors and/or Committee Chairs as deemed necessary by the Chapter. Section Presidents, if applicable, serve on the Board of Directors. Directors and Committee Chairs can be designated as voting or non-voting members at the Board's discretion. Student chapter presidents can be ex-officio, non-voting members of the Board of Directors of the Chapter if desired. Members of the Board of Directors are to be members in good standing of CMAA.

Section 2. Terms. Elected Officers shall hold office for one year or more if deemed appropriate by the Chapter or until his/her successor shall be duly elected and assumes office. Officers shall be eligible to serve only two consecutive terms in the same office while Directors and/or Committee Chairs shall serve a minimum of a one-year term with no limitation on the number of terms.

Section 3. Elections. The Officers shall be elected by the Chapter members and CMAA notified of the results at least thirty (30) prior to the start of the CMAA Annual Business Meeting. Directors and/or Committee Chairs shall be elected by the Chapter members and/or appointed by the President and CMAA notified of the results at least thirty (30) prior to the CMAA Annual Business Meeting. Officers of the Board shall *officially* assume office immediately following the CMAA Annual Business Meeting.



Section 4. Responsibilities. The Board of Directors shall be responsible for the management of the affairs of the Chapter. It will draft and propose “Amendments” to the Standard Chapter Bylaws for approval by the Membership of the Chapter and ratified by the Association Board of Directors; set the time and place for meetings of the Chapter; issue public statements in the name of the Chapter; approve petitions for presentation to CMAA’s Regional Chapter Committee for establishment of Chapter sections, oversee section operations, and recommend section disbandment; petition CMAA’s Regional Chapter Committee to charter student chapters, support student chapter activities, and recommend student chapter charter revocation; take action when a Chapter officer fails to act; approve the slate for annual and special elections; fill Officer vacancies occurring during term; designate nonvoting members of the Board of Directors; create and abolish standing committees and other committees; provide advice and counsel to the president on committee appointments; establish Chapter goals and objectives; adopt Chapter programs and budgets; administer contracts, authorize expenditures, and serve as custodian of all Chapter property; prepare Chapter annual reports including mid-year Dashboard; and perform such other functions as are customary for the board of directors of a chapter, or as may be assigned or delegated by the Members of the Chapter or the Board of Directors of CMAA.

Section 5. Board Meetings. The Board of Directors will meet at least quarterly. The President of the Chapter shall act as Chair of the Board of Directors.

Section 6. Quorum. At any meeting of the Board of Directors, a quorum for the transaction of Chapter business shall consist of a majority of the Board Members, but if at any meeting of the Board there will be less than a quorum present, a majority of those present may adjourn the meeting without notice until a quorum shall attend. All decisions and elections of the Directors shall be by a majority vote. Each member of the Board, except the President, has one vote; no proxies are allowed. The President will only vote on those issues where the vote breaks a tie.

Section 7. Notices. At least ten (10) days prior to any meeting of the Board of Directors, written notice which states the place and purpose of such meeting shall be mailed or sent electronically by a designated officer to each Board member.

Section 8. Attendance. Any Board Member who fails to attend two (2) consecutive Board meetings will be warned by the President. If he or she fails to attend the third consecutive meeting, he or she shall automatically be removed from the Board, unless excused by the Board by two-thirds vote.

ARTICLE VI – EXECUTIVE COMMITTEE OF THE BOARD

Section 1. Officers. The elected Officers shall be the President, President-Elect (if desired), the Vice President, the Secretary, and the Treasurer who, together with the Past President, shall serve as the Executive Committee on the Board of Directors. The Secretary and Treasurer can be combined into one office. Members of the same firm shall not serve simultaneously as an elected officer or as Immediate Past President.

Section 2. Nominations. The nominating committee shall prepare a slate of nominees for Officers of the Chapter including other Board members the Chapter chooses to elect instead of using presidential appointment. Nominations may also be made from the floor.



Section 3. Election. 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. Vacancy. A vacancy occurring in any office shall be filled by a replacement selected by the Board of Directors for the balance of the term. CMAA shall be notified promptly when vacancies occur in Chapter offices and when such vacancies are filled.

Section 5. President. The President shall be the chief elected officer of the Chapter and shall preside at all meetings of the Board of Directors and the membership of the Chapter. The President will constitute the communications link between the Chapter and the Association. The President shall have, 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.

Section 6. President-Elect. In the event a President-Elect position is part of the Board, that person shall perform and discharge such powers and duties as the President or the Board of Directors from time to time may prescribe. The President-Elect instead of the Vice President shall perform the duties of the office of the President in the absence of the President. The President-Elect will become President on the succeeding year of office.

Section 7. Vice President(s). The Vice President(s) shall perform and discharge such powers and duties as the President or 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; in the event of multiple vice presidents, one shall be designated to perform those duties. The Vice President will become President on the succeeding year of office; in the event of multiple vice presidents, one shall be designated to succeed the President.

Section 8. Secretary. The Secretary shall be responsible for a complete roll of the names and addresses of the Board of Directors and the members of the Chapter and informing the Association of same. The Secretary shall be responsible for the taking and keeping of minutes accurately reflecting the proceedings at all meetings of the Chapter and shall have, perform, and discharge the duties usually pertaining to such office and such other power and duties as the President and the Board of Directors may from time to time prescribe. The Secretary shall report to the Board of Directors at its regular meetings.

Section 9. Treasurer. The Treasurer shall be responsible for all monies of the Chapter, collect all dues and assessments, and 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 of the financial condition of the Chapter, all to be reported to the Chapter and the Association.

Section 10. Secretary/Treasurer. The Chapter may, at the discretion of the membership, combine the Secretary and Treasurer position into one. The duties of each individual position shall then be performed by the one individual Officer.



ARTICLE VII - FINANCE AND DUES

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

Section 2. Budget. The financial operations of the Chapter shall be conducted in accordance with an annual operating plan recommended by the Treasurer or Secretary/ Treasurer, reviewed by the President, and approved by the Board of Directors.

Section 3. Disbursements. The Treasurer, Secretary/Treasurer, or President shall be authorized to disburse checks upon approval of the appropriate officer or committee chairman and within the limits of the approved budget. Disbursements for amount over \$5,000 should require two signatures.

Section 4. Audits. The accounts of the Chapter shall be audited not less than annually by a committee of two members in good standing other than the President, Treasurer, or Secretary/ Treasurer. A report of the results will be submitted to the Chapter Board of Directors.

Section 5. Dues. Chapter dues may be assessed annually as specified in the CMAA/Regional Chapter Affiliation Agreement with approval by the CMAA Board of Directors. Payment of Chapter dues shall not be a prerequisite to Chapter membership. Changes in dues amounts are to be approved by the CMAA Board of Directors.

ARTICLE VIII - 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 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 before being submitted on a ballot to the Members of the Chapter. An affirmative vote by two-thirds (2/3) of the Members returning a ballot shall be required for adoption. Once adopted, the Chapter will submit the amendment for approval by the CMAA Board of Directors.

ARTICLE IX - 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. The Chapter is duly notified of the charges against it and given a fair hearing of the charges and a fair opportunity to respond (see Article VIII, Section A. of Affiliation Agreement).

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 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.

ARTICLE X – INDEMNIFICATION

Section 1. Indemnification of Directors, Officers, Executive Committee Members, and Employees.

In as much as each Director serves voluntarily and without compensation in that capacity by virtue of membership in the Association, no Director (including the Directors referred to in Articles VI and VII), either individually or collectively with any other Director or agent of the Association will, except for willful misconduct or gross negligence, incur any liability in conducting or acting upon the business, activities or affairs of the Association. The Board of Directors may delegate any of their ministerial powers or duties to any of the agents or employees of the Association. No Director will be liable for the act or omission of any other Director, or of any of the agents or employees of the Association. The Association will save harmless, exonerate and reimburse each Director with respect to any and all liability and reasonable legal and other expense arising out of his or her office as Director, except for any such liability or expense arising out of such Director's willful misconduct or gross negligence. No expense will be deemed reasonable under this section unless and until it has been approved by the State Board of Directors of the Association. Indemnification of directors or officers shall be pursuant to the states Corporations Code. In addition to members of the State Board of Directors, the Association will, except in cases of willful misconduct or gross negligence, indemnify, defend and save harmless members of the Division Boards of Directors, Executive Committee, Officers and employees of the Association from any and all claims, demands, liabilities, judgments, costs and expenses (including attorneys' fees) arising directly or indirectly from acts or omissions, whether active or passive, within the course and scope of their activities for or employment with the Association.