CONSTRUCTION AND MAINTENANCE INSTITUTE
FOR CRIMINAL JUSTICE AGENCIES

BYLAWS

ARTICLE I
NAME AND PURPOSE

Section 1: NAME

The name of this organization shall be The Construction and Maintenance Institute (CMI) For Criminal Justice Agencies.

Section 2: PURPOSE

The purpose of this organization is to serve as a clearinghouse for the sharing of information among criminal justice agencies. To provide members the opportunity to exchange knowledge and information on issues pertaining to the maintenance and construction of criminal justice facilities.

Section 3: RESTRICTIONS

The organization shall be non-political, non-partisan, and non-lobbying. CMI is a not for profit organization which exists to meet the purpose described in Section 2, above.

CMI does not discriminate against any group or individual, whether a member or not, for any reason as established by Federal Statutes. Diversity, to include but is not to be limited to: age, cultural, ethnic, gender, physical capabilities, political choice, sexual orientation, and spiritual beliefs is championed by the membership and the Board of Directors.

ARTICLE II
MEMBERSHIP

Section 1: MEMBERSHIP ELIGIBILITY STANDARDS

Only members of governmental agencies who have been involved in the construction or maintenance of criminal justice facilities may join or renew general membership in this organization. Governmental retirees may continue as general members of the organization unless they are employed by an organization that conducts or seeks to conduct business with the membership of CMI. General Members who attended either of the first two conferences held in 1994 in Oklahoma City or Charleston will be considered as being Charter Members of CMI.
Non-governmental members are afforded the opportunity to join as affiliate members. Affiliate members have all the privileges afforded general membership except for voting and attendance at the general membership meeting.

Suspension or Expulsion: The Board, by an affirmative vote of 2/3 of the Board members, shall have the authority to suspend, expel, or otherwise terminate the membership of any type of member for conduct in violation of the law, behavior which does not follow the CMI Bylaws, unethical practices or behavior reflecting detrimentally on the organization. Reinstatement from suspension or expulsion as a member can only occur after receiving an affirmative 2/3 vote of Board Members.

**ARTICLE III**

**DUES**

**Section 1: MEMBERSHIP FEES**

Annual membership dues of an amount set by the Board of Directors shall be paid within 90 calendar days after the start of the organization’s fiscal year, which shall begin on the first calendar day of January and end on the last calendar day of December.

**Section 2: SUSPENSION FOR NON-PAYMENT OF DUES**

If dues are not paid within 90 days after the beginning of the fiscal year, the member will be automatically suspended and so notified by the Treasurer.

**Section 3: REINSTATEMENT OF MEMBERS**

A member suspended for non-payment of dues may be readmitted upon receipt of the full annual dues, and shall be notified by the Treasurer with 10 days of receipt of payment.

**ARTICLE IV**

**OFFICERS AND BOARD OF DIRECTORS**

**Section 1: BOARD OF DIRECTORS**

The policy-making body of this organization shall be a Board of Directors consisting of seven (7) Directors with membership voting privileges, all elected by the general membership. The Chair of the Board will preside over the Board of Directors, the Officers of the Board and the membership.

Board of Directors Duties:

1. Establish policy as provided for in the organization’s by-laws.

2. Serve as Chairperson of standing or special committees as appointed by the Chair.

3. A quorum of the Board of Directors shall approve expenditures from the organization’s funds in excess of $2,500.00.
4. Provide oversight of contracted services as directed by the Chair.

Section 2: OFFICERS

The officers of this organization shall be a Chair, Vice Chair, Secretary, and Treasurer, elected by the Board as a whole. Only members of the Board of Directors may be elected into officer positions. Board Members who have reached their seven (7) year appointment to the Board of Directors may be asked by a quorum vote of the Board to remain as a Trustee to the Board for up to one additional year in a non-voting advisory capacity.

Section 3: DUTIES OF THE OFFICERS

Chair Duties:

1. Shall be responsible to the Board of Directors for the satisfactory operation of the organization in accordance with the bylaws.

2. The Chair shall call meetings as required to conduct the business of the organization. The Chair, or designee appointed by the Chair, shall preside at all regular and special membership meetings of the organization.

3. With the Secretary, sign all written contracts of the organization as authorized by the Board of Directors.

4. Approve expenditure of funds in conjunction with the Treasurer of up to $2,500.00.

Vice Chair Duties:

1. In the absence of the Chair, perform the duties of the Chair.

2. Coordinate activities associated with the annual general membership meeting and conference.

3. Perform such other duties pertaining to his/her office as may be designated by the Chair.

Secretary Duties:

1. With the Chair, sign all written contracts as authorized by the Board of Directors.

2. Maintain the Board of Directors and general membership meeting records.

3. Record and distribute minutes of meetings to the Board and have all minutes recorded since the last annual conference available at the annual conference for review by the membership.

4. Perform such other duties pertaining to his/her office as may be designated by the Chair.
5. Shall maintain a copy of at least the past full three years of all Board and General Membership meeting minutes.

6. Shall maintain records of the CMI By-Laws and provide counsel to the Chair and other Board members regarding the intent that established these rules and regulations.

**Treasurer Duties:**

The Treasurer shall be authorized to expend up to $250.00 (Two Hundred Fifty Dollars) of organizational funds. The Treasurer, with the approval of the Chair, shall be authorized to expend up to $2,500.00 (Two Thousand Five Hundred Dollars). Expenditures of greater than $2,500.00 shall only be made with the approval of a quorum of the Board of Directors.

1. Assume responsibility for the funds of the organization and deposit them in a depository approved by the Board of Directors.

2. Pay all bills that fall within the budget, provided the invoice is approved by the appropriate Board Member that is responsible for the activity.

3. Pay all other bills, which are duly authorized and approved by the Board of Directors.

4. Keep books of account receipts and expenditures which shall be open at all times for inspection by the Board of Directors and make financial records for the past fiscal year available for review at the annual conference by any member of the organization.

5. Maintain records of dues paid by members.

6. Perform such other duties pertaining to his/her office as may be designated by the Chair.

7. Shall arrange for an annual review/audit of the financial records of the organization, which shall be conducted by a CPA. That review/audit shall be reviewed and approved by the Board of Directors and signed by both the Chair, and if necessary by both the outgoing and incoming Treasurers.

8. Shall maintain a copy of all current contracts and purchase orders and not destroy any documents until three full years have elapsed.

9. File all appropriate documentation necessary regarding taxes of the organization and to maintain CMI’s status as a non-profit organization.

**Trustee Duties:**

1. Shall assist the entire Board of Directors in providing advice especially concerning past conferences.
2. Assume duties as assigned by the Chair of the Board.

3. As a non-voting Board Member, attend meetings/conferences whenever possible.

Section 4: VACANCIES

Should a temporary vacancy occur in the Chair of the Board during the year, the Vice Chair shall assume the duties of the Chair. Should further officer vacancies occur, the Board of Directors shall determine, through a majority vote, which Board member shall assume which officer position.

Other vacancies in the Board shall be appointed from the membership by a vote of the Board and shall remain in place for the remainder of the term subject to confirmation at the next annual general membership meeting.

Each Board member is elected to the Board for a maximum term of seven years. Members may be reelected to the Board by a vote of the general membership or may be reappointed to the Board under the provisions of Paragraph 2 of this section. Unless expressly limited or restricted herein, there shall be no limit on the number of terms a person shall serve in an office or combination of offices.

ARTICLE V

COMMITTEES

Section 1: COMMITTEES

The Chair shall appoint committees as necessary to conduct the business of the organization. Each committee shall include at least one member of the Board to ensure communication with the Board.

All appointments of members to committees shall be made by the Chair in consultation with the Board.

Section 2: NOMINATING COMMITTEE

A nominating committee appointed by the Chair shall present a list of candidates for the Board of Directors to the general membership for their consideration at the annual conference.

ARTICLE VI

NOMINATING AND ELECTION PROCEDURE

Section 1: BOARD OF DIRECTORS

New members of the Board of Directors shall be elected by a vote of the general membership. Members of the Board shall serve for a seven-year term commencing on the first day of the fiscal year of the organization. Officers on the Board are elected for an one-year term commencing on the first day of the fiscal year of the organization.

Section 2: GENERAL MEMBERSHIP
Each general member of the organization who has fully paid a membership fee may vote for new members of the Board. An annual election will be held with a vote by attendees at the annual conference or mailing an election ballot to the conference which must be received by a Board Member before the ballots are tallied on the last day of the conference in order to be considered. Any member can write in the name of a candidate of any vacant Board position excluding Officer positions.

Section 3: NOMINATING COMMITTEE

The nominating committee shall present a list of candidates for Board of Director positions to the general membership for their consideration at the annual conference.

The Chair shall appoint a Nominating Committee, comprised of three members, one of whom will be named Chairperson. The names of those serving on the committee shall be included in the registration packet distributed prior to the annual conference.

Section 4: COMMITTEE INSTRUCTIONS

A. General

The committee shall nominate candidates for vacancies on the Board. The list of candidates selected by the Nominating Committee shall be submitted to the membership at a regular meeting. Additional nominations may be made from the floor at the designated time on the agenda. Such nominees must be members in good standing with the organization.

B. Board of Directors

The Nominating Committee shall, to the best of its ability, nominate candidates to the Board of Directors to assure membership on the Board that is representative of all levels and regions of the various criminal justice systems.

Section 5: PROCEDURES AND TIME OF ELECTION

Election of Board members shall be held at an annual conference.

ARTICLE VII

MEETINGS
Section 1: INSTALLATION OF BOARD MEMBERS

Installation shall be conducted as a part of the annual conference. The term of office shall commence with the start of the next fiscal year.

Section 2: BOARD OF DIRECTORS MEETINGS

The Chair, or a designee appointed by the Chair, shall preside at all meetings of the Board of Directors. He/she shall assure that the Recording Secretary or designee takes minutes of the Board meetings and sends copies to all members of the Board.

The Board will meet at least quarterly to conduct the business of the organization. Special meeting dates for the Board, in addition to the above, shall be as decided by the Board.

At least five members shall be present to constitute a quorum of the Board. In the event that a member of the Board vacates his/her position, a quorum shall be constituted by a majority of the remaining Board members until a replacement Board member can be installed. Board meetings may be called by the Chair as needed. Conference calls can be substituted for face-to-face meetings with the Secretary recording the votes and distributing meeting minutes to all members of the Board.

ARTICLE VIII

AMENDMENTS TO BYLAWS

The bylaws may be amended by a two-thirds vote of the entire Board of Directors and shall be in force until ratified at the next annual conference by the general membership.

Any proposal for amendments to the Bylaws must be presented in writing to the Board of Directors in advance of, or at, the Board meeting.

Amendments to the bylaws shall be ratified by a majority of members present at the annual conference.

ARTICLE IX

CONTRACTED POSITIONS

Section 1: EMPLOYEES

The Construction and Maintenance Institute (CMI) for Criminal Justice Agencies shall not hire any individual as an employee to act on behalf of the Board of Directors or General Membership.

Section 2: Contractors/Consultants

The Board of Directors, after a quorum vote of the Board of Directors, may hire consultants or contractors to assist in carrying out duties related to the day-to-day operations of the organization. These consultants or contractors may perform duties associated with activities such as the website, the set up of the conferences, administrative functions, or other duties necessary to enhance the
organization. These consultants or contractors are not employees and therefore, no benefits associated with being an employee is to be given. Consultants/contractors serve at the pleasure of the Board of Directors. The services of these individuals may be terminated following 30 days notice that a quorum of Board Members voted for the end of their contract or at the completion of a predetermined amount of time. Consultants or contractors must follow procedures specified in their contract to be compensated for services rendered or to be reimbursed for costs associated in performing their duties.