

Design-Build Institute of America



Mid-America Region's Regional Bylaws

Article I. Name, Charter and Service Area

The Design-Build Institute of America, Inc., (DBIA), a nonprofit, membership-based organization, promotes and encourages the growth of the design-build project delivery process, and seeks improvement of the industry through the utilization of fully integrated services in the designing, building, financing and operating of constructed projects. DBIA supports the development of affiliated Regions and Chapters to broaden its impact and increase opportunities for member participation.

Section 1. Name. The name of this organization shall be the Design-Build Institute of America—Mid-America Region; alternatively known as the DBIA-MAR, and herein referred to as "the Region."

Section 2. Governing Authority. The Region, including its respective Chapters, is incorporated under the laws of the State of Missouri and is a nonprofit, tax-exempt organization under the group exemption applied for and maintained by the Design-Build Institute of America, Inc.

Section 3. Charter. The Region and its respective Chapters shall operate under a Charter granted by the Design-Build Institute of America (DBIA) Board of Directors, at its sole discretion, and in a manner consistent with the Bylaws and policies of that organization. The Regional Charter may be renewed annually or for longer periods as approved by the DBIA National Board of Directors, subject to the Region meeting all of the conditions for DBIA affiliation as required by the Regional Charter.

Section 4. Service Area. The Region operates in a Service Area defined in its Charter by the DBIA National Board of Directors.

Article II. Purpose and Objectives

Section 1. Purpose. The purpose of the Region, and each of its respective Chapters, is to promote and support the mission and objectives of the Design-Build Institute of America, and to extend the benefits of DBIA membership within the Regional Service Area.

Section 2. Objectives. The objectives of the Region, and each of its respective Chapters, include:

- ◆ Providing educational and networking opportunities for design and construction industry practitioners and both public and private industry owners who have an interest in the design – build method of project delivery;
- ◆ Improving communications, understanding, and relations among all industry participants in the design-build project delivery process;
- ◆ Supporting, in the public interest, the design-build method of project delivery and integrated services through publications, public forums, government relations and legislative efforts;
- ◆ Promoting and growing the membership by obtaining new members, who exercise membership through support of Region as well as National DBIA activities and initiatives;
- ◆ Encourage and oversee the formation of Chapters within the Service Area of the Region to provide local opportunities for member contact and involvement; and
- ◆ Promote interests and philosophies of DBIA in the Regional Service Area through participation in public forums, Regional programs, government relations, and activities of educational institutions, etc.

Article III. Membership

Section 1. DBIA National Members. Designated representatives of DBIA industry partner members and individual DBIA members in good standing, within the Regional Service Area, are eligible for membership in the Region.

Section 2. Regional Membership Dues. In addition to the membership dues assessed by DBIA National, the Region may assess Regional membership dues from eligible DBIA members and participating employees of DBIA industry partner members as a requirement for Regional membership. Individual Regional dues amount and collection procedures are subject to approval, as required, by the DBIA National Board of Directors.

Section 3. Regional Membership Status. A Regional member shall be deemed to be "in good standing" if he or she meets the qualifications as either a main, alternate, or additional contact of a DBIA industry partner member or an individual member of DBIA National and has paid Regional dues, if any, as required. The Region shall maintain membership classifications of the Region's national members consistent with the classifications designated by DBIA.

Section 4. Limitations. No member of the Region shall receive any pecuniary gain or profit, incidental or otherwise, from Regional activities, except that the Region shall, with specific written approval of the Chairman of the Board of Directors and Board Treasurer, be authorized to pay reasonable compensation for specific services rendered in furtherance of the programs and objectives of the Region.

Article IV. Regional Governance

Section 1. Governance. The Region shall be governed as follows:

A. The Board of Directors. The governing body of the Region shall be its Board of Directors (the “Board”) which shall consist of the Chairman, Vice-Chairman, Secretary, Treasurer, Past Chairman, Committee Chairpersons and Chapter Chairpersons. The Chairman, Vice-Chairman, Secretary, and Treasurer shall be elected to the Board by the Regional membership. The Regional Chairman, Vice-Chairman, Secretary, and Treasurer shall be the four (4) Regional Officers serving as President, Vice-President/President Elect, Secretary, and Treasurer of the Regional Executive Council respectively. The Committee Chairpersons and Chapter Chairpersons shall be appointed to the Board by the Regional Executive Council (the “Executive Council”). The Executive Director shall serve as ex officio non-voting member of the Board. Additional members of the Regional Board may be appointed by the Executive Council and approved by the Board as deemed necessary to carry out the business, activities and programs of the Region. The Executive Council shall operate under the guidance and approval of the Board of the Region.

In addition to providing the leadership and support to encourage development and prosperity of the Region and Chapters within its Service Area, duties of the Regional Board of Directors are the following:

- Review and approve the Strategic Plan, and its revisions.
- Review and approve the Annual Region and Chapter Budgets as proposed by the Executive Council.
- Review and approve proposed changes and additions to the Regional Bylaws, as may be proposed by the Executive Council.
- Monitor the general scope and progress of Region’s activities for general conformance with the approved Charter and Bylaws, and the best interests of DBIA.

B. The Executive Council. The Operating body of the Region shall be the Regional Executive Council consisting of the four (4) Regional Officers: the President, Vice President/President-Elect, Secretary, and Treasurer. The immediate Past President, shall serve as ex officio, voting members of the Executive Council, and the President-Elect and Executive Director shall serve as ex officio non-voting members of the Executive Council. Additional non-voting members of the Executive Council may be selected by the Executive Council and approved by the Board as deemed necessary to carry out the business, activities, and programs of the Region.

C. Committees. The Executive Council shall establish committees (“Committees”), as required to pursue objectives of the Region. The standing Committees shall include Legislative, Nominating, Membership, and Programs. Additional committees may include Education, Public Relations/Newsletter, and Owners. The Executive Council may establish such other standing or temporary Committees as it deems necessary. Each committee shall be headed by a Chairperson, who shall be appointed by the Executive Council.

Section 2. Terms of Office. The term of office for Officers shall be one year from October to October by election, or until a successor shall be duly elected and takes office. The Chairman-Elect shall be elected approximately one (1) year prior to the commencement date for taking office as Chairman, and shall serve on both the Board and the Executive Council as provided in these Bylaws. The normal succession of officer positions is for the Vice-Chairman to succeed the Chairman. The Secretary-Elect and Treasurer-Elect shall also be elected six (6) months to one (1) year prior to the commencement date for taking their respective offices and shall serve as assistant to the Secretary and Treasurer respectively. Each Officer-Elect may attend Executive Council meetings in a non-voting capacity. The term for Committee Chairpersons and Chapter Chairpersons shall be one year from October to October. Officers, Committee Chairpersons, and Chapter Chairpersons may serve

no more than two (2) consecutive terms. No Officer shall serve more than five (5) consecutive terms as an elected member of the Executive Council.

Section 3. Eligibility. To be eligible for nomination, election, or service as a Regional Officer, Board Member, Committee Chairperson, or Chapter Chairperson, the individual must be a member in good standing of DBIA and the Region.

Section 4. Nominations and Elections. Candidates for the Officers shall be nominated by the Executive Council, which shall provide notice of the proposed slate to the Regional membership at least thirty (30) days prior to election time as set by the Executive Council. The Executive Council shall provide to Regional membership, notice of the slate by letter, facsimile, telephone conference, voicemail or email. At that time, any member of the Region may make additional nominations via the format utilized above. Election shall be by a majority of the members of the Region in good standing, who cast votes via the format utilized above.

Section 5. Position Vacancies. The Executive Council may declare a vacancy in any Board seat or elected office other than the office of Chairman/President, as the result of a resignation, ineligibility or incapacity to serve. The President shall fill such vacancy by appointment until the next election, with the majority consent of the remaining elected members of the Executive Council. A vacancy in the office of the Chairman/President as the result of resignation, ineligibility or incapacity to serve shall be filled automatically in succession by the Vice Chairman/Vice President, Secretary or Treasurer, in that order. The Treasurer-Elect shall assume the responsibilities of the Treasurer. The Executive Council shall fill any vacancy in the Chairperson of any Committee.

Section 6. Removal from Office.

A. Failure to Attend Meeting of the Board. Any Member of the Board who does not attend at least half of the scheduled Regional Board meetings during a twelve (12) month period shall be removed from the Board, unless excused for special circumstances by the Chairperson. Each year the Executive Council will review Board Members activity prior to the annual meeting and present either acceptance of performance or flag for discussion particular board members who have become inactive or are otherwise not fulfilling their obligations and expectations as a board member.

B. Removal for Cause. An Officer, Committee Chairperson, or Chapter Chairperson may be removed for cause with the unanimous consent of the remaining Members of the Board, following official notification to such individual and thirty (30) days during which such individual, at a meeting of the Board, shall be given the opportunity to demonstrate as to why he or she should not be removed. After the individual has presented their reasoning for not being removed, the Board shall issue a written decision to the individual within 10 days.

Article V. Primary Duties of the four (4) Officers and other Positions

Section 1. The Regional President (Chairman of the Board):

- Is the primary liaison between the Regional and Chapter leadership and the DBIA National office.
- Represents the Region at National DBIA meetings and workshops, and presents Regional issues in National DBIA forums.

- Serves as Chairman of the Regional Board of Directors and President of the Regional Executive Council.
- Is responsible for the Region's adherence to DBIA policies and Regional Bylaws, the Regional Charter, and good administrative practices.
- Schedules and presides over all Region-wide meetings and events.
- Is responsible for the financial and membership accounting of the Region to DBIA.
- Ensures that all Regional programs and activities are consistent with DBIA policies, goals, and objectives.
- Is responsible for the proper and lawful use of the DBIA name, logo, copyrights and other registered marks in accordance with established procedures.
- Provides the annual report to DBIA National of Regional activities.
- Coordinates with other Regional Chairmen to make recommendations for consideration by DBIA National and / or evaluate actions being considered by DBIA National for adoption by the Regions.

Section 2. The Regional Vice President (Vice Chairman of the Board):

- Performs the duties of the Regional Chairman in the absence or incapacity of the Regional Chairman.
- Serves as Vice Chairman of the Board of Directors and Vice-President of the Regional Executive Council.
- Acts as liaison between the Region and local/state officials.
- Recruits new members to DBIA and the Region.
- Develops and manages the standing and *ad hoc* Committees, reviews their charges and scope of activities, oversees development of the Committee activities, objectives, strategic plans and budgets, and monitors general progress of their activities.

Section 3. The Regional Secretary (Secretary of the Board):

- Serves as Secretary of the Board of Directors and the Regional Executive Council.
- Maintains the current Regional Bylaws and all approved changes thereto. Assists the Executive Council to formulate and / or evaluate proposed Bylaw changes.
- Creates and maintains records of Regional meetings and correspondence in coordination with the Executive Director.
- Maintains the Region's formal documentation such as Articles of Incorporation, DBIA authorizations of the Region, current Bylaws, Committee Charges, Board of Directors and Committee Reports, National DBIA reports, and the like.
- Prepares and issues Minutes, and maintains documentation of, Board meetings, Executive Council meetings, Regional business meetings and other events which need to be documented including approved decisions and actions in coordination with the Executive Director.
- Formulates and issues notices, announcements, general news, and the like to the Regional membership.
- Submits the Regional Charter for renewal by the DBIA National Board of Directors.
- Maintains the historical record of the Region, including copies of articles, public releases, and the like.
- Coordinates with DBIA National on administrative matters affecting the Region.

Section 4. The Regional Treasurer (Treasurer of the Board):

- Serves as Treasurer of the Board of Directors and the Regional Executive Council.

- Assesses authorized Regional dues and manages the receipt of DBIA dues rebates and revenue disbursements to the Region.
- Authorizes and signs all disbursements of Regional funds, and obtains prior approval of the President or, in his absence, the Vice-President for disbursements over a specified delegated amount or of certain types as established by the Executive Council.
- Supports all Chapters within the Region and does not discriminate between the Chapters.
- Approves all budgets for authorized events and reviews the status of events to ensure the events stay on budget. Supports authorized events with funding as required.
- Monitors revenue and expenses, and maintains Regional financial records.
- Maintains Regional bank and investment accounts.
- Prepares Annual Regional budget proposals, with input from Officers, Committee Chairpersons, Chapter Chairpersons, Executive Director, and others as may be required, and presents such proposal to the Executive Council for approval and the Regional Board for concurrence.
- Prepares required DBIA financial reports as required by DBIA National.
- Reports Regional financial status to the Executive Council and the Board of Directors.
- Obtains and maintains insurances required by the Regional Bylaws and Executive Council decisions.
- Prepares, or causes to be prepared, and submits all corporate, tax and financial reports, including payment of fees, as required by state and federal agencies.
- Obtains Regional financial audits as required by DBIA National, and provides a copy of such audits to DBIA National and the Regional Board.
- Coordinates with DBIA National on Regional financial matters.

Section 5. The Regional Past President (Past Chairman of the Board):

- With input from Officers, Regional Board members and Committee Chairpersons and other Regional members, develops or updates the Regional Strategic Plan. Presents the plan for approval by the Executive Council and to the Regional Board for their review, approval and support. Assists the President, as requested, to lead special task forces and/or provide leadership and support special issues with DBIA National.
- Chairs the Nominating Committee, with other Regional members selected by the Chairperson, to develop slates of candidates for election or appointment to Officer, Board member, and Committee Chairperson positions.

Section 6. Chapter Chairperson. In coordination with the Executive Council, each Chapter Chairperson shall:

- Be the primary liaison between the Regional leadership and the DBIA members in their Chapter.
- Develop a strategic plan for their Chapter to further develop and promote design-build and membership in DBIA.
- Develop a steering committee to help organize and execute activities within their Chapter.
- Promote membership growth and development within their Chapter and in DBIA in general.
- Keep abreast of governmental and legislative issues affecting design-build in their Chapter.
- Conduct events and programs within their Chapter with assistance from the Regional Region Committees.

Article VI. Primary Duties of the Executive Director

Section 1. Regional Executive Director.

The principal responsibility of the Executive Director is to administer the affairs and resources of the Region in the best interest of the membership and in accordance with the stated policies and directives of the governing body. The Executive Director reports to the President and to the Executive Council. The Executive Director's Duties may include, but are not limited to the items below, or as identified in the Executive Director's contract with the Region. In case of conflict with the duties identified below, the Executive Director's contract with the Region shall govern.

Regional Governance.

- Advise and assist the Regional Board of Directors and Executive Council in discharging the duties.
- Keep Regional and Chapters leaders informed of developments, issues and events affecting the interests of the Region, including policy, programs, budget, and office operations.
- Attend and coordinate meetings of the Board and Executive Council including preparation of agendas and related information, minutes and follow-up.
- Provide resources, information and assistance to the Board, Executive Council, Committees, Chapters, and other Regional volunteers or groups as needed in compliance with Board established priorities, budget and policy guidelines.
- Perform other duties that may be assigned by the Board or Executive Council.
- Acts as primary liaison to the Chapters of the Region.

Administrative Management.

- Maintain organizational records in compliance with legal, regulatory and Regional policies and guidelines.
- Periodically evaluate procedures and equipment and report to the Board/Executive Council in order to maintain an efficient, cost effective level of administrative service.
- Maintain and distribute National's monthly membership information to the Board.
- Support Secretary with meeting minutes and other items as needed.
- Supports the Regional President to provide quarterly and annual reports to DBIA National on Regional activities.
- Formulates and issues notices, announcements, general news and the like to the Regional Membership at the direction of the Regional Executive Council and Committees.

Financial Management and Budget.

- Support Regional Treasurer in the fiscal and budgetary affairs of the Region in an accurate and efficient manner, including budget preparation, accounting, financial reporting, audit and tax returns.
- Supports development of an annual budget with the Executive Council in accordance with established policies and timeframes, and administer Regional resources within the adopted budget, financial guidelines and policies.

Membership Relations.

- Supports the timely processing and maintenance of accurate membership records including interface with DBIA National staff.
- Supports the Membership Chairman to implement efforts to maximize membership recruitment and retention, and submit regular progress reports to the Executive Council.

- Respond promptly and courteously to member requests for information.

Communications.

- Manage and edit all general membership news publications including the newsletter, web site, and electronic bulletins within established scheduling, content and design guidelines.
- Maintain communications and promote positive relationships with the membership, associated professional and community organizations, DBIA national staff, the media, and individuals in order to accomplish Board established objectives.
- Serve as spokesperson for the Region when the President or Vice President is unavailable, or when requested by the President.

Programs and Services.

- Assist the Programs Committee with the development, implementation and evaluation of programs and services to the Executive Council and volunteer leadership.
- Actively seek sponsors for programs and services.
- Review and approve all forms and flyers sent out within the Region to ensure content accuracy.
- Ensure event check list is completed with every event within the Region.
- Perform advertising and registration services for Regional programs.

Article VII. Primary Duties of the Committees

The primary duties of the Regional Committees may include the following:

Section 1. Committee Planning and Reporting

- Each year, Committees will develop their plan of activities and make an associated budget request. Upon review and approval of the Executive Council, and final approval of the Regional Board of Directors, Committees will implement their activities within the approved budget amounts. Adjustments to Committee budgets, which will not cause the Region total budget to be exceeded, may be approved by the Executive Council with advice to the Regional Board of Directors.
- Committee Chairpersons will prepare and present a quarterly and annual report to the Regional Board of Directors, which indicates their progress in implementing the Committee plan of activities. Verbal or written reports and hand-outs will be given at each Board Meeting.

Section 2. Programs Committee

- Plan and deliver programs that include topics of interest to the Region, that provide frequent networking opportunities for the members, and that furthers the interests of DBIA.
- Manage programs within budgets established by the Executive Council and approved by the Board.
- Provide an adequate number of events to keep the Regional membership engaged and interested in Regional activities.
- Provide programs throughout the Region in order to adequately support all areas within the Region.

Section 3. Membership Committee

- Support the Regional efforts to recruit new members and retain existing members.
- Regularly contact members of the Region to learn how DBIA can better support them.

- Review the membership retention reports from DBIA National and encourage members that have dropped their membership to renew, especially Industry Partner companies.
- Prepare lists of non-member companies and recruit them to become members of DBIA.
- Contact DBIA individual members of potential Industry Partner companies and encourages them to upgrade their membership to Industry Partner status.

Section 4. Legislative Committee

- Organize efforts to introduce legislation within the Region that encourages the use of design-build.
- Actively monitor new legislation within the Region that may limit or erode the use of design-build, and organize efforts to oppose this legislation.
- Be a liaison with owner and industry groups to inform them of design-build legislation within their state and local governments, and garner support for such legislation.
- Select a point person in each state within the Region that can support legislative efforts in cooperation with the Regional Legislative Committee and DBIA National.

Section 5. Nominating Committee

- Under the leadership of the immediate Past-President and working with his/her committee, recruit Regional members that may be good candidates for Officers, Committee Chairpersons, and Chapter Chairpersons.
- Recommend to the Executive Council and the Board a slate of new officers in sufficient time for nomination and election at the next Regional Annual Meeting.
- Recommend Committee Chairpersons and Chapter Chairpersons for appointment to the Regional Board.

Section 6. Education Committee

- Act as the primary liaison between colleges and universities within the Region.
- Support the formation of student chapters at all major educational facilities within the Region.
- Present topics of interest to the student chapters.
- Encourage student participation at Regional and National DBIA events.
- Hold student design-build competitions to inform and encourage design-build education.
- Support the addition of design-build curriculum at colleges and universities within the Region.
- Encourage and support faculty education in the use of design-build, including Regional support of attendance at annual design-build faculty meetings.

Section 7. Public Relations/Newsletter Committee

- Coordinate with newspapers and publications within the Region to place advertisements for programs and articles of interest to design-build practitioners.
- Prepare a newsletter for the Region to keep the membership informed of news and events.
- Provide press releases to local newspapers and publications for major activities within the Region.

Section 8. Owners Council

- Provide a forum where Owners can meet with other Owners to share design-build experiences and best practices.
- Conduct periodic meetings of the Owners to present topics of interest and provide networking opportunities.

- Encourage the use of design-build through presentations at Owner conferences and through personal contact.
- Encourage Owner membership in DBIA.
- Membership of Owner's Council shall be recommended by Owner's Council owner members subject to approval of the Regional Board.

Article VIII. Regional Business Meetings

Section 1. Meetings of the Board. The Board shall meet at least four (4) times each year at the call of the Chairman to carry out its duties and address any other special issues which the Executive Council believes should be brought to the attention of the Board. In the discretion of the Board, as many as two (2) of its meetings may be held in conjunction with meetings of the Executive Council. A majority of the voting members of the Board constitutes a quorum for conducting Board business. All Members of the Board shall have one (1) vote and decisions shall be made by simple majority of the Members of the Board present. If the vote is tied, the Chairperson of the Board shall decide the issue.

Section 2. Meetings of the Executive Council. Meetings of the Executive Council shall be held at least bi-monthly, but preferably monthly, at the call of the President. A majority of the voting members of the Executive Council constitutes a quorum for conducting Regional business. Unless otherwise provided for in these Bylaws, an action by the Executive Council shall be valid if such action is affirmatively passed by a majority of those members of the Executive Council present and voting.

Section 3. Participation in Meetings of the Board or Executive Council by Telephone. Any member of the Board or Executive Council may participate in a meeting of such body by, or the meeting may be conducted through, the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member of the Board or Executive Council participating in a meeting by this means is deemed to be present in person at the meeting and shall be entitled to vote on all matters brought before such body.

Section 4. Annual Meeting. The Region shall hold an Annual Meeting of the Regional membership to hold elections and to conduct other official business of the Region. The Region shall schedule the Annual Meeting of the Region before the end of its fiscal year. The Annual Meeting of the Region may, upon proper notice, be held in conjunction with the Annual Meeting of DBIA. All members of the Region, in good standing, and present, shall constitute a quorum.

Section 5. Regional Meetings. The Region shall hold at least four (4) meetings per year, not less than one (1) every three (3) months, among other things, to provide educational/networking opportunities for all Regional members. The Annual Meeting of the Region may be held in conjunction with a Regional meeting.

Section 6. Participation in Annual and Regional Meetings. Attendees at the Annual Meeting and at Regional meetings shall be Regional members in good standing and invited guests such as local/state government officials. Prospective DBIA and Regional members may be invited at the discretion of the Regional President.

Section 7. Records of All Meetings. Minutes of all Board, Executive Council and Regional meetings and events shall be prepared by the Regional Secretary or his or her designee and maintained for the administrative record and for preparing annual reports to DBIA.

Section 8. No Proxy. Voting rights of a member of the Board, Executive Council and/or Region shall not be delegated to another person nor may any member of the Board, Executive Council or Region exercise such rights by proxy.

Section 9. Notice of Meetings. Notice of all Executive Council meetings shall be given no less than seven (7) days prior to the date a meeting is held unless such notice is waived by vote of those members participating at the meeting. Notice of all Board meetings shall be given no less than fifteen (15) days prior to the date a meeting is held unless such notice is waived by vote of those members participating at the meeting. Notice of the Annual Meeting and Regional meetings shall be sent to all Regional members at least thirty (30) days prior to the meeting date.

Section 10. Rules. All meetings of the Board, Executive Council and Region shall be conducted in accordance with the parliamentary procedure of Robert's Rules of Order (Revised).

Section 11. Action without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or the Executive Council may be taken without a meeting, if all members of the Board or Executive Council, as the case may be, consent thereto in writing, and such writing or writings are filed with the minutes of proceedings of the Board or Executive Council. Members of the Board or Executive Council shall be permitted to consent to such actions by e-mail provided the email indicates that an original signature has been mailed for inclusion with the records of the Board or Executive Council.

Article IX. Committees and Committee Chairpersons

Section 1. Committees. The Regional Executive Council will establish Regional Committees, as required to pursue objectives of the Region. Committees will be headed by the Committee Chairperson, who will be accountable to the Executive Council. Each Committee will have a defined Charge and general scope of activities, as approved by the Executive Council. The Committee Chairperson may establish an Associate Committee Chairperson, Subcommittees and Subcommittee Chairpersons to plan and carry out activities within the approved Charge of that Committee.

Section 2. Membership; Limitation on Membership. No member of the Region shall be on more than two (2) of the Committees. The Chairperson shall determine the maximum number of members on each committee. There shall not be any criteria for membership on any Committee except that, with respect to the Owners Committee, all members of the Committee must demonstrate to the satisfaction of the Executive Council, that he or she is an Owner as defined by the DBIA National Owner's Committee.

Section 3. Policies and Procedures. Committees will plan and conduct their activities in accordance with the policies and procedures of DBIA, and within the Charter and Bylaws of the Region.

Section 4. DBIA National Committee. Each Committee Chairperson will become informed of the DBIA National Committee, which is most related to the respective Regional Committee, and will become associated with that DBIA National Committee to represent Regional interests and leverage the National Committee resources to assist the Region.

Article X. Chapters within the Region

Section 1. Definition of a Chapter. A Chapter shall be any population center and geographic area within the Region as approved by the Executive Council and ratified by the Regional Board of Directors. The boundaries of Chapters may be modified periodically to meet the needs of the membership and the Region. Chapter Chairpersons shall work to develop such interest and support where existing members are located and where new potential members are likely to exist in their assigned Service Area.

Section 2. Chapter Chairperson. The Executive Council shall be responsible for appointing Chapter Chairpersons as recommended by the Nominating Committee.

Section 3. Chapter Chairperson Primary Duties. Each Chapter Chairperson shall be a Regional Board Member and shall be responsible to develop, nourish, and support Regional activities in their Chapter through encouraging new membership, and assisting various Committee activities including programs, educational liaisons, legislative activities, owner programs and the like. Chapter Chairpersons will also coordinate with existing members in their Chapter to receive their input and encourage member participation in Regional activities. Chapter Chairpersons will be responsible for developing and overseeing DBIA Regional activities within the defined Chapter, reporting to the Executive Council for budget, policy and administrative purposes. Chapter Chairpersons will also assist and support Regional Committee activities in their Chapter where they can provide support, and will keep the Executive Council, Regional Board of Directors and the Regional Committees informed of related activities in the specific geographic that are of interest to those Committees.

Section 4. Chapter Steering Committee. Each Chapter Chairperson will be encouraged to develop a local Steering Committee of interested and supportive members in their Chapter to assist them in developing and carrying out DBIA Regional activities. The Chapter Chairperson will be encouraged to have certain Steering Committee members designated as part of Regional Committee(s) so that initiatives and activities of the Chapters and Committees can be mutually leveraged and enhanced. Each Chapter Chairperson and their Steering Committee shall develop and lead DBIA Regional activities in Chapter areas within their Service Area where there is sufficient interest and support.

Section 5. Policies and Procedures. In carrying out their responsibilities, Chapter Chairpersons will acquaint themselves with DBIA National and Regional policies and procedures, make Steering Committee members aware of such policies and procedures, and will always act in accordance with such policies and procedures in representing DBIA and the Region.

Article XI. Regional Finance

Section 1. Fiscal Year. The fiscal year of the Region shall be January 1 through December 31.

Section 2. Financial Procedures. The Region will conduct its financial operations and maintain its financial records in accordance with generally accepted accounting standards and principles. The Region may use its funds to employ part time or full time financial services necessary to meet this requirement. All disbursements by the Region must be signed by the Regional Treasurer or, in his or her absence, by the President or Vice-President. Disbursements above a certain amount and / or of a certain type, as established by the Executive Council, must have prior approval of the President or, in his or her absence, the Vice-President, and follow the financial procedures established by the Executive Council.

Section 3. Tax Exempt Status. The tax-exempt status of the Region will be established by a group exemption for Regions maintained by DBIA. The Region shall not engage in activities which violate the provisions of the Internal Revenue Service Code 501(c) (6) pertaining to business leagues, the DBIA Group Exemption, or any relevant laws or regulations of the state of incorporation.

Section 4. Corporate Filings. The Regional Treasurer shall file all corporate and tax reports and pay fees required by federal and applicable state agencies. The Region is required to provide all requested financial records to DBIA in accordance with established guidelines and schedules.

Section 5. Regional Budget. The Annual Budget of the Region shall be developed by the Treasurer, with input from the Officers, Committee Chairpersons, Chapter Chairpersons, and others. The Treasurer shall present the proposed Budget to the Executive Council for its review and approval and, subsequently, to the Regional Board of Directors for its final approval. It shall be approved by the Regional Board of Directors no later than December 31st of the Region's fiscal year. During the fiscal year, as may be required, amendments to the Budget may be proposed by the Executive Council and submitted to the Regional Board for its consideration and approval.

Section 6. Audits. The Regional Treasurer shall cooperate with DBIA National to obtain independent audits of its financial records, when required by DBIA National. A copy of the auditor's financial report shall be provided to the Regional Board and the National Board of Directors of DBIA.

Section 7. Beneficiary of Assets. Should the Region be dissolved for any reason, the assets of the Region shall, after payment of all just debts, be transferred, without restriction, to the Design-Build Institute of America.

Article XII. Indemnification.

Board of Directors members, the Executive Council Officers of the Region, the Executive Director, Committee Chairpersons, Chapter Chairpersons, and members of Committees, employees of the Region, and other persons who may from time to time be designated by the Executive Council to perform official duties on behalf of the Region, shall be indemnified by the Region against all reasonable expenses and liabilities including attorney fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Board member, officer, employee, or person acting on behalf of the Region, except in such cases wherein the Officer, employee or person is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled. The Region shall purchase liability insurance to cover Board members and Officers carrying out the business of the Region, unless voted otherwise by the Regional Board

of Directors on an annual basis. Such insurance may be purchased for the Region by DBIA National. The Region shall also purchase comprehensive general liability insurance in order to protect the Region from general liability.

Article XIII. Dissolution

The Region may be dissolved by revocation of, or failure to renew, the Charter of the Region by the National Board of Directors of the Design-Build Institute of America, or upon request of the Regional Board of Directors with the approval of the National Board of Directors of the Design-Build Institute of America.

Article XIV. Amendments

Section 1. By the Region. Amendments to these Bylaws, in conformity with the Bylaws and policies of DBIA, may be proposed by a majority vote of the Executive Council. Amendments so proposed must be submitted to and approved by a majority vote of the Board and the National Board of Directors of DBIA prior to conducting a vote for adoption by the Region. The affirmative vote of two-thirds (2/3) of the members in good standing of the Region present at a meeting of the Region shall be required for adoption, provided that written notice of the meeting and of the proposed amendments shall have been given to the members at least thirty (30) days prior to the meeting.

Section 2. By DBIA National. Amendments to Regional Bylaws applicable to all Chartered Regions may be adopted by a majority vote of the National Board of Directors of DBIA.

Adopted this 18th day of September, 2007

Ramin Cherafat, Chairman

Jeff Turk, DBIA, Vice Chairman

Wendy Hageman, RCID, LEED, Secretary

Office is currently vacant - Treasurer