

Bylaws of AIA Eastern Oklahoma

A Chapter of The American Institute of Architects

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Bylaws of AIA Eastern Oklahoma

A Chapter of The American Institute of Architects

Article 1. Organization, Composition and General Powers

Section 1.1 Name

The name of this organization is Eastern Oklahoma Chapter American Institute of Architects (dba AIA Eastern Oklahoma). In these bylaws the chapter named in Section 1.1 shall be referred to as this Chapter; the governing board of directors of this Chapter as the Board; AIA Oklahoma as the State Organization; AIA Central States as the Regional Organization; and the American Institute of Architects as the Institute.

Section 1.2 Objects and Powers

- a. **Objects.** The objects of this Chapter shall be to promote and forward the objects of the American Institute of Architects within the territory of this Chapter; facilitate unity, fellowship, and education among members; promote the value of architects; and educate the public as to the importance of good design and its contributions to the quality of life.
- b. **Power.** The powers of this Chapter shall be as provided in the laws of the state of Oklahoma, the certificate of incorporation and the Institute bylaws.

Section 1.3 Organization

This Chapter is a non-profit membership corporation duly incorporated on the 16th day of June, 1961, under and by virtue of the provisions of the corporation laws of the state of Oklahoma and duly chartered by the Institute on the first day of July, 1961.

Section 1.4 Territory

The territory within which this Chapter shall represent and act for the Institute shall consist of the counties of Osage, Pawnee, Creek, Okfuskee, Hughes, Coal, Atoka, Bryan, Choctaw, McCurtain, Pushmataha, Le Flore, Latimer, Pittsburgh, Haskell, McIntosh, Sequoyah, Adair, Muskogee, Wagoner, Cherokee, Mayes, Delaware, Rogers, Ottawa, Craig, Nowata, Washington, and Tulsa.

Article 2. Membership

Section 2.1 Members: General Provisions

- a. **Classes of Membership.** The members of this Chapter shall consist of the Institute members and Associate members who have been assigned to membership in this Chapter by the Institute, or who have been admitted to membership in the chapter as provided in Section 2.3 and of the affiliate and/or honorary affiliates it may admit as provided in Sections 2.4 and 2.5.
- b. **Qualifications.** This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policy for membership.
- c. **Non-resident Status.** This Chapter may provide for nonresident status for members who choose to be assigned to this Chapter even though they do not reside or have their principal place of business in the Chapter or in the territory of another component. Assigned members with nonresident status have the same rights and privileges as those with resident status, except that the Chapter may lower dues and/or assessments for nonresidents.

- d. Enrollment of Members. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by (the Institute and) this Chapter, and shall be enrolled by the Secretary as a member of this Chapter without requiring payment of an admission fee, and such membership shall be announced at the next regular meeting of this Chapter and its next official publication.
- e. Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessment of this Chapter as determined in Article 7.
- f. Resignations. Any person admitted to this Chapter may resign from this Chapter, provided that such member present a resignation in writing to the Secretary and is in good standing at the time of the resignation. If the Secretary finds the member qualified to resign, the resignation shall be effective as of the date the letter resignation was received by the Secretary.

Section 2.2 Assigned Members

- a. General. The qualification, rights and privileges of assigned Institute members and Associate members shall be as provided in the Institute bylaws.
- b. Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Board shall examine and act thereon within thirty (30) calendar days after the date the application was filed with it, and shall certify such action to the Institute Secretary.
- c. Transfers. The Board shall not delay or impede the transfer of any assigned member of this Chapter in good standing who has applied for admission in another chapter of the Institute.
- d. Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter.
- e. Termination. Each assigned member of this Chapter shall remain a member of it until such membership in the Institute is terminated or is reassigned by the Institute to another chapter. An Associate member shall ipso facto be ineligible to be an Associate member after January 1 of the year following receipt of an initial license to practice architecture.
- f. Member Emeritus. Any member who has been granted Member Emeritus status in accordance with the Institute bylaws shall ipso facto to be a Member Emeritus of this Chapter. All rights, interest, privileges, titles, liabilities and obligations, other than the payment of dues, shall remain unchanged.
- g. Associate Members: Qualifications. Associate Members shall include:
 - 1. Those without architectural licenses who are employed under the supervision of a licensed architect in a professional or technical capacity directed related to the practice of architecture.
 - 2. Those meeting the Institute's current classifications for Associate membership.
- h. Associate Members: Rights and Privileges. Associate Members in Good Standing:
 - 1. May serve as voting members on the Chapter Board, provided that the Associate members may hold no more than two seats or one-third of the total seats, whichever number is greater;
 - 2. May speak on and vote in Chapter, State, Regional meetings on business matters and in elections on all issues except dues for Institute members;
 - 3. May be appointed as members of committees for the Chapter;
 - 4. May serve as Chapter delegates to State, Regional and National AIA conventions but may not constitute more than one-third of an component delegation to such conventions; but shall not be counted in determining a Chapter's delegate strength for conventions;
 - 5. May indicate that they are Associates of the American Institute of Architects and may use the title "Associate AIA" or "Assoc. AIA", but not "AIA Associate" nor the initials "AIA" alone, as a suffix to their names.

Section 2.3 Unassigned Members

- a. Admission. The Board, without action by the Institute, shall admit to unassigned membership in this Chapter any Institute member or Associate member assigned to another Chapter, provided that member applies for such membership in writing directly to the Board in the manner prescribed by it.
- b. Rights and Privileges. As unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not hold any office or directorship in this chapter, vote at any of its meetings on matters described in Section 4.3.d nor represent its members as a delegate or otherwise at any meeting of the Institute.
- c. Termination. An unassigned member shall remain a member of this Chapter until such membership in the Institute is terminated or until such member resigns in accordance with Section 2.1.f. The Board may terminate unassigned membership in the Chapter for indebtedness to it.

Section 2.4 Affiliate Members

- a. Classification of Membership. The classifications of Affiliate members of this Chapter shall consist of professional, business, industry, public, and affiliate staff.
- b. Qualifications:
 1. Professional Affiliates are non-architects, registered to practice their professions where such requirement exist, with established and recognized professional reputations, whose principal occupation and source of income are directly involved in the design process; interior designers, landscape architects, consulting engineers, or those meeting this Chapter's current classifications for Affiliate membership.
 2. Affiliate staff are those, without registration to practice their professions where such requirements exist, who are employed under the supervision of a professional affiliate of this Chapter in a technical capacity directly related to the practice of their profession.
 3. Business Affiliates are those whose principal occupation and source of income are to aid the architect in the day-to-day operation of his or her office; accountants, attorney, insurance, photographers, office and project managers, etc.
 4. Industrial Affiliates are those whose principal occupation and source of income involves the sales or rental of hard goods or materials to the design or construction industry; contractors, manufacturer's representatives, wholesalers, etc. Companies who offer design services in conjunction with the sales of goods are not relieved of this classification if the principal source of income is from the sales of goods.
 5. Public Affiliates are those whose principal occupation and source of income is in a field of public service, educational facilities, the media, or a nonprofit organization.
- c. Rights and Privileges. Affiliates in Good Standing:
 1. May serve as a member of any committee of this Chapter that does not perform any duty of the Board;
 2. May speak on and vote in Chapter meetings on business matters and in elections on all issues except dues for Institute and Associate members;
 3. Shall be eligible, except for Affiliate staff, to serve as an Affiliate Director;
 4. Affiliate Director shall be eligible to chair a committee of this Chapter;
 5. May use the title "Affiliate Member of AIA Eastern Oklahoma";
 6. May not use the initials "AIA" nor the phrase "The American Institute of Architects" alone or otherwise, nor the seal, symbol, or insignia of this Chapter or the Institute; violation of this provision being deemed to be prima facie evidence of unprofessional conduct.
- d. Admission. Every application for admission to Affiliate membership in this Chapter shall be made to the Board and shall be promptly acted upon by the Board.

- e. Termination. Affiliate membership shall be terminated by the death or resignation of an Affiliate, shall ipso facto be terminated by admission to or becoming eligible for Institute membership or Associate membership, and may be suspended or terminated for indebtedness as provided in Section 7.3.

Section 2.5 Honorary Affiliate Members

- a. Qualifications. A person of esteemed character who is not eligible for membership in the Institute or this Chapter, but who has rendered distinguished service to the profession of architecture or the arts and sciences allied therewith within the territory of this Chapter may be admitted as an Honorary Affiliate.
- b. Nomination and Admission. A person eligible for Honorary Affiliate may be nominated therefor by any Member of the Board. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board at any of its regular meetings, after the nomination of a person for Honorary Affiliate, may admit such person as an Honorary Affiliate by the concurring roll call vote of three-fourths of its membership. Not more than one (1) Honorary Affiliate shall be elected in any one (1) calendar year. All nominations for Honorary Affiliateship and the voting thereon shall be in executive session and remain confidential until the nominee accepts the honor. When the Board has elected a person to Honorary Affiliateship, it shall ascertain the willingness of the nominee to accept the honor. If accepted, the Board shall request the person to be present at a meeting of this Chapter for presentation of the honor.
- c. Rights and Privileges. An Honorary Affiliate of this Chapter:
 - 1. Shall not pay any admission fee or annual dues to this Chapter, nor be subject to any assessment levied by it, nor have any interest in its property or liabilities;
 - 2. May attend and on the invitation of the presiding officer, may speak and take part in the discussions, but may not make motions nor vote at any meetings of this Chapter;
 - 3. Shall not be eligible to serve as an Officer or Director or to chair a committee of this Chapter, nor serve on any of its committees except as an advisor;
 - 4. May use the title "Honorary Affiliate Member of AIA Eastern Oklahoma". This title may not be changed by further abbreviation, amplification, or otherwise, nor shall the words "Honorary Affiliate" be printed in smaller size type than the remainder of the title
 - 5. May not use the initials "AIA" nor the phrase "The American Institute of Architects" alone or otherwise, nor the seal, symbol, or insignia of this Chapter or the Institute.
- d. Withdrawal. The Board, by the affirmative roll call vote of its entire membership, may terminate any Honorary Affiliateship in this Chapter and strike the name of the Honorary Affiliate from the records from any reason it deems sufficient, provided it has offered the Honorary Affiliate an opportunity to be heard in the matter.

Article 3. Chapter Representation in Related Institute Organizations

Section 3.1 The Institute

Delegates to Institute Meetings. The Board shall select the number of member delegates they are entitled to have represent them at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws in the manner set forth below: Member delegates shall be appointed from among the assigned members of this Chapter of the Board. If the Board neglects, fails or refuses to select all such delegates, or should all of such delegates fail to qualify, then the President or a lawful substitute may appoint delegates to represent this Chapter, as provided by the Institute Bylaws.

Section 3.2 The Regional Organization

- a. Representation. This Chapter shall have representation in the Regional Organization as provided in the bylaws of that organization.
- b. Duties of Representatives. Representatives of this Chapter shall act for and on its behalf in all matters that may properly come before that organization.
- c. Dues to the Regional Organization. This Chapter shall pay annual dues and/or assessments levied by the Regional Organization in the amounts and at the times required for its support and with the approval of the Board of this Chapter.

Section 3.3 The State Organization

- a. Representation. This Chapter shall have representation in the State organization as provided in the bylaws of that organization.
- b. Duties of Representatives. Representatives of this Chapter shall act for and on its behalf in all matters that may properly come before that organization.
- c. Dues to the State Organization. This Chapter shall pay annual dues and/or assessments levied by the State organization in the amounts and at the times required for its support and with the approval of the Board of this Chapter.

Article 4. Meetings

Section 4.1 Meetings

- a. Annual Meeting. This Chapter shall hold an annual meeting during the fourth quarter of each year, for the purposes of receiving the annual reports of the Board and the Treasurer, electing the Officers and Directors to succeed those whose terms are about to expire and for the transaction of such other business as may be appropriate.
- b. Regular Meetings. This Chapter shall hold regular meetings a minimum of four (4) times per year, one of which may be the annual meeting.
- c. Special Meetings. A special meeting of this Chapter may be called by a meeting of the Chapter, or by the Board, or within thirty (30) calendar days of a written petition to the Board signed by not less than twenty-five percent (25%) of the total number of assigned members of this Chapter then in good standing, provided that the purpose of such meeting is set forth in the meeting notice. No other business than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

Section 4.2 Notice; Quorum; Minutes

- a. Notice and Calls of Meetings. A notice of each meeting of this Chapter, stating the time and place thereof, shall be served on every member, by mailing and/or emailing it to the address and/or email address of such member of file. The notice of each regular meeting, and the call and notice of each special meeting, shall be serviced at least seven (7) calendar days before the date fixed for the meeting, unless a longer notice shall be required by law, and the time and serving shall be deemed to be the date on which the notice or the call and notice was mailed and/or emailed prior to the meeting. The notice shall be sent first to the known email address and shall be mailed if no valid or known email address is on record.
- b. Quorums at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless otherwise notified by law, a quorum shall be ten percent (10%) of the total number of the assigned members of this Chapter entitled to vote. The members present may adjourn the meeting despite the absence of a quorum.
- c. Minutes of Meetings. Written minutes of special meetings, as defined in Section 4.1 of these bylaws of this Chapter, recording the matters of the meeting and every action taken thereat, shall be kept by the Secretary

in the Book of Minutes of this Chapter. The minutes of special meetings shall be signed by the Secretary after approval at a subsequent meeting of this Chapter.

Section 4.3 Decisions at Meetings; Eligibility for Voting

- a. **Majority Vote.** With a quorum present, every decision at a meeting shall be by a majority vote of those present and eligible to vote, unless otherwise required by these Bylaws.
- b. **Roll Call Vote.** A roll call vote shall be taken whenever one-third of the voting members present shall so require.
- c. **Proxies.** Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter, except that any vote may be taken by mail and/or email ballot as provided in Section 4.5.b.
- d. **Limitation of Voting Eligibility.** Only assigned members in good standing may vote on the following matters:
 1. Amendments to these bylaws;
 2. Matters so designated elsewhere in these bylaws;
 3. Election of Institute Directors; delegates to meetings of the Institute and the Regional and State organization;
 4. Instructions to delegates to meetings of the Institute;
 5. Any matters relating to membership;
 6. Chapter dues and assessments of members, except that voting on dues and assessments for Institute members shall be limited to Institute members;
 7. Other matters relating to the government, meetings, affiliations, budget and finances of the Institute and this Chapter, except as designated elsewhere in these bylaws;
 8. All other matters so ruled by the chair, such rulings being reversible only by a two-thirds vote of the assigned members.

Section 4.4 Election of Officers and Directors

- a. **Nominations.** Nomination for each office and each directorship of this Chapter about to become vacant shall be made:
 1. By the nominating committee;
 2. By an assigned member in good standing from the floor at the annual election meeting as defined in Section 4.1.a of these bylaws.
- b. **Eligibility.** Nominations for the office of President-elect shall be made from eligible assigned members of this Chapter in good standing who are currently serving or have previously served as a member of the Board.
- c. **Nominating Committee.** At least thirty (30) calendar days prior to the annual meeting, the nominating committee shall prepare and present to the members of this Chapter a slate of eligible candidates. The committee shall be chaired by the current President-elect, three (3) assigned members appointed by the President of this Chapter, and the Executive Director of this Chapter. The nominating committee shall conduct the elections to be held at the annual meeting.
- d. **Voting: When Required.** If there is only one (1) nominee for any office or directorship, the chair may be directed by the meeting to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the nominee shall be declared to elected by acclamation. Otherwise, the name of each nominee for each office and each directorship shall be placed by the nominating committee on ballots for the voting thereof by the meeting. Such voting shall be by secret ballot in accordance with the procedure prescribed therefor by law and the provisions of Section 4.5.

Section 4.5 Balloting Procedures

- a. Tellers. Balloting shall be in charge of three (3) tellers appointed by the chair, who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the chair thereof.
- b. Ballot. Any vote that may be taken at a meeting of this Chapter may in lieu of that, be taken by mail or email ballot of the members of this Chapter, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Chapter.
- c. Results. The chair shall announce to the meeting the results of all balloting, and shall declare all elections.
- d. Election. The nominee for an office or directorship who receives a majority of the ballots cast for the office or directorship shall be elected thereto.
- e. Tie Votes. In the event of a tie vote, the list of nominees for each office and/or each directorship in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the run-off election shall be elected to the office.

Article 5. The Board of Directors

Section 5.1 Membership of the Board of Directors. The Board of Directors shall jointly consist of:

- a. Officers. The officers shall consist of the President, the President-elect, the Secretary, and the Treasurer, each of whom shall be an assigned Institute member of and in good standing of this Chapter. All officers shall be voting members of the Board.
- b. Directors. The Directors shall consist of seven (7) Directors, one of which shall be designated as an Associate Director which shall be filled only by an assigned Associate Member of and in good standing with this Chapter, and one of which shall be designated as an Affiliate Director which shall be filled only by an Affiliate Member of and in good standing with this Chapter. The remaining five (5) Directors shall be filled only by an assigned Institute member of and in good standing with this Chapter. All Directors shall be voting members of the Board.
- c. Immediate Past President. The immediate past President shall be the assigned Institute member of and in good standing with this Chapter who held the position of President during the immediately preceding election term period. The immediate past President shall be a voting member of the Board.
- d. Executive Director. The administrative and executive offices shall be in the charge of the Executive Director, who shall be employed by and report to the Executive Committee. The Executive Director shall be responsible for the administration of the affairs of this Chapter and such other duties as the Executive Committee may assign. Specifically, the Executive Director shall:
 1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and the Treasurer may delegate;
 2. Employ such staff as the Executive Committee may authorize as may be necessary to perform the duties assigned by the Executive Committee;
 3. Attend all meetings of the Executive Committee as a member ex officio without vote;
 4. Make reports to the Executive Committee on the affairs and business of this Chapter when requested by the Executive Committee;
 5. Shall sit with the Board, without vote and take part in its discussions.

Section 5.2 Authority of the Board of Directors

- a. Powers. The management, direction, control and administration of the property, affairs and business of this Chapter shall be vested in the Board, which shall exercise all authority, rights and power granted to it by the laws of the state of Oklahoma and by these bylaws.
- b. Custodianship. The Board shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in the custody of or under the administration of the

Treasurer. Within the appropriations made therefor, the Board shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

- c. Awards. This Chapter may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Chapter. Each award shall be bestowed for and on behalf of this Chapter by the concurring vote of two-thirds of the Board, after due consideration of the nominees and their work. The token of each award shall be in the form as the Board shall determine and be presented by this Chapter in an appropriate ceremony.
- d. Delegation of Authority. Neither the Board nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to the laws of the state of Oklahoma.
- e. Removal of Officer or Director. Any or all of the officers and directors may be removed with or without cause by vote of the members, or for cause by vote of the Executive Committee when there is a quorum of not less than a majority at the meeting at which the vote is taken. Any member of the Board having three (3) consecutive absences or a total of four (4) absences from regular and special meetings of the Board, during a fiscal year period, shall be subject to removal from Board membership.

Section 5.3 Terms of Office of Officers and Directors

- a. Term. The term of office for each officer and director shall be:
 - 1. One (1) year for each of the offices of President, President-elect, Secretary, and Treasurer and shall begin on the first day of the year following the election; except that the President-elect will ascend automatically to the office of President.
 - 2. One (1) year for each of the Directors designated as Associate Director and Affiliate Director.
 - 3. Two (2) years for each of the five (5) Directors to be filled only by assigned Institute members of this Chapter and shall be staggered so that a maximum of three (3) Directors' terms shall expire each year.
- b. Eligibility. Officers and Directors shall be eligible to serve no more than two (2) consecutive terms of office; however, an Officer or Director is eligible to a full term if during the period immediately prior to election that Officer or Director was filling an un-expired term or had been elected to less than a full term.
- c. Vacancies. Should a vacancy occur in the membership of the Board except the offices of the President and President-elect, the President shall appoint an assigned member of this Chapter to fill the vacancy for the un-expired term of office. A vacancy in the office of the President shall be filled by the President-elect. A vacancy in the office of President-elect shall be filled by election under provision of Section 4.4.

Section 5.4. Meetings of the Board of Directors

- a. Meetings Required. The Board must actually meet in a regular or special meeting in order to transact business. Any one (1) or more members of the Board may participate in a meeting by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time.
- b. Regular Meeting of the Board. The Board shall hold a regular meeting within thirty (30) calendar days of the adjournment of the annual meeting of this Chapter and regular monthly meetings thereafter at the time and place last determined by it.
- c. Special Meetings. A special meeting of the Board shall be held if requested by vote or in writing by a majority of the members of the Board, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted thereat, and only the business stated in the call and notice shall be transacted at the special meeting.
- d. Officer Pro Tem. In the absence of the President and the President-elect, or the Secretary or the Treasurer, the Board may elect from its membership a Chairman Pro Tem or a Secretary Pro Tem or a Treasurer Pro Tem, as the case may be. Each such office shall serve until the duly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

Section 5.5 Notice and Calls of Meetings

- a. Notice Required. Every call or notice of a regular or special meeting, or a regular or special meeting of the Board shall be served not less than five (5) business days before the date fixed for the meeting.
- b. Waiver of Notice. Either the call and notice or any limitations as to the business to be transacted, or both may be waived by the written consent of every member of the Board.
- c. Irregularity In or Failure of Notice. Any irregularity in or failure of notice of a regular meeting of the Board shall not invalidate the meeting or any action taken thereat.

Section 5.6 Quorum at Meetings; Decisions, Minutes

- a. Quorum. A majority of the voting members of the Board shall constitute a quorum for the transaction of its business and if a quorum is not present, those present may adjourn the meeting to a later date.
- b. Decisions of the Board. Every decision of the Board shall be by a concurring majority vote, unless otherwise required by these bylaws or by law.
- c. Minutes. Written minutes of every meeting of the Board, recording the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the Book of Minutes of this Chapter. The minutes of each meeting, after their approval, shall be signed by the President or other officer who presided at the meeting.

Section 5.7 Reports to the Board of Directors

- a. Report to Members. The Board shall render a full report in writing to each annual meeting of this Chapter of the condition, interests, activities, and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.
- b. Report to Institute. The Board or the Secretary shall make a written report to the Institute at such times as the Institute requests, of the matters and in the form required by it.

Article 6. Officers

Section 6.1 Officers

The officers of the Chapter shall include a President, a President-elect, a Secretary, and a Treasurer.

Section 6.2 The President

- a. Duties. The President shall exercise general supervision over the affairs of this Chapter, except such thereof as are placed by these bylaws or by the Board under the administration and supervision of the Secretary and shall preside at meetings of this Chapter and of the Board; shall sign all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter; and shall perform all other duties usual and incidental to the office.
- b. Authority. The President shall act as a spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by him/her or by the Board. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board.

Section 6.3 The President-elect

- a. Duties. The President-elect shall possess all the powers and perform all the duties of the President in the event of absence of the President or of the President's disability, refusal or failure to act, and shall perform such other duties as are properly assigned by the Board or the President.
- b. Succession. The President-elect shall succeed to the office of President upon expiration of the term of office of the President.

Section 6.3 The Secretary

- a. Duties. The Secretary shall act as the recording and corresponding secretary and as secretary of meeting of this Chapter and of the Board; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of the Chapter, except as otherwise provided in these bylaws; keep its seal and affix it on such instruments as require it; prepare the reports of the Board and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter; and shall perform all other duties usual and incidental to the office.
- b. Delegation of authority. The Secretary may delegate to the Executive Director or other employee of this Chapter the actual performance of any or all duties as recording or as corresponding secretary, but shall not delegate responsibility for the property of this Chapter or the making of any attestation or certification to be given by the Secretary or the signing of any document requiring the signature of the Secretary.

Section 6.4 The Treasurer

- a. Duties. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Chapter; prepare the budgets, collect amounts due this Chapter, and give receipts for and have custody of its funds and moneys and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office; and shall perform the duties usual and incidental to the office.
- b. Reports. The Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Board. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report, and the Treasurer's recommendation on matters relating to the finances and general welfare of this Chapter.
- c. Delegation of Authority. The Treasurer may delegate to the Executive Director other employee of this Chapter President shall exercise general supervision over the affairs of this Chapter the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Chapter or authorize any person to sign any order, statement, agreement, check, or other financial instrument of this Chapter, unless such delegation is expressly permitted in these bylaws.
- d. Succession. When the new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement and audit, all the records and books of account, and all moneys, securities, and other valuable items and papers belonging to this Chapter that are in the Treasurer's custody and possession. The incoming Treasurer shall check the same, and if found correct, shall give to the retiring Treasurer a receipt thereof and a complete release of the retiring Treasurer from any future liability.
- e. Liability. The Treasurer shall not be personally responsible for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income, or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

Article 7. Dues, Fees, Assessments and Finances

Section 7.1 Annual Dues

- a. Amount of Annual Dues. The Board of Directors by a two-thirds majority vote of its entire membership may fix, before the end of any fiscal year, the annual dues amount to be paid by each membership category for the immediately succeeding fiscal year. If the Board proposes to change this Chapter's annual dues it shall notify the membership of the proposed change and the schedule of annual dues at least thirty (30) calendar days prior to the Board taking action on any such change in dues.
- b. Period of Annual Dues. Annual dues shall be for the period of the fiscal year of this Chapter and shall be due and payable to the Institute by March 31 of each fiscal year.
- c. Allocation of First Annual Dues. The first annual dues of new members shall be prorated according to the policies of the Institute.
- d. Individual Exemption from Payment of Dues. A member of this Chapter who is an Honorary Affiliate or is also member of the Institute and is exempted from the payment of dues to the Institute shall be exempted from payment of annual dues to this Chapter.
- e. Deferment of Individual Default. The Board, by vote of two-thirds of its members, for what it deems adequate cause, may defer the date of default for Chapter dues or assessment of any member, in whole or in part, for a determined period of time, provided that such period of time does not extend beyond the then current fiscal year.
- f. Hardship Dues Waiver. The Board, by vote of two-thirds of its members, for what it deems adequate cause, may waive this Chapter's dues or assessment of any member, in whole or in part, for a determined period of time, provided that such period of time does not extend beyond the then current fiscal year.

Section 7.2 Assessments

- a. Authority. This Chapter, by the concurring vote of not less than two-thirds of the voting members present at a meeting, assuming a quorum is present, may levy an assessment on its members.
- b. Notice of Assessment. Notice of the intention to levy an assessment stating the amount of and the reasons and necessity of such an assessment, when it shall be payable, and the time within it must be paid before a member will be in default for non-payment, shall be mailed to every member not less than thirty (30) calendar days prior to a meeting of this Chapter at which the proposed assessment is to be voted on.

Section 7.3 Termination for Default of Dues or Assessments

If a member is in default for an Chapter dues or assessments, then the membership shall be terminated; provided, however, that at least thirty (30) calendar days prior to action of termination of membership the Secretary shall notify in writing any member whose dues or assessments are in default, indicating the amount of default and of the impending termination. Other than giving this final notice, this Chapter shall not be required to notify any member of their default to it or the penalty. If the member is an assigned member, the Board shall request the Institute Board to terminate the membership.

Section 7.4 Finances

- a. Budgets and Appropriation
 1. At the beginning of each fiscal year, the Board by the concurring vote of two-thirds of its total membership, shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter, make annual appropriations and authorize expenditures in accordance with the budget, and authorize the Treasurer to pay the authorized expenditures when due.
 2. The Board shall not adopt any budget, make any appropriations nor authorize any expenditures which, in the aggregate will exceed the gross anticipated income the fiscal year.
 3. The Board, within the aggregate expenditures provided in the budget, may adjust any items of budgeted expense and change appropriations accordingly, and may transfer additional income to budgeted amounts to accumulated capital reserve.

- b. Financial Review. An annual review by a competent accountant, employed by the Board, shall make an annual review of the books of this Chapter for tax determination purposes and a copy thereof shall be on file at this Chapter's office.
- c. Fiscal Year. The fiscal year of this Chapter shall be January 1 to December 31.

Article 8. Property, Rights and Privileges

Section 8.1 Acquisition of Property

- a. Authority. In order to carry on its affairs and exercise its powers this Chapter may acquire real and personal property for its own use, but shall not execute any chattel mortgage.
- b. Gifts. Only the Board shall have any right or authority to accept or solicit any gift, bequest or devise for or on behalf of this Chapter; it shall not accept any gift, bequest or devise if it will not promote the objects and purposes of this Chapter, or if it and its administration will place an undue financial or other burden on this Chapter.

Section 8.2 Dividends Prohibited

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends, or otherwise to the members of this Chapter.

Section 8.3 Institute Property Interests

The Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to or interest in the property of this Chapter, and the Institute shall not be liable for any debt or other obligation of this Chapter.

Section 8.4 Suspension of Interests, Rights, and Privileges; Good Standing Defined

- a. Good Standing. A member is not in good standing in this Chapter if and while in default of dues or other obligations to this Chapter or the Institute.
- b. Suspension. A member not in good standing in this Chapter shall be under suspension. Immediately upon the suspension of a member, the member's rights in this Chapter and the Institute are withdrawn until the member is restored to good standing.

Article 9. Committees

Section 9.1 Chapter Committees

- a. General Provisions. The Board shall have the power to establish Chapter committees as required to perform services for this Chapter which may be classified into four (4) general categories as follows:
 - 1. Membership Services
 - 2. Chapter Affairs of Policy and Planning
 - 3. Community Affairs
 - 4. Professional Development
- b. Committee Members. The members and the chair of every committee shall be appointed or approved by the President.

Section 9.2 The Executive Committee of the Board

- a. Membership. The Executive Committee shall consist of the officers of this Chapter. The Immediate Past President of this Chapter may sit on this committee at the request of the President.

- b. Authority of the Executive Committee. The Executive Committee shall act as supervisory and liaison agents for the Board for the various committees of this Chapter.
- c. Meetings. The Executive Committee may hold regular meetings as directed by the Board or when called by the President as Chairman of the Committee. Any one (1) or more members of the Executive Committee may participate in a meeting of the committee by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time.
- d. Quorum at Meetings and Decisions. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of its business. Every decision of the Executive Committee shall be by majority vote.

Section 9.3 Terms of Office of Committee Members

The term of office of committee members including the Executive Committee shall be one (1) year coinciding with the fiscal year of this Chapter.

Section 9.4 Reports

Every Chapter Committee shall make an Annual Report to the Executive Committee for inclusion in the full report of the Board to the Annual Meeting of this Chapter, and at such other times as the Executive Committee directs.

Article 10. Professional Conduct

Section 10.1 Code of Ethics and Professional Conduct

- a. The Code of Ethics and Professional Conduct applies to the professional activities of all classes of membership wherever they occur. Members are not immune from charges of violations of the Code of Ethics or disciplinary action by reason of their practice or position as partners, associates, or as members, stockholders, executive officers, directors or employees of any association, corporation or other legal entity. It is the duty of all members to conduct themselves at all times in conformity with the standards established by the Institute in the Code of Ethics and Professional Conduct and its published interpretations.
- b. Members of the American Institute of Architects are dedicated to design excellence and the highest standards of professionalism, integrity, and competence. The Institute's ethical principles are for the conduct of members in fulfilling that obligation. They apply to all professional activities, wherever they occur. They address responsibilities to the public which the profession is expected to serve and enrich; to the clients and users of architecture who sustain it and give it life; to colleagues in architecture and in the building industry who help to shape the built environment; and to the art and science of architecture, that continuum of knowledge and creation which is the legacy of the profession. The AIA Code of Ethics and Professional Conduct states guidelines for the conduct of Members in fulfilling those obligations. The Code is arranged in three tiers of statements: Canons, Ethical Standards, and Rules of Conduct:
 - Canons are broad principles of conduct.
 - Ethical Standards are more specific goals toward which Members should aspire in professional performance and behavior.
 - Rules of Conduct are mandatory; violation of a Rule is grounds for disciplinary action by the Institute. Rules of Conduct, in some instances, implement more than one Canon or Ethical Standard.
- c. Chapter Amendments Prohibited. No amendment or interpretation of the Institute's ethical principles/guidelines shall be made by this Chapter.

Article 11. Affiliations and Endorsements

Section 11.1 Affiliations with Other Organizations

This Chapter shall not form nor enter into any affiliation with any individual, but it may affiliate with professional, civic, or construction industry organizations operating within the territory of this Chapter that is not used or maintained for financial gain, price-fixing, or political purposes, if and while the objects of the Chapter will be promoted by such affiliation.

Section 11.2 Agreements of Affiliation

Every affiliation must be authorized by the concurring vote of not less than two-thirds of the entire membership of the Board and shall be evidenced by a written agreement executed by the Chapter and the affiliated organization; provided that the Board may collaborate with one or more organizations for any purpose to forward or maintain the objects or standing of this Chapter without such written agreement if the collaboration does not extend beyond one (1) year.

Section 11.3 Conditions of Affiliation

- a. **Statement of Purpose.** Every agreement of affiliation shall set out in full the purposes of the affiliation, the terms and conditions under which it is entered into, the duration, and the nature of the affiliate's membership, government, and operations.
- b. **Limitations.** It shall be a condition of every affiliation that the affiliated organization shall not have any voice in the affairs of this Chapter and that it shall not and cannot bind or obligate this Chapter to any policy in any manner by pronouncement or otherwise, unless the Board has duly and specifically voted to be so bound or obligated.
- c. **Termination.** Any affiliation may be terminated by the concurring vote of not less than two-thirds of the entire membership of the Board, but the Board must give notice in writing to the affiliated organization of its intention to cancel and give it an opportunity to be heard in the matter, and a like provision pertaining to its cancellation by the affiliated organization must be included in the agreement of affiliation.

Section 11.4 Privileges of Affiliated Organizations

The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter, and may speak thereat on invitation of the presiding officer.

Section 11.5 Endorsements Prohibited

Neither this Chapter, nor the Board, nor any Chapter committee, nor any of its Officers, Directors, Committee members, or employees, in an official capacity as such, shall approve, sponsor, or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or of any method or manner of handling, using, distributing, or dealing in any material or product.

Article 12. General Provisions

Section 12.1 Limitation on Chapter Actions

No action of this Chapter, the Board, any Chapter committee, or any Officer or Director shall directly or indirectly nullify or contravene any act or policy of the Institute.

Section 12.2 Records Open to Members

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters relating to the bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter during business hours fixed by the Board, by any member of this Chapter in good standing.

Section 12.3 Liability and Indemnification

The present and former officers, directors and employees of this Chapter shall not be personally liable for its debts, obligations, or liabilities, and this Chapter will indemnify them for expenses incurred in litigation costs and the attorney's fees arising from any litigation involving them in the performance of their duties on behalf of this Chapter and in the absence of misconduct, fraud, or bad faith.

Section 12.4 Parliamentary Authority

The rules contained in Robert's "Rules of Order Newly Revised" shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board, and the Chapter committees in all cases in which the said rules of order are applicable and insofar as they are no consistent or in conflict with the law, these bylaws, or the rules and regulations adopted by this Chapter or by the Board.

Article 13 Amendments

Section 13.1 Amendments at Meetings of this Chapter

- a. Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Chapter, provided that a notice stating the purpose of each proposed amendment and the reason therefor and a copy of the proposed amendment is sent to every member eligible to vote on the amendment not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be considered.
- b. Voting on Bylaws Amendment. It shall require a quorum and a concurring vote by written ballot of two-thirds of the eligible voting members present at the meeting to amend these bylaws.
- c. Conformity with Institute Bylaws. Every resolution of this Chapter amending these bylaws shall become effective only after receipt of approval from the Institute for conformity with the Institute bylaws.

Section 13.2 Amendments by the Board of Directors

The Board, without action by a meeting of this Chapter, shall amend any of these bylaws as may be necessary for conformity with the Institute bylaws.

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Chapter Charter: July 1, 1961

Bylaws Amendments: **September 18, 1961**
 September 25, 1962
 March 19, 1968
 October 20, 1971
 November 18, 1977
 April 23, 1984
 January 7, 2011 – Approved by Institute Secretary Helene Dreiling, FAIA