



2020 Proposed Amendments to the Bylaws – Side by Side Comparison

The Rules and Resolutions Committee is responsible for reviewing and proposing amendments to the CMAA Bylaws. The Bylaws were amended in 2016 to make technical corrections.

In 2018 in the wake of a Director’s resignation from the Board, it became clear that reviewing the Bylaws again was in the best interests of the association. The Executive Committee charged the Rules and Resolutions Committee with proposing amendments that would not only address the issues raised by the resignation but also to identify changes that would improve CMAA’s governance processes.

In the course of considering a number of amendments, the Rules and Resolutions Committee sought input from the full Board on several topics during their meetings on March 30, September 25, and December 4.

The committee also sought the input of the CMAA College of Fellows.

Overall, the committee agreed to propose amendments that would

- Make the CMAA Bylaws a document focused on the governance of the organization and the best interests of CMAA
- Reduce ambiguity regarding governance processes
- Provide the association with sufficient flexibility to make programmatic or strategic adjustments without having to amend the Bylaws frequently
- Increase opportunity for CMAA leadership succession

The following table compares each article of the 2016 edition of the CMAA Bylaws with the latest version of proposed amendments, which have been revised since the December 4, 2019 Board of Directors meeting, as well as, notes or other explanatory material. **NOTE:** All Article numbers in the Notes section refer to those in the proposed amendments.

2016 CMAA Bylaws (currently in effect)	Proposed Amendments	Notes/Comments
<p>ARTICLE I. Name</p> <p>The name of this Association is the "Construction Management Association of America, Inc." or in short form "CMAA" or the "Association." The CMAA is a not-for-profit corporation under the laws of the Commonwealth of Virginia.</p>	<p>ARTICLE I. Name</p> <p>The name of this Association is the "Construction Management Association of America, Inc." or in short form "CMAA" or the "Association." The CMAA is a not-for-profit corporation under the laws of the Commonwealth of Virginia.</p>	<p>No change</p>
<p>ARTICLE II. Purposes and Objectives</p> <p>Section 1. The Association's objective shall be to promote and encourage the growth of construction management ("CM") as a professional service and to enhance the quality of its practice, and <i>to promote the profession of construction management and the use of qualified construction managers on capital projects and programs.</i></p> <p>To meet this objective the Association shall:</p> <ul style="list-style-type: none"> • Promote the benefits of CM Certification • Promote construction management as a profession. • Promote the establishment of standards for the practice of construction management. • Promote, encourage and develop the best interests of construction managers in the construction industry. • Provide educational opportunities for members that relate to the conduct of their business. • Promote national and international recognition of professional construction management services for capital project execution • Provide advocacy on behalf of the CM industry throughout 	<p>ARTICLE II. Purposes and Objectives</p> <p>Section 1. The Association's objective shall be 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.</p>	<p>Proposed amendments include:</p> <ul style="list-style-type: none"> • Aligning the language of Section 1 with that used in the CMAA Vision and Mission statements. • Eliminating the list of tactics from the Bylaws. These can be captured in long-range planning documents.



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<p>government</p> <ul style="list-style-type: none"> • Enhance professional practice through professional development of practitioners • Promote research and development of construction management practices • Represent all segments in the construction management industry • Seek the reform of abuses relating to construction managers in the construction industry; to disseminate accurate and reliable information with respect to the construction industry. • Promote and foster the growth of the Association membership and the establishment of regional organizations of construction managers. • Promote cooperation among owners, contractors, subcontractors, architects, engineers and other participants in the construction industry and their associations in all lawful matters of common interest to the construction industry. • Do any and all other lawful acts to help the construction industry better serve construction users; to promote the expansion of all construction and to promote any other legitimate common interest of the members. • Provide methods and means to coordinate and unify the activities of construction managers by using the combination of effort available through the Association acting as a common body. • Comply fully with the federal antitrust laws and antitrust statutes enacted by the majority of the states. • Recruit people into the profession and assist them in their education through ABET accreditation of undergraduate and graduate CM programs. • Perform any and all other lawful acts to help the construction industry better serve construction users; to promote the expansion of all construction and to promote any other legitimate common interest of the members 		
<p>ARTICLE III. Membership</p> <p>Section 1. Regular Membership. Any person, partnership, corporation, or public sector agencies hereafter referred to as person(s) who, in the normal conduct of business, furnishes labor, materials or services as a construction manager or in support of the construction management process in the construction industry shall be eligible for membership in the Association. Regular membership shall be classified as Corporate Membership or as any one of the membership classifications defined by the Board of Directors. Each membership shall be nontransferable.</p>	<p>ARTICLE III. Membership</p> <p>Section 1. Eligibility. Any person, partnership, corporation, or public sector agency hereafter referred to as person(s) who, in the normal conduct of business, furnishes labor, materials or services as a construction manager or in support of the construction management process in the construction industry shall be eligible for membership in the Association. Each membership shall be non-transferrable.</p> <p>a) Voting Members. The Board of Directors shall have the</p>	<p>Proposed amendments include:</p> <ul style="list-style-type: none"> • Reorganizing the Article to define on who can join the association. • Assigning to the Board of Directors the responsibility for determining which categories of members may vote in association elections and serve on the board or committees and adding a requirement that such determinations be made when the categories are created and then reported annually.

<p>Section 2. Special Membership. The Board of Directors (in their sole discretion) shall have the authority to provide for special memberships or other classes of memberships. The Board of Directors shall set out by written resolution the name of such special membership or classes of membership, if any, and the reason for establishing the special membership or classes of membership, and the duration of membership and assessments or dues to be charged such special membership or classes of membership.</p> <p>Section 3. Election to Membership. Application for membership must be filed with the Board of Directors upon forms prescribed by the Board of Directors. Only persons approved by the Board may become members as classified by the Board of Directors. The Board may delegate the approval of new memberships to the Executive Committee between Board meetings.</p> <p>Section 4. Members in Good Standing. Any regular member or special member who has paid in full all dues levied by the Association shall be a member in good standing. The determination of the Board as to which members of the Association are in good standing shall be conclusive. A voting member must be in good standing to exercise voting rights.</p> <p>Section 5. Chapter Affiliation. Charters for chapter affiliations must meet the requirements established by the Board of Directors and be approved by a majority vote of the Board.</p>	<p>authority to identify those categories of members who shall be eligible to vote, including in association elections, and to serve on association boards and committees. This determination shall be made at the time the category is created and reported annually by the Secretary.</p> <p>b) Non-voting Members. The Board of Directors shall have the authority to identify those categories of members who shall be ineligible to vote, including in association elections, and to serve on association boards and committees. This determination shall be made at the time the category is created and reported annually by the Secretary.</p> <p>Section 2. Members in Good Standing. Any Member who has paid in full all dues levied by the Association shall be considered a member in good standing. The determination of the Board as to which members of the Association are in good standing shall be conclusive.</p> <p>Section 3. Expulsion. A member is subject to expulsion from membership and loss of good standing for cause. “Cause” shall be as determined by the Board of Directors but includes violation of these Bylaws or other rules or policies of the Association; commission of a crime; unethical behavior; and nonpayment of dues, including delinquency in payment of dues. Except for nonpayment or delinquency in payment of dues, a member shall be entitled to advance notice of a proposed expulsion, statement of the grounds therefor, and an opportunity to respond. The expulsion of a member must be approved by vote of the Association Board of Directors.</p>	<ul style="list-style-type: none"> • Removing the requirement that all new members be approved by the Board. This requirement was tied to determining which members had voting rights; determining voting rights has been addressed in a different way. • Identifying the circumstances under which a member may be expelled. Previously, this clause was included in a section on dues. It also did not include provisions for addressing inappropriate conduct, criminal activity, or unethical practice. • The section on regional chapters has been removed. It is addressed elsewhere in the Bylaws.
<p>ARTICLE IV. Membership Meetings, Nominations and Voting</p> <p>Section 1. Annual Meeting. The Annual Meeting of the Membership shall be held during the Association’s National Conference. The membership shall be given at least 30 days’ notice by mail of the time and place of such annual meeting and the Association newsletter or official magazine may be used for this purpose. The notice of the meeting need not specifically state the business to be transacted thereat unless it is a matter, other than the election of directors, of which the vote of members is expressly required by the applicable laws of the Commonwealth of Virginia.</p> <p>Section 2. Special Meetings. Special meetings of the members may be called by the Chair or a majority of the Board of Directors. Furthermore, upon written demand of at least two-thirds of the voting regular members in good standing of the Association, a special meeting shall be called.</p> <p>Notice of any special meeting shall be given as follows:</p> <p>It shall be the duty of the Secretary to cause written notice of any special meeting to be delivered to each voting member, either personally, by email or by mail, at his/her last known address, at least thirty (30) days prior to the date when the meeting shall be held. The notice shall state the special purpose, time and location for which the meeting has been called and the</p>	<p>ARTICLE IV. Membership Meetings, Voting, and Dues</p> <p>Section 1. Annual Meeting. The Annual Meeting of the Membership shall be held during the Association’s National Conference. The membership shall be given at least 30 days’ notice of the time and place of such annual meeting. The notice of the meeting need not specifically state the business to be transacted thereat unless it is a matter of which the vote of members is expressly required by the applicable laws of the Commonwealth of Virginia.</p> <p>Section 2. Special Meetings. Special meetings of the members may be called by the Chair or a majority of the Board of Directors. Furthermore, upon written demand of at least two-thirds of the voting Regular Members in good standing of the Association, a special meeting shall be called.</p> <p>Notice of any special meeting shall be given as follows:</p> <p>It shall be the duty of the Secretary to cause written notice of any special meeting to be delivered to each voting member, either personally, by email or by mail, at his/her last known address, at least thirty (30) days prior to the date when the meeting shall be held. The notice shall state the special purpose, time and location for which the meeting has been called and the business to be transacted at the meeting.</p>	<p>Proposed amendments include:</p> <ul style="list-style-type: none"> • Removal of references to using the association newsletter or magazine to give notice for the Annual Meeting of the Membership; this is now done through other means. • Changing the definition of voting members to align with the definitions established in Article III. • Moving the section on nomination of officers to Article VI, Officers. • Clarifying the language in Section 7 regarding proprietary interest. • Moving the statement on expulsion from this article to Article III, Membership.



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<p>business to be transacted at the meeting.</p> <p>Section 3. Quorum. At any meeting of the members, either annual or special, the voting members present shall constitute a quorum for the transaction of business. The meeting may continue to conduct business until adjournment, even though voting members withdraw from the meeting prior to adjournment.</p> <p>Section 4. Nominations. Except for Officer positions, nominations of qualified candidates for Officer or Director of the Association shall be made by the Nominating Committee. Qualified candidates for Officer positions shall be nominated by the Chair, Chair-Elect, Immediate Past Chair, and Secretary/Treasurer, subject to ratification by the Nominating Committee. There shall be no other method of nomination to any Officer position.</p> <p>Section 5. Voting Members. Each Regular member shall have voting rights, which may be exercised, on a one person, one vote basis, by the individual representatives of that Regular member. Associate, Additional Associate, Academic Faculty, and Student members shall have no voting rights.</p> <p>Section 6. Proxies. When voting by proxy, such proxy must be in writing and signed and dated by the voting member representative to be considered valid. Proxies shall be delivered to and shall be retained by the Secretary of the Association. No proxy shall remain valid for more than three months from the date of execution, unless the proxy specifically provides otherwise. Questions concerning the validity of a proxy will be determined solely by the Board of Directors, whose decision shall be final.</p> <p>Section 7. Proprietary Interest. During the existence of this Association, no member shall own or benefit from any property owned by the Association.</p> <p>Section 8. Dues. The amount of dues owing to the Association and provisions for payment of such dues, shall be subject to annual review by the Board of Directors who shall fix and determine such dues. A member is subject to expulsion from membership and loss of good standing for nonpayment of dues, including delinquency in payment of dues.</p> <p>Section 9. Procedures. All meetings shall be conducted in accordance with the parliamentary procedure of the most recent version of Robert's Rules of Order.</p>	<p>Section 3. Quorum. At any meeting of the members, either annual or special, the voting members present shall constitute a quorum for the transaction of business. The meeting may continue to conduct business until adjournment, even though voting members withdraw from the meeting prior to adjournment.</p> <p>Section 4. Voting Members. Each Member as defined in Article III, Section 1(a), who is in good standing shall be eligible to vote on a one person, one vote basis.</p> <p>Section 5. Proxies. When voting by proxy, such proxy must be in writing and signed and dated by the voting member to be considered valid. Proxies shall be delivered to and shall be retained by the Secretary of the Association. No proxy shall remain valid for more than three months from the date of execution, unless the proxy specifically provides otherwise. Questions concerning the validity of a proxy will be determined solely by the Board of Directors, whose decision shall be final.</p> <p>Section 6. Proprietary Interest. During the existence of this Association, no member shall have an ownership interest in, or benefit from, any property owned by the Association.</p> <p>Section 7. Dues. The amount of dues owing to the Association and provisions for payment of such dues, shall be subject to regular review by the Board of Directors who shall fix and determine such dues.</p> <p>Section 8. Procedures. All meetings shall be conducted in accordance with the parliamentary procedure of the most recent version of Robert's Rules of Order.</p>	
<p>ARTICLE V. Board of Directors</p> <p>Section 1. Number, Election and Term of Office. The Board of Directors shall consist of 21 elected voting members and the President & CEO. Elected Directors shall be elected by the voting membership at each annual meeting as follows: at an annual membership meeting of the members, seven (7) Directors shall be elected to serve a three-year term. No Director shall be eligible to be elected to the Board of Directors for more than two (2) three-year terms or eight (8) years, in total. To be eligible for nomination, election, and service as a member of the Board, a person must be a voting member in good standing of the Association. Election of the</p>	<p>ARTICLE V. Board of Directors</p> <p>Section 1. Voting Directors: Number, Term of Office, and Election.</p> <p>a) Number. The Board of Directors shall consist of the following:</p> <ol style="list-style-type: none"> 1. Twenty-one (21) Directors, each serving three-year staggered terms, elected by the Voting Members 2. The President & CEO, who serves Ex Officio, and 3. The Immediate-Past Chair, who serves Ex Officio. 	<p>Proposed amendments include:</p> <ul style="list-style-type: none"> • The composition of the Board remains the same; however, the section has been organized to make it easier to read. • Limiting terms of service to two, consecutive, three-year terms. The eight-year total term of service limitation has been removed. Situations in which an individual may be elected to fill a vacancy and later elected to a regular, three-year term – thus exceeding six years’ service – are addressed in Section 6.



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<p>Board of Directors shall be from a slate of candidates selected by the nominating committee or nominated by petition in accordance with these Bylaws.</p> <p>a) Each Director shall hold office until the annual membership meeting designated as the end of his/her term, and until his/her successor shall be duly elected and has assumed office.</p> <p>b) To be eligible for election and service as a member of the Board, a person must maintain the same membership as at the time of nomination. Any change in voting membership status by a Director shall be deemed a resignation by that Director from the Board, and shall constitute a vacancy of the Board membership as of the date of change of status. Owner Board Members shall not comprise more than fifty percent (50%) of the voting members of the Board of Directors.</p> <p>c) In recognition of the potential contribution available from past members of the Board of Directors, who are no longer eligible to serve on the Board, the position of Director Emeritus is established. Past members of the Board of Directors shall be eligible for appointment by the Chair as a Director Emeritus and shall serve in that position during the term of the appointing Chair, or until removed by the Chair. Individuals serving as Director Emeritus shall be invited to attend all meetings of the Board of Directors in a non-voting capacity and shall perform such other duties as requested by the Chair.</p> <p>d) In recognition of the potential contribution from individuals by virtue of their knowledge, experience or position, the Ex-Officio Director is established. Individual(s) shall be eligible for appointment by the Chair and shall serve during the term of the appointing Chair, or until removed by the Chair. The Chair may appoint up to five (5) Ex-Officio Directors to serve on the Board at any one time. Ex-Officio Directors serve in a non-voting capacity.</p> <p>Section 2. Regular Meetings. The Board of Directors shall hold at least three (3) regular meetings per year, as follows:</p> <p>a) One meeting shall be held prior to the Annual Meeting of the membership.</p> <p>b) The other meetings shall be held at a time and place selected by the Directors. The Secretary shall cause written notice of a regular meeting to be sent to each Board member, to be delivered in person, electronically or by mail to the last known address of the Board member, no later than forty-five (45) days prior to any regular meeting, which notice shall include the date, time, location, and a proposed agenda for such a meeting.</p> <p>Section 3. Special Meetings. Special meetings of the Board may be called by the Chair, the President & CEO, or at the request of a majority of the Board members. It shall be the duty of the Secretary to cause written,</p>	<p>4. Regular Members employed by Owner organizations shall not comprise more than fifty percent (50%) of the voting members of the Board of Directors.</p> <p>b) Term of Office. No Voting Director may serve more than two, consecutive three-year terms. Each Voting Director shall hold office until the conclusion of the Annual Meeting of the Membership and until his/her successor shall be duly elected and assumed office</p> <p>c) Eligibility and Election. To be eligible for nomination, election, and continued service as a Voting Director, an individual must be a Regular Member in good standing of the Association as defined in Article III, Section 1(a). and Section 3.</p> <p>1. To be eligible for election and continued service as a member of the Board, a candidate must remain a Voting Member of the Association as defined in Article III, Section 1(a) and Section 3. In the event he/she changes membership categories and no longer meets the definitions in Article III, Section 1(a) and Section 3. he/she will be expected to resign from the Board of Directors. This shall constitute a vacancy on the Board as of the date of his/her resignation.</p> <p>2. Election of the Board of Directors shall be from a slate of candidates selected by the Nominating Committee or nominated by petition in accordance with these Bylaws.</p> <p>3. The election of the Board of Directors shall be conducted at the Annual Meeting of the Membership; by written or electronic ballot prior to the Annual Meeting; or by such other reasonable method, as determined by the Board of Directors.</p> <p>Section 2. Director Emeritus and Ex Officio Directors</p> <p>a) Director Emeritus. The position of Director Emeritus is created to recognize the experience and expertise available from former Directors, who are no longer eligible to serve on the Board. The Chair may appoint up to two former, Voting Directors to serve for one year as Directors Emeritus.</p> <p>b) Ex Officio Directors. The position of Ex Officio Director is established to recognize the knowledge, experience, and expertise available from individuals by virtue of their positions or roles across the industry or profession. The Chair may appoint up to five (5) individuals to serve on the Board for one year as Ex Officio Directors.</p> <p>c) Roles and Responsibilities.</p> <ul style="list-style-type: none"> Individuals appointed to either role serve for one year; 	<ul style="list-style-type: none"> Aligning the language defining eligibility to serve on the Board with that in Article III. Revising language defining the role of Ex Officio Directors and Director Emeritus to make roles, responsibilities, and limitations more clear. Changing the written notice requirement for Board meetings from 45 to 30 days. Simplifying the process for filling a vacancy among the Voting Directors. Moving the definition of the Chair’s responsibilities to Article VI, Officers.
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<p>electronic, telegraphic, facsimile or telephonic notice applicable of any special meeting of the Board, which notice is to be delivered to each Board member at least five (5) days in advance of the meeting providing the date, time, and location as well as the nature of the business to be conducted.</p> <p>Section 4. Quorum. At any meeting of the Board of Directors, a quorum for the transaction of business shall consist of a majority of Directors, but if at any meeting of the Board there be less than a quorum present, a majority of those present may adjourn the meeting from time to time without being bound by the notice provisions of this Article until a quorum shall attend. All decisions and elections of the Directors shall be by majority vote of those present, unless otherwise provided by these Bylaws. Each member of the Board who is present has one (1) vote. No proxies are allowed. The Chair will only vote on those issues where his/her vote breaks a tie or otherwise affects the outcome.</p> <p>Section 5. Attendance. Any Board Member who fails to attend two of the three mandated regular Board meetings shall be removed without Board action from the Board, unless excused for due cause by the Chair.</p> <p>Section 6. Vacancy. In the case of any vacancy in the Board of Directors through death, resignation, ineligibility, disqualification or other cause, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office until the next annual meeting at which time the members shall elect a successor to fill the unexpired portion of the original term.</p> <p>Section 7. Removal. If, by a vote of two-thirds of the Board of Directors, due cause is found for the removal of a Director, such Director shall be advised in writing by the Chair of the basis for such decision; however, such Director shall have full right of appeal to the Board at its next regular meeting. The Director must give written notice to the Chair within fourteen (14) days, after receipt of notice from the Chair of removal of the Director, of his intention to appeal and (if required notice of appeal is given) shall retain his rights and duties as Director until his appeal has been acted upon and his removal sustained by two-thirds of the Board of Directors present and voting at the time of the appeal. The subject Director shall not be eligible to vote or to be present when the vote is taken on his removal.</p> <p>Section 8. Authority of the Board. The Board of Directors is the governing body of the Association. The Board has authority to make rules and formulate policies of the Association. The actions of the Board shall be published and made available to all members of the Association.</p> <p>Section 9. Chairperson. The Chair of the Association shall serve as Chairperson of the Board of Directors.</p> <p>Section 10. Annual Report. The Board of Directors, through the Chair, shall render an annual report at each annual meeting of the membership.</p>	<p>their terms are concurrent with that of the Chair who appointed them, or until removed by the Chair.</p> <ul style="list-style-type: none"> • These individuals are invited to attend all meetings of the Board of Directors and may be assigned other duties and the request of the Chair. • Individuals appointed to the Board in either role serve without a vote and in a non-fiduciary capacity. • Individuals appointed to the Board in this capacity are not counted for the purposes of establishing a quorum. <p>Section 3. Regular Meetings. The Board of Directors shall hold at least three (3) regular meetings per year, as follows:</p> <ul style="list-style-type: none"> c) One meeting shall be held prior to the Annual Meeting of the Membership. d) The other meetings shall be held at a time and place selected by the Directors. The Secretary shall cause written notice of a regular meeting to be sent to each Board member, to be delivered in person, electronically or by mail to the last known address of the Director, no later than thirty (30) days prior to any regular meeting, which notice shall include the date, time, location, and a proposed agenda for such a meeting. <p>Section 4. Special Meetings. Special meetings of the Board may be called by the Chair, the President & CEO, or at the request of a majority of the Directors. It shall be the duty of the Secretary to cause written, electronic, telegraphic, facsimile or telephonic notice applicable of any special meeting of the Board, which notice is to be delivered to each Board member at least five (5) days in advance of the meeting providing the date, time, and location as well as the nature of the business to be conducted.</p> <p>Section 5. Quorum. At any meeting of the Board of Directors, a quorum for the transaction of business shall consist of a majority of Voting Directors, but if at any meeting of the Board there be less than a quorum present, a majority of those present may adjourn the meeting from time to time without being bound by the notice provisions of this Article until a quorum shall attend. The meeting may continue to conduct business until adjournment, even though voting members withdraw from the meeting prior to adjournment. All decisions and elections of the Directors shall be by majority vote of those present, unless otherwise provided by these Bylaws. Each member of the Board who is present has one (1) vote. No proxies are allowed.</p> <p>Section 6. Attendance. Any Voting Director who fails to attend two of the three mandated regular Board meetings shall be removed without Board action from the Board, unless excused for due cause by the Chair.</p>	
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	<p>Section 7. Vacancy. In the case of any vacancy among the Voting Directors through death, resignation, ineligibility, disqualification or other cause, the seat shall remain vacant until the Regular Members of the Association elect a successor to fill the unexpired portion of the original term. Any person elected to the Board of Directors to fill the balance of an unexpired term shall be eligible for election for a regular term and may serve up to two, three-year terms.</p> <p>Section 8. Removal. If, by a vote of two-thirds of the Board of Directors, due cause is found for the removal of a Voting Director, such Voting Director shall be advised in writing by the Chair of the basis for such decision; however, such Voting Director shall have full right of appeal to the Board at its next regular meeting. The Voting Director must give written notice to the Chair within fourteen (14) days, after receipt of notice from the Chair of removal of the Voting Director, of his/her intention to appeal and (if required notice of appeal is given) shall retain his rights and duties as Voting Director until his appeal has been acted upon and his removal sustained by two-thirds of the Board of Directors present and voting at the time of the appeal. The subject Voting Director shall not be eligible to vote or to be present when the vote is taken on his/her removal.</p> <p>Section 9. Authority of the Board. The Board of Directors is the governing body of the Association. The Board has authority to make rules and formulate policies of the Association. The actions of the Board shall be published and made available to all members of the Association.</p> <p>Section 10. Annual Report. The Board of Directors, through the Chair, shall render an annual report at each Annual Meeting of the Membership.</p>	
<p>ARTICLE VI. Executive Committee</p> <p>Section 1. Members. The Executive Committee shall consist of the elected officers of the Association, the immediate past Chair (ex officio) and the President & CEO.</p> <p>Section 2. Authority. The Executive Committee shall possess and may exercise all the powers of the Board of Directors between meetings of the Board, except for any powers expressly withheld by the Board. In general, the Executive Committee is responsible for the oversight of the affairs of the Association. The actions of the Executive Committee shall at all times be consistent with the budget, programs and policies of the Board of Directors to which it shall report its actions.</p> <p>Section 3. Meetings and Voting. The Executive Committee meets at the call of the Chair. Each member of the Executive Committee (except the President & CEO) who is present is entitled to one vote, and proxy votes shall not be allowed. The Chair shall only vote on those issues where such vote breaks a tie or otherwise affects the outcome.</p>	<p>ARTICLE VI. Officers</p> <p>Section 1. Elected Officers. The officers shall be as follows:</p> <p>a) Chair. The Chair shall be the chief elected officer of the Association and shall preside at all meetings of the Board of Directors, Executive Committee and membership of the Association.</p> <p>The Chair shall perform and discharge the duties as the Board of Directors from time to time may prescribe. The Chair shall be an ex-officio member of all committees except the Nominating Committee. It shall be the duty of the Chair to appoint all committees.</p> <p>The Chair shall have served a minimum of one year on the Executive Committee prior to beginning her/his term as Chair.</p> <p>b) Chair-elect. The Chair is first elected as Chair-elect and serves in that capacity until the next Annual Meeting, at which Meeting he/she will automatically become Chair and serve until the next Annual Meeting of the Membership. The Chair-elect shall perform the duties of the Chair in the absence or incapacity of the Chair; and shall also perform such other duties as may from time to time be assigned by the Board</p>	<p>Proposed amendments include:</p> <ul style="list-style-type: none"> • Changing the order of Articles VI and VII so that the article defining the roles and responsibilities of the officers appears before the article defining the Executive Committee. • Proposed amendments to the [NEW] Article VI. Officers include: <ul style="list-style-type: none"> ○ Changing the named officers <ul style="list-style-type: none"> ▪ From: Chair, Chair-elect, Secretary/Treasurer, Vice Chairs (4) [Total = 7] ▪ To: Chair, Chair-elect, Vice Chairs (2), Secretary, and Treasurer [Total = 6] <p>It is designed to make the number of officers, relative to the size of the board, smaller and to place more responsibility and accountability in the committee chairs.</p> <p>This change is accompanied by new language in Article VIII, Committees and Task Forces, that requires all committees to be chaired by Directors, except where noted.</p>

	<p>of Directors.</p> <p>c) Vice Chairs. There may be no more than two Vice Chairs. Each Vice Chair shall perform and discharge such other powers and duties as the Chair or the Board of Directors from time to time may prescribe, including serving as Committee Chairs.</p> <p>d) Secretary. The Secretary shall confirm that accurate and complete minutes of Board of Directors and Executive Committee meetings are prepared; and perform such other duties as may from time to time be assigned by the Board of Directors or Executive Committee or by these Bylaws.</p> <p>e) Treasurer. The Treasurer shall oversee preparation of the annual budget for the Board of Directors’ approval; impel completion of any annual audit or review mandated by the Board of Directors; assist in the preparation of financial and investment reports to the Board of Directors, Executive Committee, and membership; report on the Association’s financial condition to the Board of Directors and Executive Committee and to the Annual Meeting of the Membership; advise the Board of Directors and the Executive Committee with respect to financial matters.</p> <p>Section 3. Term of Office. Each officer shall hold office for one year beginning and ending with the conclusion of the Annual Meeting of the Membership or until a successor shall be duly elected and has assumed office.</p> <p>a) All officer terms must be served concurrently with the term of service on the Board of Directors.</p> <p>b) In the event a director is elected to serve as Chair-elect at such time that his/her term as Immediate-Past Chair shall run concurrently with a term as a voting Director, he/she shall be considered to have resigned his/her position as a Director effective with the conclusion of his/her term of office as Chair. In this case, the vacancy created by such <i>de facto</i> resignation shall be filled in accordance with these Bylaws. The term of the individual elected to fulfill the balance of the <i>de facto</i> unexpired term shall begin with the conclusion of the Annual Meeting of the Membership at which his/her term as Immediate-Past Chair begins.</p> <p>Section 4. Eligibility. To be eligible for election as an officer, individuals must be current voting directors and have served at least one full year on the Board of Directors prior to nomination.</p> <p>Section 5. Nominations. A slate of qualified candidates for open Officer positions shall be nominated by the Nominating Committee.</p> <p>Section 6. Election. The officers shall be elected by the Voting Members . The election of officers shall be conducted in conjunction with, and according to the manner of, the election of the Board of Directors.</p>	<ul style="list-style-type: none"> ○ Changing the eligibility requirement for election to the role of Chair from two years on the Executive Committee to one. This expands the number of individuals eligible to serve in this role. ○ Splitting the responsibilities of the Secretary and Treasurer between two individuals. This is accompanied by additional responsibilities for the Secretary (see Articles III, IV, V, VIII). ○ Clarifying the requirement that terms of office as an officer must be concurrent with a term as a Director. ○ Moving responsibility for identifying a slate of candidates for officer roles to the Nominating Committee. <p>See below for proposed amendments to the article on the Executive Committee.</p>
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	<p>Section 7. Unexpected Vacancy. An unexpected vacancy occurring in any position other than that of Chair-Elect, shall be filled by a replacement appointed by the Chair for the balance of the term. The Chair shall appoint a replacement from the present Board of Directors within thirty (30) days of the occurrence of the vacancy. The appointment shall be subject to the approval and confirmation of the Board of Directors either by mail ballot or direct vote at the next regular or special Board meeting.</p> <p>In the event of a vacancy in the position of Chair-Elect, the Nominating Committee (see Article VIII) shall recommend to the Chair the appointment of an eligible replacement who will be approved by a majority vote of the Board of Directors and serve as Chair-Elect until the next Annual Meeting, at which time the appointment shall be subject to election by a vote of the membership prior to assuming the office of Chair.</p>	
<p>Article VII Officers</p> <p>Section 1. Elective Officers. The elective officers shall be the Chair, Chair-elect, four (4) Vice-Chairs, and a Secretary/Treasurer, to be elected annually from the Board of Directors.</p> <p>Section 2. Election. The officers shall be elected by the voting members at the annual meeting of the members. Election of the Officers shall be from a slate of candidates selected by the Chair, Chair-Elect, Immediate Past Chair, and Secretary/Treasurer, and ratified by the Nominating Committee.</p> <p>Section 3. Term of Office. Each officer shall hold office until the annual meeting of members designated as the end of his/her term, and until a successor shall be duly elected and has assumed office.</p> <p>Section 4. Vacancy. A vacancy occurring in the Executive Committee, in any position other than that of Chair-Elect, shall be filled by a replacement selected by the Chair for the balance of the term. The Chair shall select a replacement from the present Board of Directors within thirty (30) days of the occurrence of the vacancy. The appointment shall be subject to the approval and confirmation of the Board of Directors either by mail ballot or direct vote at the next regular or special Board meeting.</p> <p>In the event of a vacancy in the position of Chair-Elect, the Nominating Committee shall recommend to the Chair the appointment of an eligible replacement who will be approved by a majority vote of the Board of Directors and serve as Chair-Elect until the next Annual Meeting, at which time the appointment shall be subject to election by a vote of the membership prior to assuming the office of Chair.</p> <p>Section 5. Chair. The Chair shall be the chief elected officer of the Association and shall preside at all meetings of the Board of Directors, Executive Committee and membership of the Association.</p> <p>The Chair shall perform, and discharge the duties as the Board of Directors from time to time may prescribe. The Chair shall be an ex-officio member</p>	<p>ARTICLE VII. Executive Committee</p> <p>Section 1. Members. The Executive Committee shall consist of the elected officers of the Association, the Immediate-Past Chair (ex officio), and the President and CEO (ex officio).</p> <p>Section 2. Authority. The Executive Committee shall possess and may exercise all the powers of the Board of Directors between meetings of the Board, except for any powers expressly withheld by the Board. The actions of the Executive Committee shall always be consistent with the budget, programs and policies of the Board of Directors to which it shall report its actions.</p> <p>Section 3. Meetings and Voting. The Executive Committee meets at the call of the Chair. Each member of the Executive Committee (except the Immediate-Past Chair and the President & CEO) who is present is entitled to one vote, and proxy votes shall not be allowed.</p>	<p>Proposed amendments include:</p> <ul style="list-style-type: none"> • Changing the order of Articles VI and VII so that the article defining the roles and responsibilities of the officers appears before the article defining the Executive Committee. • Proposed amendments also clarify who may vote during Executive Committee deliberations. • It will be necessary to add a rule to the Rules of the Board that addresses what to do in the event an Executive Committee vote results in a tie. <p>See above for proposed amendments to the article on officers.</p>



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<p>of all committees except the nominating committee. It shall be the duty of the Chair to appoint all committees. The Chair shall have served a minimum of two years on the Executive Committee prior to his/her taking office at the Annual Meeting. The Chair will be elected as Chair-elect and serve in that capacity until the next Annual Meeting, at which Meeting he/she will automatically become Chair and serve until the next Annual Meeting of the membership. If necessary, the Chair’s term as a member of the Board shall be automatically extended to complete his/her term of office.</p> <p>Section 6. Vice Chairs. A Vice Chair shall perform the duties of the office of the Chair in the absence or incapacity of the Chair by vote of the Executive Committee, such vote to be subject to ratification at the next meeting of the Board of Directors. Each Vice Chair shall perform and discharge such other powers and duties as the Chair or the Board of Directors from time to time may prescribe.</p> <p>Section 7. Secretary/Treasurer. The Secretary/Treasurer shall oversee preparation of the annual budget for the Board of Directors’ approval; impel completion of any annual audit or review mandated by the Board of Directors; assist in the preparation of financial and investment reports to the Board of Directors, Executive Committee, and membership; report on the Association’s financial condition to the Board of Directors and Executive Committee and to the Annual Meeting of the Membership; advise the Board of Directors and the Executive Committee with respect to financial matters; confirm that accurate and complete minutes of Board of Directors and Executive Committee meetings are prepared; and perform such other duties as may from time to time be assigned by the Board of Directors or Executive Committee.</p> <p>Section 8. Qualifications. An officer, other than the Chair, must have served at least one full year on the Board of Directors prior to election; and must be a member of the Board of Directors concurrent with the term of office as an officer.</p>		
<p>ARTICLE VIII. Staff</p> <p>Section 1. President & CEO. The Board of Directors may employ or retain a chief staff executive, which person shall be entitled President & CEO, and whose terms and conditions of employment shall be specified by the Board of Directors. The President & CEO shall serve on the Board and Executive Committee as a non-voting member.</p> <p>Section 2. Responsibility. The President & CEO shall be responsible for all management, day-to- day administrative and managerial functions of the Association and shall employ or retain, direct and supervise all activities of other Association staff personnel whom the Board of Directors may determine are necessary for the proper operation of the Association office. All actions of the President & CEO shall be consistent with the budget, programs and policies of the Board of Directors. The President & CEO shall report to and be responsible to the Board of Directors and the Executive Committee.</p>		<p>Proposed amendments include moving the article defining staff later in the document; it would become Article IX.</p>

<p>ARTICLE IX. Committees</p> <p>Section 1. Standing Committees. It shall be the duty of the Chair to appoint chairs for the following standing committees of the Association and any other standing committees established by the Board of Directors:</p> <ul style="list-style-type: none"> a) Ethical Practices Committee, whose duty shall be to develop and maintain a practical code of ethical standards for construction management and work to encourage acceptance and conformance with standards. b) Professional Development Committee, whose duty shall be to provide continuing and/or periodic forums for the exchange of experience, information, and ideas among members. Additionally, the committee shall be responsible for identifying needs and providing ongoing educational programs to keep members informed on issues relating to the management of the construction process. c) Audit Committee whose duty shall be to confirm the Association’s finances are in order through the careful analysis of an independent annual audit. Additionally, the committee shall be responsible for reviewing the adequacy of internal controls and Board governance procedures. d) Rules and Resolutions Committee shall be an ad hoc committee, with a standing chair, whose duties shall include the following: <ul style="list-style-type: none"> 1. To review, edit and interpret the Bylaws and to report to the Executive Committee and the Board on all proposed revisions and interpretations of the Bylaws for action thereon. 2. To develop recommendations and draft amendments for Executive Committee and Board consideration relating to Bylaws, policies or procedures. 3. To prepare rules and procedures to govern the ordinary business operations of the Association and to implement the general authority of the Board. Such rules and procedures shall be effective when approved by the Executive Committee and the Board and shall be published as separate documents supplementing the Association's Bylaws. 4. To study and make recommendations on all resolutions. The Committee shall review all proposed resolutions submitted to it and shall draft and submit such resolutions in writing to the membership at least thirty (30) days prior to the annual meeting; such notification is to carry reasoning, justifying said resolution. e) Standards of Practice Committee whose duty shall be to review the need for publications and to provide a review of the contract documents, Standards of Practice, procedure manuals and 	<p>ARTICLE VIII. Committees and Task Forces</p> <p>Section 1. Standing Committees. It shall be the duty of the Chair to appoint chairs and membership to the following standing committees of the Association. The Chair of any standing committee, except where noted, must also be a current Director or Officer. The standing committees are:</p> <ul style="list-style-type: none"> f) Audit Committee whose duty shall be to confirm the Association’s finances are in order through the careful analysis of an independent annual audit. Additionally, the committee shall be responsible for reviewing the adequacy of internal controls and Board governance procedures. This committee is chaired by the Treasurer and includes at least one person who is not a member of CMAA. g) Nominating Committee whose duty shall be to identify candidates for Directors and Officers. <ul style="list-style-type: none"> 1. Membership. The committee shall consist of seven voting members including the Immediate-Past Chair of the Board of Directors; the Chair-elect of the Board of Directors; one additional Director whose term of office does not expire during the coming year; and four Regular Members of the Association selected in a manner which provides demographic balance to the committee. The Immediate-Past Chair shall chair the committee. 2. Timing. The Nominating Committee shall be appointed within ninety (90) days of the conclusion of the Annual Meeting of the Membership. The committee shall confer prior to the next Annual Meeting of the Membership to nominate candidates for officers and directors of the Association and provide public notice of all nominated candidates, including those qualified candidates duly nominated by voting members through petition, at least thirty (30) days prior to the Annual Meeting. h) Rules and Resolutions Committee whose duties shall include the following: <ul style="list-style-type: none"> 1. To review, edit and interpret the Bylaws and to report to the Executive Committee and the Board on all proposed revisions and interpretations of the Bylaws for action thereon. 2. To develop recommendations and draft amendments for Executive Committee and Board consideration relating to Bylaws, policies or procedures. 3. To prepare rules and procedures to govern the ordinary business operations of the Association and to implement the general authority of the Board. Such rules and procedures shall be effective when approved by the Executive Committee and the Board and shall be published as separate documents 	<p>Proposed amendments include:</p> <ul style="list-style-type: none"> • This would become Article VIII and follow the article defining the Executive Committee. • Proposed amendments to the article on Committees and Task Forces include: <ul style="list-style-type: none"> ○ Limiting the named, standing committees of the board to those necessary for governance of the association. ○ All other committees would be created by Board resolution (see Section 3 of this article). ○ Eliminating the Credentials Committee. The function of the committee has been superseded by the use of electronic voting. ○ All committees, except where noted, would be chaired by Directors. ○ Committees, in consultation with the Chair, would be able to create subcommittees, if needed. ○ All committees would have charges or specific assignments. ○ All committees would be expected to report at each Board meeting. ○ All task forces would automatically dissolve at the Annual Meeting of the Membership.
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<p>publications issued by the Association. It shall be the duty of the Committee to implement preparation of contract documents, standards, manuals and publications as the Board may direct.</p> <p>Section 2. Task Forces. The Board may create Task Forces to which the Chair will appoint members for the purpose of promoting and encouraging the growth and development of Construction Management as a professional service. Task Forces shall be of limited duration.</p> <p>Section 3. Additional Committees. In addition to the standing committees and technical committees, special committees may be established, and appointments made by the Chair, subject to the approval of the Board. Special committees shall be of limited duration.</p> <p>a) Credentials Committee. The Chair shall appoint a Credentials Committee which shall consist of three (3) active members who shall meet at the call of the Chairperson and will certify accredited votes.</p> <p>Nominating Committee. The Chair shall appoint a Nominating Committee within ninety (90) days of the previous Annual Meeting, which shall consist of the immediate past chair and seven (7) voting members. Three (3) of the voting members shall be current members of the Board of Directors whose terms of office do not expire during the coming year, of which one will be the Chair -Elect. The other four (4) voting members are to be from the Association’s voting membership and shall be selected in a manner which provides geographical balance to the committee. The immediate past chair shall chair the committee and may vote only to break a tie. The committee shall confer prior to the annual meeting to nominate candidates for offices and directors of the Association. The committee shall provide public notice of all nominated candidates, including those qualified candidates duly nominated by voting members through petition, at least thirty (30) days prior to the Annual Meeting.</p>	<p>supplementing the Association's Bylaws.</p> <p>4. To study and make recommendations on all resolutions. The Committee shall review all proposed resolutions submitted to it and shall draft and submit such resolutions in writing to the membership at least thirty (30) days prior to the annual meeting; such notification is to carry reasoning, justifying said resolution.</p> <p>5. This committee is chaired by the Secretary.</p> <p>Section 3. Additional Committees. The Board may create additional committees to address specific topics or matters of policy for the Association. All committees established under the terms of this section must be chaired by a current, Voting Director. The membership of any additional committee shall be determined by the Chair. All additional committees shall have a charge or mission and a timeline defined by the Chair in consultation with the Board.</p> <p>Section 4. Task Forces. The Board may create Task Forces to which the Chair will appoint members for a specific purpose or task. The term of service for all task forces ends at the conclusion of the Annual Meeting of the Membership, unless expressly extended by the Chair.</p> <p>Section 5. Rules for Committees and Task Forces. Each committee or task force shall adopt rules for its own governance, consistent with these Bylaws and with the policies adopted by the Board of Directors.</p> <p>Section 6. Subcommittees. Any committee of the Board – standing or otherwise – may establish subcommittees as needed with the approval of the Chair of the Board. Membership of subcommittees, once approved, shall be determined by the Committee Chair in consultation with the Chair of the Board.</p> <p>Section 7. Reports. All committees and task forces are required to report their progress and activities at each meeting of the Board of Directors.</p>	
	<p>ARTICLE IX. Staff</p> <p>Section 1. President and CEO. The Board of Directors may employ or retain a chief staff executive, which person shall be entitled President and CEO, and whose terms and conditions of employment shall be specified by the Board of Directors. The President and CEO shall serve on the Board and Executive Committee as a non-voting member.</p> <p>Section 2. Responsibility. The President and CEO shall be responsible for all management, day-to- day administrative and managerial functions of the Association and shall employ or retain, direct and supervise all activities of other Association staff personnel whom the Board of Directors may determine are necessary for the proper operation of the Association office. All actions of the President & CEO shall be consistent with the budget, programs and policies of the Board of Directors. The President & CEO shall</p>	<p>Proposed amendments include:</p> <ul style="list-style-type: none"> • Moving this article to follow those defining the Board of Directors, Officers, Executive Committee, and Committees.



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	<p>report to and be responsible to the Board of Directors and the Executive Committee.</p>	
<p>ARTICLE X. Construction Management Association of America College of Fellows, “The Fellows”</p> <p>Section 1. In recognition of those individuals who are industry leaders and who have made significant contributions to their profession, the industry and the Association, the College of Fellows is established. The Fellow designation is one of the highest honors that CMAA can bestow on an individual.</p> <p>The goal of the College of Fellows is threefold:</p> <ol style="list-style-type: none"> a) to represent a diverse community of thought leaders that lend their knowledge and insight to the strategic issues facing the industry and the CM profession, b) to identify and assist in the development of future leaders; and c) to take an active role in CMAA. <p>Section 2. Nominating Procedures. Nominations for Fellow designation may be made by a CMAA member directly to the Fellows Nominating Committee. The Fellows Nominating Committee shall consist of three (3) members of the College of Fellows, and three (3) members of the Board of Directors of CMAA</p> <ol style="list-style-type: none"> a) The Chair of CMAA will serve as one member of the committee and he shall appoint two members from the Board of Directors. The three members from the College of Fellows will be selected by the Fellows and shall have been a member of the College of Fellows for more than one year. No members of the Fellows Nominating Committee shall serve on two consecutive committees. b) The Fellows Nominating Committee shall meet, in person or by conference call, at least sixty days before the Annual Membership Meeting to determine nominations to the College of Fellows. The Chair of CMAA shall present the recommendations of the Fellows Nominating Committee to the Board of Directors for approval. <p>Section 3. Operating Guidelines. The College of Fellows will meet annually at the CMAA National Conference to discuss issues of strategic importance to the future growth and livelihood of CMAA, CMCI and the Foundation. Activities that the Fellows desire to undertake during the year will be defined during this meeting and will be pursued, as appropriate, during the year. The CMAA Staff will provide any necessary support.</p> <p>The Fellows shall operate consistent with these by-laws and goals of the CMAA.</p>	<p>ARTICLE X. Construction Management Association of America College of Fellows, “The Fellows”</p> <p>Section 1. Role and Purpose. In recognition of those individuals who are industry leaders and who have made significant contributions to their profession, the industry and the Association, the College of Fellows is established. The Fellow designation is one of the highest honors that CMAA can bestow on an individual.</p> <p>The goals of the College of Fellows are:</p> <ol style="list-style-type: none"> a) To represent a diverse community of thought leaders that lend their knowledge and insight to the strategic issues facing the industry and the CM profession, b) To identify and assist in the development of future leaders; c) To take an active role in CMAA; and d) To discuss issues of strategic importance to the future growth of the profession and provide advice and counsel to the CMAA Board of Directors. Initiatives or objectives recommended by the Fellows may be pursued, as appropriate, by the Association. Additionally, in collaboration with or at the request of the CMAA Board of Directors, or CMAA Staff, the College of Fellows may pursue initiatives that advance the interest of the Association and the profession. <p>Section 2. Nominating Procedures. Nominations for Fellow designation may be made by a CMAA member directly to the Fellows Nominating Committee. The Fellows Nominating Committee shall consist of three (3) members of the College of Fellows, and three (3) members of the CMAA Board of Directors.</p> <ol style="list-style-type: none"> a) The Chair of the CMAA Board of Directors will serve as one member of the committee and he/she shall appoint two additional members from among the Voting Directors. The three members from the College of Fellows will be selected by the Fellows and shall have been a member of the College of Fellows for more than one year. No members of the Fellows Nominating Committee shall serve on two consecutive committees. b) The Fellows Nominating Committee shall meet, in person or by conference call, at least sixty days before the Annual Membership Meeting to determine nominations to the College of Fellows. The Chair of CMAA shall present the recommendations of the Fellows Nominating Committee to the Board of Directors for approval. <p>Section 3. Rules for the CMAA College of Fellows. The Fellows shall operate consistent with these Bylaws, the goals of CMAA, and policies adopted by the CMAA Board of Directors.</p>	<p>Proposed amendments include:</p> <ul style="list-style-type: none"> • Reorganizing the article to follow the format of other articles that have similar sections (e.g., Article VI, Officers). • Combining the operating guidelines (2016 Section 3) with the goals of the College (Amended Section 1) and stating all four items as goals. • Removing operational requirements for meeting times or dates; gives the College flexibility to set its own schedule.



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<p>ARTICLE XI. Construction Management Association of America Foundation Inc., The "Foundation"</p> <p>The Association shall operate the non-profit Foundation as a Virginia Non-stock Corporation. The CMAA Foundation Bylaws and membership of the Foundation Board of Directors shall be subject to the approval of the Board of Directors of the Association.</p>	<p>ARTICLE XI. Construction Management Association of America Foundation Inc., The "Foundation"</p> <p>The Association shall operate the non-profit Foundation as a Virginia Non-stock Corporation. The CMAA Foundation Bylaws shall be subject to the approval of the Board of Directors of the Association.</p>	<p>No changes proposed.</p>
<p>ARTICLE XII. Program of Certification and Construction Manager Certification Institute, Inc. (CMCI)</p> <p>The Association shall oversee the Construction Manager Certification Institute, Inc. a wholly owned subsidiary for the purpose of governing and administering the program of certification. The CMCI Bylaws and membership to the CMCI Board of Governors are subject to the approval of the Board of Directors of the Association.</p>	<p>ARTICLE XII. Certification and Construction Manager Certification Institute, Inc. (CMCI)</p> <p>The Association shall oversee the Construction Manager Certification Institute, Inc. a wholly owned subsidiary for the purpose of governing and administering the program of certification. The CMCI Bylaws and membership to the CMCI Board of Governors are subject to the approval of the Board of Directors of the Association.</p>	<p>No changes proposed.</p>
<p>ARTICLE XIII. Chapters</p> <p>The Association shall establish chapters by annual regional chapter charter as approved by the Board of Directors of the Association. All chapters shall operate in accordance with Standard Regional Chapter Bylaws as approved by the Board of Directors of the Association.</p>	<p>ARTICLE XIII. Chapters</p> <p>Section 1. The Association shall establish chapters by annual regional chapter charter as approved by the Board of Directors of the Association. All chapters shall operate in accordance with Standard Regional Chapter Bylaws as approved by the Board of Directors of the Association.</p> <p>Section 2. Chapter Affiliation. Charters for chapter affiliations must meet the requirements established by the Board of Directors and be approved by a majority vote of the Board.</p>	<p>Language on Chapter charters moved from Article III to Article XIII.</p>
<p>ARTICLE XIV. Finances</p> <p>Section 1. Fiscal Period. The fiscal period of the Association shall be January 1 through December 31.</p> <p>Section 2. Bonding. The Association may furnish trust and/or surety bonds on all staff persons and officers who are involved in the Association's financial activities. The need and amount of such bonds shall be determined by the Board.</p> <p>Section 3. Annual Budget. The Annual Budget prepared by the Secretary/Treasurer shall be adopted by the Board of Directors no later than the first meeting of the Board of Directors after the start of the next operating period. A copy of the Budget shall be available to any member in good standing upon request. When income exceeds annual expenses, the balance shall be carried over to reserves. During the year, requests for expenditures not a part of the Annual Budget must be submitted to the Board for approval, provided that such expenditures do not exceed funds necessary for the continued operation of the Association.</p> <p>Section 4. Audit. The accounts of the Association shall be subject to an audit review not less than annually by a certified public accountant who shall be appointed by the Audit Committee. The certified public accountant shall provide a written audit report to the Board of Directors. An audit of the accounts of the Association may be required by a majority vote of the Board</p>	<p>ARTICLE XIV. Finances</p> <p>Section 1. Fiscal Period. The fiscal period of the Association shall be January 1 through December 31.</p> <p>Section 2. Bonding. The Association may furnish trust and/or surety bonds on all staff persons and officers who are involved in the Association's financial activities. The need and amount of such bonds shall be determined by the Board.</p> <p>Section 3. Annual Budget. The Annual Budget prepared by the Treasurer shall be adopted by the Board of Directors no later than the first meeting of the Board of Directors after the start of the next operating period. A copy of the Budget shall be available to any member in good standing upon request. When income exceeds annual expenses, the balance shall be carried over to reserves. During the year, requests for expenditures not a part of the Annual Budget must be submitted to the Board for approval, provided that such expenditures do not exceed funds necessary for the continued operation of the Association.</p> <p>Section 4. Audit. The accounts of the Association shall be subject to an audit review not less than annually by a certified public accountant who shall be appointed by the Audit Committee. The certified public accountant shall provide a written audit report to the Board of Directors. An audit of the</p>	<p>No changes proposed.</p>



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<p>of Directors.</p>	<p>accounts of the Association may be required by a majority vote of the Board of Directors.</p>	
<p>ARTICLE XV. Resolutions Resolutions reflecting the position of the Association may be proposed by the Executive Committee, Board of Directors, a Chapter, or by any twenty members in good standing, to the Rules and Resolutions Committee at least sixty (60) days prior to the Annual Meeting. Resolutions may also be proposed for consideration at the Annual Meeting by a two-thirds vote of the voting members present and voting.</p>	<p>ARTICLE XV. Resolutions Resolutions reflecting the position of the Association may be proposed by the Executive Committee, Board of Directors, a Chapter, or by any twenty members in good standing, to the Rules and Resolutions Committee at least sixty (60) days prior to the Annual Meeting. Resolutions may also be proposed for consideration at the Annual Meeting of the Membership by a two-thirds vote of the voting members present and voting.</p>	<p>No changes proposed.</p>
<p>ARTICLE XVI. Methods Any notice, communication, and action to be taken under these Bylaws may be delivered, taken, or otherwise effected by any means, electronic or otherwise, as approved by the Board of Directors and consistent with applicable law.</p>	<p>ARTICLE XVI. Methods Any notice, communication, and action to be taken under these Bylaws may be delivered, taken, or otherwise effected by any means, electronic or otherwise, as approved by the Board of Directors and consistent with applicable law.</p>	<p>No changes proposed.</p>
<p>ARTICLE XVII. Amendments Section 1. Amendments. Amendments to the Bylaws may be proposed by any voting member in good standing to the Rules and Resolutions Committee at least sixty (60) days prior to the Annual Meeting of the Association. The Rules and Resolutions Committee shall study and draft such proposed amendments in proper language for submission to the membership. Section 2. Notification. Notice of any proposed amendments to the bylaws must be sent in writing to the membership at least thirty (30) days in advance of the Annual Meeting. The notice shall include the proposed amendment and reasons therefore, together with the recommendations of the Rules and Resolutions Committee. An affirmative vote of two-thirds of the voting members present and voting is necessary to amend the Bylaws.</p>	<p>ARTICLE XVII. Amendments Section 1. Amendments. Amendments to the Bylaws may be proposed by any voting member in good standing to the Rules and Resolutions Committee at least sixty (60) days prior to the Annual Meeting of the Association. The Rules and Resolutions Committee shall study and draft such proposed amendments in proper language for submission to the membership. Section 2. Notification. Notice of any proposed amendments to the bylaws must be sent in writing to the membership at least thirty (30) days in advance. The notice shall include the proposed amendment and reasons therefore, together with the recommendations of the Rules and Resolutions Committee. An affirmative vote of two-thirds of ballots cast by the voting members is necessary to amend the Bylaws. The vote shall be conducted at the Annual Meeting of the Membership; at any time by written or electronic ballot; or by such other reasonable method, as determined by the Board of Directors.</p>	<p>Proposed amendments in Section 2 refer to using electronic voting in advance of the convening of the Annual Meeting of the Membership. This is the current practice for CMAA.</p>
<p>ARTICLE XVIII. Indemnification Section 1. Each person who has been, now is, or hereafter shall be a director, officer, employee, and/or agent member of the Association may be indemnified by the Association through insurance designated for that purpose, as permitted by law against all expenses reasonably incurred by them in connection with any action, suit, proceedings for the settlement or compromise thereof, or payment of any judgment or fine resulting thereof in which they may become involved by reason of any action taken or omitted by them, consistent with the terms of any such insurance policy. Section 2. (a) To the fullest extent provided by law and to the extent of applicable insurance coverage, the Association shall indemnify all former and current directors, officers, employees, and/or agents of the</p>	<p>ARTICLE XVIII. Indemnification Section 1. Each person who has been, now is, or hereafter shall be a director, officer, employee, and/or agent member of the Association may be indemnified by the Association through insurance designated for that purpose, as permitted by law against all expenses reasonably incurred by them in connection with any action, suit, proceedings for the settlement or compromise thereof, or payment of any judgment or fine resulting thereof in which they may become involved by reason of any action taken or omitted by them, consistent with the terms of any such insurance policy. Section 2. (a) To the fullest extent provided by law and to the extent of applicable insurance coverage, the Association shall indemnify all former and</p>	<p>No changes proposed.</p>

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<p>Association against expenses actually and reasonably incurred by them in connection with the defense of any civil action, suit, or proceeding in which they are made or threatened to be made a party by reason of being or having been a director, officer, employee or agent except in relation to matters as to which they are adjudged in the action, suit, or proceeding to be liable for gross negligence, willful misconduct, or knowing violation of any criminal law, while acting in his or her official capacity on behalf of the Association.</p> <p>(b) The Board of Directors may authorize indemnification, beyond that provided for in subsection (a), above, of any former or current director, officer, employee, and/or agent of the Association against expenses actually and reasonably incurred by them in connection with the defense of any civil action, suit, or proceeding in which they are made or threatened to be made a party by reason of being or having been a director, officer, employee or agent of the Association, except that no indemnity may be provided with respect to a person's willful misconduct or knowing violation of any criminal law.</p> <p>(c) The indemnification provided for above is not exclusive and does not impair any other rights those indemnified may have under any provision of the articles of incorporation, bylaws, resolution, or other authorization properly adopted, after notice, by the members voting at an Annual Meeting, except with respect to acts or omissions constituting willful misconduct or knowing violation of any criminal law.</p> <p>(d) Expenses incurred by any person who is entitled by indemnification hereunder in defending any action, suit, or proceeding, civil or criminal, may be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay the amount paid by the Association if it shall ultimately be determined that the director, officer, employee, or agent is not entitled to indemnification.</p>	<p>current directors, officers, employees, and/or agents of the Association against expenses actually and reasonably incurred by them in connection with the defense of any civil action, suit, or proceeding in which they are made or threatened to be made a party by reason of being or having been a director, officer, employee or agent except in relation to matters as to which they are adjudged in the action, suit, or proceeding to be liable for gross negligence, willful misconduct, or knowing violation of any criminal law, while acting in his or her official capacity on behalf of the Association.</p> <p>(b) The Board of Directors may authorize indemnification, beyond that provided for in subsection (a), above, of any former or current director, officer, employee, and/or agent of the Association against expenses actually and reasonably incurred by them in connection with the defense of any civil action, suit, or proceeding in which they are made or threatened to be made a party by reason of being or having been a director, officer, employee or agent of the Association, except that no indemnity may be provided with respect to a person's willful misconduct or knowing violation of any criminal law.</p> <p>(c) The indemnification provided for above is not exclusive and does not impair any other rights those indemnified may have under any provision of the articles of incorporation, bylaws, resolution, or other authorization properly adopted, after notice, by the members voting at an Annual Meeting, except with respect to acts or omissions constituting willful misconduct or knowing violation of any criminal law.</p> <p>(d) Expenses incurred by any person who is entitled by indemnification hereunder in defending any action, suit, or proceeding, civil or criminal, may be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay the amount paid by the Association if it shall ultimately be determined that the director, officer, employee, or agent is not entitled to indemnification.</p>	
<p>ARTICLE XIX. Dissolution</p> <p>By two-thirds vote of the voting members of the Association, the Association may be dissolved. In such event, the assets of the Association shall be applied by the Board of Directors, or if not by the Board of Directors, by an Order of the proper Court, after payment of all obligations, in the manner provided in the Articles of Incorporation.</p>	<p>ARTICLE XIX. Dissolution</p> <p>By two-thirds vote of the voting members of the Association, the Association may be dissolved. In such event, the assets of the Association shall be applied by the Board of Directors, or if not by the Board of Directors, by an Order of the proper Court, after payment of all obligations, in the manner provided in the Articles of Incorporation.</p>	<p>No changes proposed.</p>
<p>ARTICLE XX. General Provisions</p> <p>Section 1. Notes. All drafts, notes, contracts and other obligations of the Association shall be signed by the Chair and/or by other such person(s) as</p>	<p>ARTICLE XX. General Provisions</p> <p>Section 1. Notes. All drafts, notes, contracts and other obligations of the Association shall be signed by the Chair and/or by other such person(s) as</p>	<p>No changes proposed.</p>



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<p>may be designated by the Board of Directors.</p> <p>Section 2. Corporate Seal. The seal of the corporation shall be as follows:</p> <ul style="list-style-type: none">a) Form of Seal. A seal with the words "Construction Management Association of America, Inc." around an indented circle - with the word "SEAL" in the center thereof, shall be the common corporate seal, and it shall be in the custody of the Secretary/Treasurer. This seal shall be of the character used generally by corporations in the Commonwealth of Virginia.b) Authenticating Impression. An impression of such seal shall be affixed upon the margin of these Bylaws.	<p>may be designated by the Board of Directors.</p> <p>Section 2. Corporate Seal. The seal of the corporation shall be as follows:</p> <ul style="list-style-type: none">a) Form of Seal. A seal with the words "Construction Management Association of America, Inc." around an indented circle - with the word "SEAL" in the center thereof, shall be the common corporate seal, and it shall be in the custody of the Secretary/Treasurer. This seal shall be of the character used generally by corporations in the Commonwealth of Virginia.b) Authenticating Impression. An impression of such seal shall be affixed upon the margin of these Bylaws.	
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