

**By-Laws**  
**Proposed Changes Dated 11/15/2023**

**Construction Management Advisory Council (CMAC)**  
**California Polytechnic State University**

**DESCRIPTION AND PURPOSE OF CHANGES:**

- Article 2 - Clarify donations vs membership dues as reviewed and determined by the CMAC Executive Committee and Construction Management Department Head
  
- Article 4 - Streamline committee structure.
  - Align the efforts between alumni engagement, membership & young alumni.
  - Distribute the responsibility of coordinating events and programs into the related committees.

**History and Background**

**HISTORY**

The Cal Poly Construction Management Advisory Council (CMAC) is the successor of the Industry Advisory Committee which was formed in 2004 to provide essential and current professional input to the Construction Management Department faculty and administration. The CMAC was formed in 2014 to create a structure promoting increased involvement of CM Alumni, providing additional avenues of interaction with the department, and strengthening the connections with industry practitioners that have always been at the core of the Construction Management Department. These By-Laws of the CMAC were adopted by the Industry Advisory Committee on September 12, 2014.

The CMAC is recognized by the College of Architecture and Environmental Design Advisory Council and has opportunities to report to the Dean of the College on the interests of the Construction Management Department.

**MISSION**

The mission of the Construction Management Advisory Council is to improve and enhance the construction industry through support of Cal Poly's Construction Management Department and its mission of "providing innovative educational challenges focused on preparing construction professionals committed to excellence."

**VISION STATEMENT**

Periodically, the Council will develop a Vision Statement to assist in providing focus for our goals and direction as a group. In 2019, the following Vision Statement was adopted:

Assist the Construction Management Department in developing construction professionals who will transform the construction industry. We will do so by supporting the development of the most well-rounded and diverse graduates, with the technical and interpersonal skills to drive interdisciplinary collaboration and innovation around the world.

This Vision Statement can be adjusted or changed as determined by the Board.

#### **CORE AREAS OF FOCUS:**

The Construction Management Advisory Council at Cal Poly State University has been formed to support the Construction Management Department faculty and administration in the following areas:

- Curricular content and organization
- Career growth and development for students
- Field trips and hands-on learning experiences for students and faculty
- Cooperative work experience opportunities for students
- Professional development opportunities for newer faculty
- Applied research opportunities for faculty
- Facilities planning and development
- Construction Management alumni network enhancement
- Advancement and capital campaign guidance
- Promotion and enhancement of Departmental recognition throughout the state, region, and nation.

#### **ARTICLE 1 – Name**

The name of this organization shall be the CONSTRUCTION MANAGEMENT ADVISORY COUNCIL of the Construction Management Department at California Polytechnic State University in San Luis Obispo. The initials “CMAC” may be used in lieu of or in conjunction with the full organizational name for all purposes including throughout these By-Laws.

#### **ARTICLE 2 –Membership**

The CMAC shall consist of individuals, business entities, and associations representing construction or construction related industries. The membership categories are as follows:

1. **Legacy:** Any individual or corporation with a significant donation history, as reviewed and determined by the CMAC Executive Committee and Construction Management Department Head, is eligible to join the CMAC as a Legacy Member. The decision to grant Legacy Membership will be made based on a comprehensive review conducted by the CMAC Executive Committee and

Construction Management Department Head. No additional annual membership dues are needed to maintain this membership classification. Legacy individual members of the CMAC will be offered a seat on the Board of Directors. Legacy corporate members will be invited to appoint two individuals to represent them on the CMAC, one of whom will be offered a standing seat on the Board of Directors. If the Director representing the Legacy member on the Board is unable to attend a Board meeting, the other representative from that corporation may serve as the voting member for that meeting.

2. **Founders:** Any individual who was a member of the original Industry Advisory Committee as of May 2014 is considered a Founder. No additional annual membership dues are needed to maintain this membership classification. These individual Founders will be offered seats on the Board of Directors.
  
3. **Emeritus:** Any member or representative of a member with ten or more years of service on the CMAC – or its predecessor, the Industry Advisory Committee – who is retired from construction practice or education may be offered the status of Emeritus member by a majority vote of the CMAC Board of Directors. These individuals will be invited to participate in all CMAC activities and meetings and are eligible to be elected to the Board of Directors. Emeritus Members are not expected to make any additional membership dues to the Construction Management Department to maintain their membership status.

### **ARTICLE 3 GOVERNANCE - Board of Directors, Managing Directors Committee and Officers**

In general, the Board of Directors will maintain a longer-term, strategic focus while providing guidance and support for the CMAC President. The Managing Directors will have a more tactical focus and assist the President in managing the short-term business of the CMAC.

#### **Board of Directors**

The long-term business and affairs of the CMAC shall be guided by the members of the Council, whose key role is to provide support and guidance to the President, but not involve itself in the general management of the CMAC. A key function of the membership is to elect members to the Board of Directors which provides long-term, strategic guidance to the Council.

All officers and Board members shall have such authority and shall perform such duties in the management of the CMAC as are provided in these Bylaws or as may be determined by the Board not inconsistent with these By-Laws. A quorum for all Board actions shall consist of the Directors present at any meeting of the Board advertised to all members of the CMAC at least 30 days in advance. Generally, meetings of the Board of Directors are open to all members of the CMAC. The Board may choose to go into Executive Session by a majority vote of the Directors present at a regularly scheduled meeting of the Board.

Membership of the Board of Directors shall be limited to no more than one representative from the same entity, association, or corporation regardless of membership category. The intent of this requirement is to limit each of these entities to just one vote on Board matters.

The Board of Directors will be led by the CMAC President and shall be composed of:

- a. One representative of each Legacy Member (**company**), if that member (**company**) chooses to appoint a representative to serve, each Founder if that individual chooses to serve and up to four (4) Council members who are part of a Mustang, Gold, Green or Individual membership. All Directors shall serve a renewable two-year term with no term limits, except Mustang, Gold, Green or Individual members, who will serve 2-year terms with a 4-year term limit. The terms shall be arranged such that only about half of the terms will expire at the end of each year to maintain consistency on the Board.
  - i. Remaining on the Board will be predicated on continued engagement with the CMAC and the Board, participating in meetings, voting and other such business as indicated below. If active engagement is not maintained for a period of 1-year, the Board position will be suspended so that the position can be replaced with an actively involved individual. If a Legacy Member, the company can replace the Board member at any time. For Founders, Mustang, Gold, Green or individual members, during this time of suspension, the individual will remain a CMAC membership. Upon re-engagement, the individual can become an active member of the Board after a full year of continuous engagement.
- b. Directors elected by members of the CMAC by majority vote of those members voting. The number of Directors so elected shall be equal to the number of Directors appointed as representatives of Legacy Members or Founders plus up to 4 additional members from Mustang, Gold, or Green members companies or Individual members. Elected Directors shall be Individual or Emeritus Members or representatives of Mustang, Gold, or Green, members in good standing.

Such elected Directors shall serve renewable two-year terms with a term limit of six years. After sitting off the Board for two years, a member may be reelected to serve as a Director again. The terms shall be arranged such that only about half of the terms will expire at the end of each year to maintain consistency on the Board.

The role of the Board of Directors is as follows:

- a. Vote on changes to the By-laws
- b. Vote on changes to Membership structure, including fees, donation structures, etc.

### **Managing Directors Committee**

The Managing Directors members shall lead a committee and will serve a 2-year term with a 4-year limit. Managing Directors will be elected by the Board of Directors at the

annual meeting and approved by the Executive committee. The Managing Directors members shall be comprised as follows:

All Managing Directors will serve 2-year terms with a 4-year term limit, except student members who will serve a 1-year term. The roles of the Managing Directors are as follows:

- a. Vote on key Council business as indicated by the President
- b. Responsible for oversight of Committees, including developing annual goals and report-out to CMAC at bi-annual meetings
- c. Identify a leadership succession plan to ensure continuity in committee goals and deliverables
- d. Maintain a committee of at least five members and encourage continued participation

**Officers** The officers of the CMAC, shall be elected from members of the Board, Managing Directors Committee, and Chair positions to form the Executive Committee. Each officer can be voted in by the majority vote of CMAC. Each officer, except for the Executive Director, shall serve a two-year term and be elected by Directors voting at the annual election. At the Executive Committee and Board of Directors discretion, when the two-year term for each elected position expires, they will assume the next position in order of hierarchy for an additional two years (Secretary becomes Vice President, and Vice President become President). If an officer's term as Director expires before the end of his or her term as an officer, the Director's term shall be extended to cover the current term as an officer. The officers include:

- a. **President.** The President shall preside over all meetings of the CMAC and the Board of Directors. The President shall have all powers and duties which the Board and the CMAC may from time to time determine. The President shall be an ex-officio member of all standing committees and task forces and assure that officers and CMAC members perform their respective duties in the best interests of the CMAC.
- b. **Vice President.** The Vice President shall assist the President and act in that capacity with the same powers and duties in the absence or incapacity of the President. The Vice President shall have additional responsibilities and duties which the Board and the CMAC may from time to time determine. Following a two-year term, the Vice President will assume the position of President. If the Vice President chooses not to assume the role of President, then the Board will elect
- c. **Secretary.** The Secretary shall be responsible – with the support of Executive Director, the Executive Secretary, and other administrative staff of the CM department – for record keeping and communication with the CMAC membership. The Secretary shall announce all regularly scheduled and specially called meetings of the Board or the CMAC and assure that meeting minutes are prepared and distributed. Following a two-year term, the Secretary will assume the position of Vice President. If the Secretary chooses not to assume the role of Vice President, then the Board will elect a new Secretary to serve for a 2-year term.
- d. **Past President.** The Past President shall serve as a senior advisor to the Board and in special capacities as requested by the current President. One

of the key roles of the Past President is to recommend, to the Executive Committee and the Board, candidates to serve as future officers and committee chairs with the intention of assuring that the leadership development of the CMAC remains strong and broadly inclusive.

- e. **Executive Director.** The Construction Management Department Head or the Head's designee shall serve as Executive Director and shall conduct the day-to-day business of the CMAC under the direction of the President. The Executive Director shall assure that the minutes of each meeting of CMAC or the Board are recorded and made available to all members of the CMAC and will serve as the budget officer of the Board and CMAC.

**Vacancies:** A vacancy in any office may be filled by the Board of Directors at a scheduled or special meeting or by a remote vote of the Board and the officers so elected shall hold office for the unexpired portion of the officer's term.

#### **ARTICLE 4 – Committees**

Much of the work and leadership development of the CMAC will take place in the standing Eight Committees. Each committee shall have a minimum of five members and the Managing Director. The Standing Committees of the CMAC include:

1. **Executive:** The Executive Committee shall consist of the elected officers of the CMAC as listed in Article 3, Section 2. The Executive Committee shall meet at the discretion of the President and shall perform the following functions:
  - a. Act as an advisory group to the president.
  - b. Assist the President in the decisions of a current or urgent nature not requiring action of the Board of Directors or the CMAC membership.
  - c. Assist in the preparation of agendas for meetings of the Board of Directors and the CMAC membership.
  - d. Assist the President in carrying out the mandates of the Board of Directors, Managing Directors Committee, and the membership of the CMAC.
  - e. Serve as the nominating committee for new officers of the CMAC, new Directors, and chairs of the other Standing Committees after gathering input from the Membership Growth Committee.
2. **Curriculum & Programs:** This committee shall elect its own Managing Director, report the name of the CMAC Secretary, and will:
  - a. Review curriculum proposals as they are being discussed by departmental faculty and make recommendations from the perspective of practitioners.
  - b. Review and assist in the annual assessment processes and the periodic reaccreditation processes conducted by the department.
  - c. Report to the Managing Directors Committee on such actions needed to promote the goals related to the curriculum and its assessment to ensure continuous improvement.
  - d. Work with faculty to develop ideas to further expand the Department's educational offerings, beyond the curriculum.

- e. Promote, plan, and conduct related events and programs that align with the mission and goals of CMAC
3. **Interdisciplinary:** This committee shall elect its own Managing Director, report the name of the CMAC Secretary, and will:
    - a. Develop ideas and strategies which will allow for a greater level of collaboration across multiple industry related disciplines
    - b. Interact with the faculty, as well as other departments and schools to educate our goals and create related learning opportunities
    - c. Report to the Managing Directors Committee strategies and initiatives which may be considered for implementation
    - d. Promote, plan, and conduct related events and programs that align with the mission and goals of CMAC
  4. **Specialty Contractors:** This committee shall elect its own Managing Director, report the name of the CMAC Secretary, and will:
    - a. Work on ways to enhance student's understanding of different specialty contractors to reinforce the knowledge of students' additional career options and opportunities
    - b. Develop, through close coordination with faculty and the Curriculum subcommittee ways in which increased education and exposure to specialty contracting can be achieved
    - c. Report to the Managing Directors' Committee way in which specialty contractor trades and business can gain further exposure within the Department
    - d. Promote, plan, and conduct related events and programs that align with the mission and goals of CMAC
  5. **Construction Technologies in Education Committee (CTEC):** The CTEC shall consist of CMAC members appointed by a majority vote of the Board of Directors. This committee shall elect its own Managing Director, report the name of the CMAC Secretary, and will perform the following functions:
    - a. Assist faculty in developing curriculums that utilize current AEC technologies.
    - b. Help guide Emerging Trends classes and BIM/VDC classes.
    - c. Organize workshops/job-walks/guest lectures/technology events to connect students, faculty, and professionals to other technology enthusiasts and expose them to current trends/technologies in the AEC industry.
    - d. Promote, plan, and conduct related events and programs that align with the mission and goals of CMAC
  6. **Development and Facilities:** The Development Committee shall consist of CMAC members appointed by a majority vote of the Board of Directors and Managing Directors. This committee shall elect its own Managing Director, report the name of the CMAC Secretary, and will perform the following functions:

- a. Review initiatives and case statements related to private fundraising activities on behalf of the department and its students and make recommendations from the perspective of practitioners and alumni.
  - b. Assist in developing campaign statements, promote current funding initiatives, and consider fundraising suggestions from students, faculty, and departmental and college administration.
  - c. Report to the Board on such actions needed to promote the goals related to development and fundraising for the department.
  - d. Promote, plan, and conduct related events and programs that align with the mission and goals of CMAC
7. **Community:** The Community Committee shall consist of CMAC members appointed by a majority vote of the Board of Directors and Managing Directors. This committee shall elect its own Managing Director, report the name of the CMAC Secretary, and will perform the following functions:
- a. Develop strategies to increase Diversity and Inclusion in the Department
  - b. Identify outreach opportunities to high schools and community colleges to increase awareness of construction careers, especially for women, minorities and others underrepresented in our communities
  - c. Implement strategies in coordination with the Managing Directors Committee and the Department
  - d. Promote, plan, and conduct related events and programs that align with the mission and goals of CMAC
8. **Alumni Engagement & Membership Growth:** The Alumni Engagement and Membership Growth Committee shall elect its own Managing Director, report the name of the CMAC Secretary, and will perform the following functions:
- a. Advertise and promote membership in the CMAC among interested and eligible entities and individuals
  - b. Report to the Board on such actions needed to promote the goals related to alumni engagement and membership growth
  - c. Provide valuable input to the Board, the officers, and to the other Standing Committees from the perspective of current students and recent graduates of the Construction Management Department.
  - d. Promote, plan, and conduct related events and programs that align with the mission and goals of CMAC

## **ARTICLE 5 – Meetings**

There shall be at least one general membership meeting of the CMAC each year in the vicinity of San Luis Obispo, CA generally held in the spring of the year prior to the end of the academic year. During this meeting, elections shall be held for any open seats on the Board of Directors for terms starting during the following fiscal year. This meeting may also be held in conjunction with other special events such as an annual awards and student recognition dinner.



It is intended that there be additional regional meetings of the CMAC at least annually that may be held in conjunction with alumni events that may serve to recruit new members for the CMAC.

The Board of Directors shall meet at least twice per year at a time and location determined by the Executive Committee. All Board meetings shall be advertised to all members of the CMAC at least 30 days in advance. One meeting shall be held in conjunction with the annual CMAC membership meeting during which officers will be elected as needed for terms starting during the following fiscal year.

All Standing Committees shall meet at least annually and shall report on activities and on recommended actions as needed to one of the meetings of the Board of Directors. Committees and Task Forces may choose to meet at other times and places at the convenience of the members, shall notify the President of those meetings, and shall maintain minutes of the meetings.

#### **ARTICLE 6 – Administration**

All activities of the CMAC shall be administered by the California Center for Construction Education (CCCE) under the auspices of the Construction Management Department. The CCCE shall appoint an Executive Secretary who shall be responsible for the day-to-day activities of the Council and shall communicate to the Executive Director and the other officers of the Council such deadlines as needed to effectively conduct the business of the CMAC and to meet the obligations of these By-Laws. It is intended that this Executive Secretary act as the first point of contact for all external relations for the Department including CMAC events and programs, Standing Committee coordination, activities of the Board of Directors, recruiting activities for internships and permanent placements, industry training, CCCE certificate programs, special fee-for-service contracts, and other similar activities.

The Executive Secretary shall serve as a non-voting member of the Board of Directors and the Standing Committees to coordinate activities and to support the initiatives of the CMAC. Open communication among all these entities is the key responsibility of this position. The Executive Secretary shall report to the Director of the CCCE who in turn reports to the Construction Management Department Head.

#### **ARTICLE 7 – Expenditures of CMAC Funds**

All donations, dues, and fees collected by the CMAC shall be deposited in designated CMAC accounts maintained by the Cal Poly Corporation for the benefit of the CMAC and the Construction Management Department and to satisfy the stated donor intents for these funds. These funds shall be administered, invested, and disbursed according to the published policies and procedures of the Foundation.

Disbursements from the CMAC accounts may be made by the Executive Director of the CMAC who shall have fiduciary responsibility for the accounts. These funds will be

disbursed pursuant to the budgets, recommendations, and actions of the Board of Directors – in compliance with stated donor intent – taken at any regularly scheduled meeting of the Board and shall include funds necessary for the ongoing operation of the CMAC. An annual report shall be prepared by the Executive Director detailing the expenditures of all funds from the CMAC accounts.

#### **ARTICLE 8 – Fiscal Year and Terms of Office**

The fiscal year of the CMAC and the terms for officers, Directors, and Standing Committee Chairs shall begin on July 1 of each calendar year.

#### **ARTICLE 9 – Amendments to the By-Laws**

Upon a ten (10) day written notice provided to all members of the CMAC stating the proposed changes, modifications, or amendments, these By-Laws may be amended, altered, or repealed by the Board of Directors at any regularly scheduled meeting by a two-thirds majority vote of the Directors present. Board discussion of amendments and actions to amend the By-Laws shall not be conducted in Executive Session.

#### **ARTICLE 10 – Offices and Books**

The principal office of the organization shall be located at the Construction Management Department, Cal Poly State University, San Luis Obispo, CA 93407, or its legal successor. A copy of all records of business, agendas, meeting minutes, transactions, and affairs of the CMAC, including a copy of the current By-Laws and records of membership, shall be maintained at the Construction Management Department under the responsibility of the Executive Director.