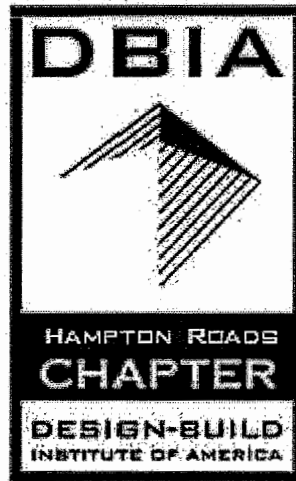


Design-Build Institute of America



Hampton Roads Chapter Bylaws

Article I. Name, Charter and Service Area

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

Section 1. Name. The name of this organization shall be the Design-Build Institute of America—Mid-Atlantic Region, Hampton Roads Chapter; and herein referred to as "the Chapter."

Section 2. Governing Authority. The Region, including its respective Chapters, is incorporated under the laws of the Commonwealth of Virginia and is a nonprofit, tax-exempt organization under the group exemption applied for and maintained by the Design-Build Institute of America, Inc. The Hampton Roads Chapter shall be an affiliated subdivision of the Mid-Atlantic Region ("the Region").

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

Section 4. Service Area. The Region operates in a Service Area defined in its Charter by the DBIA National Board of Directors. The Chapter operates in a Service Area within that of the Region. The Chapter's Service Area is currently defined as Greater Hampton Roads, Virginia, and includes the following cities and counties: Gloucester, York County, James City County, Williamsburg, Newport News, Hampton, Poquoson, Norfolk, Portsmouth, Virginia Beach, Chesapeake, Suffolk, Isle of Wight, Southampton, and Franklin. The Service Area is defined to assist the Chapter in targeting its business functions, however it is not meant to restrict or preclude DBIA members from joining the Chapter. DBIA members outside of the current Service Area may become members of the Hampton Roads Chapter if they fulfill all membership requirements.

Article II. Purpose and Objectives

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

Section 2. Objectives. The objectives of the Chapter include:

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

Article III. Membership

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

Section 2. Chapter Membership Dues. In addition to the membership dues assessed by DBIA National, the Chapter may assess Chapter membership dues from eligible DBIA members and participating employees of DBIA industry partner members as a requirement for Chapter

membership. Individual Chapter dues amount and collection procedures are subject to approval, as required, by the DBIA National Board of Directors

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

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

Article IV. Hampton Roads Chapter Governance

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

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

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

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

B. The Executive Council. The Operating body of the Chapter shall be the Chapter Executive Council consisting of the four (4) Chapter Officers: the President, Vice President, Secretary, and

Treasurer. The immediate Past President, President-Elect, Legal Counsel and Executive Director shall serve as ex officio non-voting members of the Executive Council.

C. Committees. The Executive Council shall establish committees ("Committees"), as required to pursue objectives of the Chapter. The standing Committees shall include Nominating, Membership, Programs/Education, Events/Public Relations and Owner's Council. The Executive Council may establish such other standing or temporary Committees as it deems necessary. Each committee shall be headed by a Chairperson, who shall be appointed by the Executive Council.

Section 2. Terms of Office. The term of office for Officers shall be one year from January 1 to December 31 by election or until a successor shall be duly elected and takes office. The President-Elect shall be elected approximately one (1) year prior to the commencement date for taking office as President, and shall serve on both the Board and the Executive Council as provided in these Bylaws. The Vice-President-Elect, Secretary-Elect and Treasurer-Elect shall also be elected one (1) year prior to the commencement date for taking their respective offices and shall serve as assistant to the Vice-President, Secretary and Treasurer respectively. Each Officer-Elect may attend Executive Council meetings in a non-voting capacity. The term for Committee Chairpersons and Chapter Chairpersons shall be one year from January 1 to December 31. Officers, Committee Chairpersons, and Chapter Chairpersons may serve no more than two (2) consecutive terms in the same office. No Officer shall serve more than five (5) consecutive terms as an elected member of the Executive Council.

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

Section 4. Nominations and Elections. Candidates for the Officers shall be nominated by the Executive Council, which shall provide notice of the proposed slate to the Chapter membership at least thirty (30) days prior to the Annual Meeting of the Chapter. The Executive Council shall provide to Chapter membership, notice of the slate by letter, facsimile, telephone conference, voicemail or email. At the Annual Meeting, any member of the Chapter may make additional nominations from the floor. Election of officers from among the eligible, nominated candidates shall be conducted at the Annual Meeting of the Chapter. Election shall be by a majority of the members of the Chapter in good standing, present and voting.

Section 5. Initial Chapter Elections. To elect the first Officers of the Chapter, a Nomination Committee comprised of Gary Arnold, Carl Hubbell, Jennifer Crain and William Franczek with C. Robert Priest serving ex officio, shall prepare a slate of Officers to serve for the remainder of 2008. The officers shall include the President, Vice President, Secretary and Treasurer, who shall then become the Initial Executive Council for the Chapter. This slate will be presented to the Steering Committee of the Chapter, which shall be defined to include those Companies and/or individual members of DBIA in the Chapter Service Area who are in good standing as of April 2, 2008.

The Steering Committee shall vote on the Nominating Committee Slate after approval of these Bylaws by the Regional Board of Directors, which is contemplated to occur shortly after the Chapter's public meeting scheduled for 3:00 p.m. on April 2, 2008 at the Westin Hotel in Virginia Beach.

The Initial Executive Council shall establish the Initial Board of Directors as set forth in Article IV, Section 1 (A), above.

Section 6. Position Vacancies. The Executive Council may declare a vacancy in any Board seat or elected office other than the office of President, as the result of a resignation, ineligibility or incapacity to serve. The President shall fill such vacancy by appointment until the next Annual Meeting of the Chapter, with the majority consent of the remaining elected members of the Executive Council. A vacancy in the office of the President as the result of resignation, ineligibility or incapacity to serve shall be filled automatically in succession by the Vice-President, Secretary or Treasurer, in that order. The Treasurer-Elect shall assume the responsibilities of the Treasurer. The Executive Council shall fill any vacancy in the Chairperson of any Committee.

Section 7. Removal from Office.

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

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

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

Section 1. The Chapter President (Chairperson of the Board):

- Is the primary liaison between the Regional and Chapter leadership, and serves on the Board of Directors for the Region.
- Represents the Chapter at Regional DBIA meetings and workshops, and presents Chapter issues in Regional DBIA forums.
- Serves as Chairperson of the Chapter Board of Directors and President of the Chapter Executive Council.
- Is responsible for the Chapter's adherence to DBIA policies and Chapter Bylaws and good administrative practices.
- Schedules and presides over all Chapter-wide meetings and events.
- Is responsible for the financial and membership accounting of the Chapter to the Region.

- Ensures that all Chapter programs and activities are consistent with DBIA policies, goals, and objectives.
- Is responsible for the proper and lawful use of the DBIA name, logo, copyrights and other registered marks in accordance with established procedures.
- Provides the annual report to the Region of Chapter activities.

Section 2. The Chapter Vice-President (Vice Chairperson of the Board):

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

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

- Serves as Secretary of the Board of Directors and the Chapter Executive Council.
- Creates and maintains records of Chapter meetings and correspondence in coordination with the Executive Director.
- Maintains the Chapter's formal documentation such as Region authorizations of the Chapter, Committee Charges, Board of Directors and Committee Reports, Regional DBIA reports, and the like.
- Prepares and issues Minutes, and maintains documentation of Board meetings, Executive Council meetings, Chapter business meetings, and other events which need to be documented including approved decisions and actions in coordination with the Executive Director.
- Formulates and issues notices, announcements, general news, and the like to the Chapter membership.
- Maintains the historical record of the Chapter, including copies of articles, press releases, and the like.
- Coordinates with the Region on administrative matters affecting the Chapter.

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

- Serves as Treasurer of the Board of Directors and the Chapter Executive Council.
- Manages the receipt of DBIA dues rebates and revenue disbursements to the Chapter.
- Authorizes and signs all disbursements of Chapter funds, and obtains prior approval of the President or, in his absence, the Vice-President for disbursements over a specified delegated amount or of certain types as established by the Executive Council.
- Approves all budgets for authorized events and reviews the status of events to ensure the events stay on budget. Supports authorized events with funding as required.
- Monitors revenue and expenses, and maintains Chapter financial records.
- Maintains Chapter bank and investment accounts.
- Prepares Annual Chapter budget proposals, with input from Officers, Committee Chairpersons, Chapter Chairpersons, Executive Director, and others as may be required, and presents such proposal to the Executive Council for approval and the Chapter Board for concurrence.
- Prepares required DBIA financial reports as required by DBIA National and the Region.
- Reports Chapter financial status to the Executive Council and the Board of Directors.
- Obtains and maintains insurances required by the Chapter and Regional Bylaws and Executive Council decisions.
- Prepares, or causes to be prepared, and submits all corporate, tax and financial reports, including payment of fees, as required by state and federal agencies.
- Obtains Chapter financial audits as required by the Region and/or DBIA National, and provides a copy of such audits to DBIA National, the Regional Board and the Chapter Board of Directors.
- Coordinates with the Region on financial matters.

Section 5. The Chapter President Elect:

- Attends the meetings of and serves on the Board of Directors for the Chapter
- Attends the meetings of and serves as an Ex-Officio member of the Executive Council,
- Attends the meetings of and serves on the Board of Directors for the Region.

Section 6. Legal Counsel:

- Maintains the current Chapter Bylaws and all approved changes thereto. Assists the Executive Council to formulate and / or evaluate proposed Bylaw changes.

- Interfaces with the Region on questions, submissions and revisions to Chapter Bylaws to assure their compliance with DBIA requirements.
- Monitors legislative activities of state and local bodies and reports to the Executive Council on matters of interest to the Chapter and DBIA.
- Provides legal counsel to the Board and Executive Council as may be required.

Section 7. The Chapter Past President (Past Chairperson of the Board):

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

Article VI. Primary Duties of the Executive Director

Section 1. Regional Executive Director.

The principal responsibility of the Executive Director is to administer the affairs and resources of the Region and the Chapter in the best interest of the membership and in accordance with the stated policies and directives of the governing body. The Executive Director reports to the President of the Region and to the Regional Executive Council. The Executive Director's Duties may include, but are not limited to the items below, or as identified in the Executive Director's contract with the Region. In case of conflict with the duties identified below, the Executive Director's contract with the Region shall govern. Nothing in this Article shall serve to limit the ability of the Chapter to employ an Executive Director for the Chapter, at such time as the Chapter may deem it advantageous for the operation of the Chapter.

Regional Governance.

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

- Perform other duties that may be assigned by the Regional Board or Executive Council.

Administrative Management.

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

Financial Management and Budget.

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

Membership Relations.

- Supports the timely processing and maintenance of accurate membership records including interface with DBIA National staff.
- Supports the Membership Chairperson to implement efforts to maximize membership recruitment and retention, and submit regular progress reports to the Executive Council.
- Respond promptly and courteously to member requests for information.

Communications.

- Manage and edit all general membership news publications including the newsletter, web site, and electronic bulletins within established scheduling, content and design guidelines.

- Maintain communications and promote positive relationships with the membership, associated professional and community organizations, DBIA national staff, the media, and individuals in order to accomplish Board established objectives.
- Serve as spokesperson for the Region and Chapter when the President or Vice President is unavailable, or when requested by the President.

Programs and Services.

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

Article VII. Primary Duties of the Committees

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

Section 1. Programs/Education Committee

- Plan and deliver educational programs that include topics of interest to the Chapter, that further the interests of DBIA.
- Manage programs within budgets established by the Executive Council and approved by the Board.
- Provide an adequate number of events to keep the Chapter membership engaged and interested in Chapter activities.
- Provide programs throughout the Chapter in order to adequately support all areas within the Chapter.
- Act as the primary liaison between colleges and universities within the Chapter.
- Support the formation of student chapters at all major educational facilities within the Chapter.
- Present topics of interest to the student chapters.
- Encourage student participation at Chapter, Regional and National DBIA events.

- Hold student design-build competitions to inform and encourage design-build education.
- Support the addition of design-build curriculum at colleges and universities within the Chapter.
- Encourage and support faculty education in the use of design-build, including Chapter support of attendance at annual design-build faculty meetings.

Section 2. Membership Committee

- Support the Chapter efforts to recruit new members and retain existing members.
- Regularly contact members of the Chapter to learn how DBIA can better support them.
- Review the membership retention reports from DBIA National and encourage members that have dropped their membership to renew, especially Industry Partner companies.
- Prepare lists of non-member companies and recruit them to become members of DBIA.
- Contact DBIA individual members of potential Industry Partner companies and encourages them to upgrade their membership to Industry Partner status.

Section 3. Nominating Committee

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

Section 4. Public Relations/Events Committee

- Coordinate with newspapers and publications within the Chapter to place advertisements for programs and articles of interest to design-build practitioners.
- Prepare a newsletter for the Chapter to keep the membership informed of news and events.
- Provide press releases to local newspapers and publications for major activities within the Chapter.
- Plan and deliver social programs that provide networking opportunities for the members and that further the interests of DBIA.
- Manage events within budgets established by the Executive Council and approved by the Board.
- Provide an adequate number of events to keep the Chapter membership engaged and interested in Chapter activities.

Section 5. Owners Council

- Provide a forum where Owners can meet with other Owners to share design-build experiences and best practices.
- Conduct periodic meetings of the Owners to present topics of interest and provide networking opportunities.
- Encourage the use of design-build through presentations at Owner conferences and through personal contact.
- Encourage Owner membership in DBIA.
- Membership in the Owner's Council shall be recommended by Owner's Council owner members subject to approval of the Chapter Board.

Section 6. Legislative Committee

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

Section 7. Committee Planning and Reporting

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

Article VIII. Chapter Business Meetings

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

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

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

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

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

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

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

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

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

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

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

Article IX. Committees and Committee Chairpersons

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

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

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

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

Article X. Chapter Finance

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

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

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

Section 4. Corporate Filings. The Regional Treasurer shall file all corporate and tax reports and pay fees required by federal and applicable state agencies. The Chapter will provide the Region with all information necessary from the conduct of the Chapter's business to allow the Regional Treasurer to make such filings. The Region is required to provide all requested financial records to DBIA in accordance with established guidelines and schedules.

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

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

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

Article XI. Indemnification.

Board of Directors members, the Executive Council Officers of the Chapter, the Executive Director, Committee Chairpersons, Chapter Chairpersons, and members of Committees, employees of the Chapter, and other persons who may from time to time be designated by the Executive Council to perform official duties on behalf of the Chapter, shall be indemnified by the Chapter and Region against all reasonable expenses and liabilities including attorney fees, reasonably incurred or

imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Board member, officer, employee, or person acting on behalf of the Chapter and/or the Region, except in such cases wherein the Officer, employee or person is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled. The Region shall purchase liability insurance to cover Chapter Board members and Officers carrying out the business of the Chapter, unless voted otherwise by the Regional Board of Directors on an annual basis. Such insurance may be purchased for the Chapter and Region by DBIA National. The Region shall also purchase comprehensive general liability insurance in order to protect the Chapter and Region from general liability.

Article XII. Dissolution

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

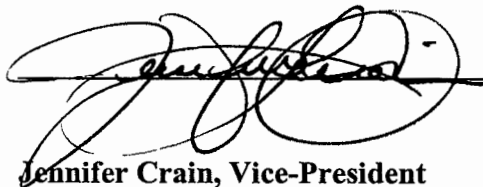
Article XIII. Amendments

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

Adopted this 10th day of April, 2008.



Gary Arnold, President



Jennifer Crain, Vice-President



Eric Keplinger, Secretary



Paul Garrison, Treasurer