

# **Bylaws**

of



A section of

**AIA Nebraska**

A chapter of the

**American Institute of Architects**

(Amended November 18, 1999)

(Amended November 19, 2003)

**BYLAWS**  
**OF**  
**AIA OMAHA**

(A section of AIA Nebraska, a Chapter of the American Institute of Architects)

**ARTICLE 1.**

**ORGANIZATION, COMPOSITION AND GENERAL POWERS**

1.1. Name

1.1.1 This Section. The name of this organization is AIA Omaha, a Section of AIA Nebraska a Chapter of THE AMERICAN INSTITUTE OF ARCHITECTS.

1.1.2 Related Institute Organizations. In these bylaws the above named Section is referred to as this section; the governing Board of this Section as the Board of Directors; AIA Nebraska as the State Organization; the Central States Regional Council as the Regional Organization; The American Institute of Architects as the Institute; and the Board of Directors of the Institute as the AIA Board.

1.2. Objects and Powers

1.2.1 Objects. The objects of this Section shall be to promote and forward the objects of the American Institute of Architects within the territory of this Section, which are to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

1.2.2 Powers.

1. Within the territory assigned to it, this Chapter shall represent and act for the Institute under a charter issued to it by the Institute Board. The Institute and this Chapter may act as agent or otherwise, one for the other, or they may delegate such agency or otherwise to a third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided, that the Institute Board and this Chapter execute a written agreement to that effect.
2. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute.
3. This Chapter shall cooperate with the State Organization and the Regional Organization to further the interests of the Institute, and by agreement with these organizations, may represent and act for them within the territory of this Chapter.
4. This Chapter may establish professional affiliate, student affiliate, non-resident and honorary membership categories, under conditions set forth in these bylaws.
5. This Chapter may levy and collect annual dues from its assigned members, associate members, unassigned members, professional affiliates, and student affiliates, and may levy and collect admission fees for admission of all members and affiliates.

6. This Chapter may establish and sponsor student chapters in schools or architecture located within the general area of this Chapter, under conditions established by the Institute Board, which conditions shall be set forth in these bylaws when such student chapters are established by it.

### 1.3 Organization

This Chapter is a nonprofit membership corporation duly incorporated on the 5<sup>th</sup> day of May, 1980, under and by virtue of the provisions of the Nebraska Nonprofit Corporation Act, and is a successor to the Omaha Section of the Nebraska Society of Architects, the predecessor of which was duly chartered by the Institute of the 15<sup>th</sup> day of April, 1919.

### 1.4 Territory

The territory within which this Chapter shall represent and act for the Institute is that described in its charter or otherwise prescribed by the Institute. The territory of this Chapter is indicated on the map attached to these bylaws, it includes the counties of Cumming, Douglas, Holt, Burt, Knox, Antelope, Colfax, Cedar, Boone, Dodge, Wayne, Nance, Washington, Dixon, Pierce, Sarpy, Dakota, Madison, Platte, Thurston, and Stanton.

## ARTICLE 2.

### MEMBERSHIP

#### 2.1 Members: General Provisions

2.1.1 Categories of Membership. The members of this Chapter shall consist of:

- a) the Architect and Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in this Chapter, and
- b) the allied and affiliate members the Chapter may admit as provided in Paragraphs 2.4 through 2.5.

2.1.2 Definitions. In these bylaws, Architect and Associate members who have been assigned to membership in this Chapter are referred to as "assigned members". The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2.3 of these bylaws. The term "allied" shall refer to allied members, and the term "affiliate" shall refer to student and honorary affiliates. The term "member", if not otherwise qualified, shall refer to all categories of membership in this Chapter.

2.1.3 Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.

2.1.4 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 in its next official publication.

2.1.5 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 7.

2.1.6 Resignations. Any member may resign from this Chapter by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign,

shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

2.1.7 Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the chapter and not in the territory of another chapter. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 7.

## 2.2 Assigned Members

2.2.1 General. The qualifications, rights and privileges of assigned Institute members and associate members shall be as provided in the Institute Bylaws.

2.2.2 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Board of Directors 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.

2.2.3 Transfers. The Board of Directors shall not delay or impede the transfer of any assigned member of this Chapter in good standing who has applied for admission to another chapter of the Institute.

2.2.4 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter.

2.2.5 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. Associate membership shall ipso facto be terminated on January 1 of the year following receipt by an associate member of an initial license to practice architecture.

2.2.6 Members Emeriti. Any member who has been granted member emeritus status in accordance with the Institute Bylaws shall ipso facto be a Member Emeritus of this Chapter. All rights, interest, privileges, titles, liabilities and obligations, other than the payment of regular and supplemental dues, shall remain unchanged.

2.2.7 Associate Members. The qualifications, rights and privileges of associate members shall be as provided in the Institute Bylaws.

## 2.3 Unassigned Members

2.3.1 Admission. The Board of Directors, 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 such member applies for such membership in writing directly to the Board of Directors in the manner prescribed by it.

2.3.2 Rights and Privileges. An 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 meeting on matters described in Paragraph 4.3.2, nor represent its members as a delegate or otherwise at any meeting of the Institute.

2.3.3 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 Paragraph 2.1.6. The Board of Directors may terminate unassigned membership in this Chapter for indebtedness to it.

## 2.4 Allied and Affiliate Members

2.4.1 Admission. Every application for admission to allied or affiliate membership in this Chapter shall be made to the Board of Directors and shall be promptly acted upon by the Board of Directors.

2.4.3 Admission Fees. Every applicant for an affiliate membership shall pay an admission fee as provided in Article 7 of these bylaws.

2.4.4 Termination. Allied or Affiliate membership is terminated by the death or resignation of the member and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an allied or affiliate member for indebtedness as provided in section 7.4.2 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.4.5 Allied Members. Individuals not otherwise eligible for membership in the Institute or the chapter may become Allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the chapter believes will provide a meaningful contribution by reason of their employment or occupation.

2.4.6 Rights and Privileges of Allied and Affiliate Members. Allied members shall have the rights and privileges specified in the Institute Bylaws. 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 of Directors
2. May attend and speak but may not make motions nor vote at any meeting of this Chapter.
3. Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter;
4. May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

2.4.7 Student Affiliates: Qualifications: Student affiliates shall be undergraduate or post-graduate students of architectural schools or secondary school students within the territory of this Chapter.

2.4.8 Student Affiliates: Rights and Privileges. The rights and privileges of student affiliates shall be as provided in the Institute Bylaws.

## 2.5 Honorary Affiliate Members

2.5.1 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 to the arts and sciences allied therewith within the territory of this Chapter, may be admitted to honorary affiliate membership in it as an Honorary Affiliate Member.

2.5.2 Nomination and Admission. A person eligible for honorary affiliate membership may be nominated therefor by any member of the Board of Directors. 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 of Directors, at any of its regular meetings, after the nomination of a person for honorary affiliate membership, may admit such person as an honorary affiliate member. Not more than three (3) honorary affiliate members shall be elected in any one (1) calendar year.

2.5.3 Rights and Privileges. An honorary affiliate member 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 meeting 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 advisor;
4. May use the title "Honorary Affiliate Member of the Omaha Chapter, AIA", which title shall not be changed by further abbreviation, amplification, or otherwise, nor shall the words "Honorary Affiliate Member" be printed in smaller size type than the remainder of the title, but may not use the initials AIA nor the phrase The American Institute of Architects alone or otherwise except as prescribed above, nor the seal, symbol or insignia of this Chapter or the Institute.

### ARTICLE 3.

#### CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

##### 3.1 The Institute

3.1.1 Delegates to Institute Meetings. This Chapter shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws as follows:

3.1.1.1 Delegate Selection Procedure. The Board of Directors shall appoint member delegates from among the assigned members of this Chapter, except that no more than one third of the Chapter's delegation shall be Associates. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

##### 3.2 Regional Organization

3.2.1 Chapter Representation in Regional Organization. This Chapter shall participate in the Regional Organization in the manner provided in the Bylaws of that organization. The President or another member appointed by the Board of Directors shall represent the members of this Chapter at meetings of the Regional Organization.

3.2.2 Delegates to Regional Convention. The assigned members in good standing of this Chapter shall be represented at meetings of the Regional Organization by delegates selected from among the assigned members of this Chapter in the number prescribed in the Bylaws of the Regional Organization as follows:

3.2.2.1 Delegate Selection Procedure. The Board of Directors shall select chapter delegates to meetings of the Regional Organization from among the assigned members of this Chapter.

##### 3.3 State Organization

3.3.1 Delegates to State Organization Meetings. The President of this Chapter (or his or her authorized representative) shall represent the members at meetings of the State Organization.

3.3.2 Representation. This Chapter shall have representation in the State Organization as provided in the bylaws of the State Organization.

3.3.3 Representatives. The President or another officer appointed by the Board of Directors shall be a representative of the members of this Chapter in the State Organization.

## ARTICLE 4.

### MEETINGS

#### 4.1 Meetings

4.1.1 Annual Meeting. This Chapter shall hold an annual meeting during the month of November, for the purposes of nominating and electing the officers and directors to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and the transaction of such other business as may be appropriate.

4.1.2 Regular Meetings. This Chapter shall hold a minimum of nine (9) regular meetings during the year.

4.1.3 Special Meetings. A special meeting of this Chapter may be called by the President, or by the Board of Directors, or by a written petition to the Board of Directors signed by not less than ten percent (10%) of the total number of assigned members of this Chapter then in good standing, provided that the purposed 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 be the same as those for an annual meeting.

#### 4.2 Quorum: Minutes

4.2.1 Quorums at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless otherwise required by law, a quorum shall be ten percent (10%) of the total number of the assigned members of this Chapter. The members present may adjourn the meeting despite the absence of a quorum.

4.2.2 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording 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 shall be signed by the Secretary after they are approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

#### 4.3 Decisions at Meetings; Eligibility for Voting

4.3.1 Majority Vote. Every decision at a meeting shall be by a concurring majority vote of those present and eligible to vote, unless otherwise required by these bylaws.

4.3.2 Roll Call Vote. A roll call vote shall be taken at the call of the presiding officer or whenever one-third of the voting members present so request.

4.3.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter.

4.3.4 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters:

1. Amendments to these bylaws relating to assigned members;
2. Matters so designated elsewhere in these bylaws;

3. Elections of Chapter officers and directors; Institute Directors; delegates to meetings of the Institute and the Regional and State Organizations; and representatives to the State Organization;
4. Any matters relating to membership, such as passing on admission of applicants;
5. Matters relating to the government, meetings, affiliations, budget and finances of the Institute and this Chapter;
6. Any matters relating to the Institute's Code of Ethics and Professional Conduct, on which voting shall be limited to Institute members;
7. All other matters so ruled by the Chair, such rulings being reversible only by a concurring two-thirds (2/3) vote of the assigned members present and voting at the meeting.

#### 4.4 Election of Officers and Directors

4.4.1 Nominations. Nominations for each office and for each other director position of this Chapter (except the immediate Past President) about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Board of Directors held at least one (1) month prior to the annual meeting, the President may select a nominating committee to prepare and present to the members slates of candidates for offices and the other director positions.

4.4.2 Voting, When Required. If there is only one nominee for any office or other director position, the Secretary 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 President shall declare the nominee to be elected by acclamation. Otherwise, the name of each nominee for each office and each other director position (except the immediate Past President) shall be placed by the Secretary 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.

4.4.3 Tellers. The President may appoint tellers, who shall be members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

4.4.4 Tie Votes. In the event of a tie vote, the list of nominees for each office (and each directorship) in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the runoff election shall be elected to the office.

4.4.5 Results. The President shall announce to the meeting the results of all balloting, and shall declare all elections.

### ARTICLE 5.

#### THE BOARD OF DIRECTORS

##### 5.1 Membership of the Board of Directors

The Board of Directors shall consist of the officers, the immediate Past President, two (2) additional Directors and two (2) additional Associate Directors, each of whom shall be an assigned Member of this Chapter.

##### 5.2 Authority of the Board of Directors

5.2.1 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Nebraska, the articles of incorporation and by these bylaws.

5.2.2 Custodianship. The Board of Directors 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 of Directors shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

5.2.3 Awards. As funds or other means become available, 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 all but one (1) of the Board of Directors, after due consideration of the nominees and their work. The token of each award shall be in the form of a medal, an embossed certificate, a scholarship, or otherwise as the Board of Directors shall determine.

5.2.4 Delegation of Authority. Neither the Board of Directors 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 law.

5.2.5 Freedom from Commitments. No committee, commission, officer, director, member, employee or agent of this Chapter shall initiate or carry on any activity that may commit the Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.

### 5.3 Terms of Office of Officers and Directors

5.3.1 Term. The term of office of each officer and director shall be one (1) year or until a successor has qualified; the term shall commence January 1.

5.3.2 Vacancies. If a vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office.

5.3.3 Resignation. Any officer (or director) may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer (or director).

5.3.4 Removal of Officer (or Director). Any or all of the officers (and directors) may be removed for or without cause by majority vote of the members, or for cause by 2/3 (6) vote of the full Board of Directors.

### 5.4 Meetings of the Board of Directors

5.4.1 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business.

5.4.2 Regular Meeting of the Board of Directors. The Board of Directors shall hold a regular meeting on the first Saturday of each month or at the call of the President, or at the time and place last determined by it.

5.4.3 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by a majority of the members of the Board of Directors, 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.

### 5.5 Quorum at Meetings; Decisions; Minutes

5.5.1 Quorum. Four (4) members of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Board of Directors members present at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

5.5.2 Decisions of the Board of Directors. Every decision of the Board of Directors shall be by a concurring majority vote, unless otherwise required by these bylaws or by law.

5.5.3 Minutes. The Secretary shall keep written minutes of each meeting of the Board of Directors, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Board of Directors for approval at the next meeting and thereafter signed by the Secretary and President or other officer who presided at the meeting and filed with the Chapter's records.

## ARTICLE 6.

### OFFICERS

#### 6.1 Officers

The officers of this Chapter shall include a President, a Vice President who shall be the President-Elect, a Secretary, and a Treasurer.

#### 6.2 The President

6.2.1 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 of Directors under the administration and supervision of the Secretary or the Treasurer, and shall preside at meetings of this Chapter and of the Board of Directors; shall sign all contracts and agreements to which this Chapter is a party; shall 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.

6.2.2 Authority. The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board of Directors. The President shall not obligate or commit this Chapter unless the Board of Directors has specifically authorized the obligation or commitment.

#### 6.3 The Vice President/President-Elect

6.3.1 Duties. The Vice President/President-Elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President, or in the event of the President's disability or inability to act, and shall perform such other duties as are properly assigned by the Board of Directors or the President.

6.3.2 Succession. The Vice President/President-Elect shall succeed to the office of President upon the expiration of the term of office of the President.

#### 6.4 The Secretary

6.4.1 Duties. The Secretary shall act as the recording and corresponding secretary and as secretary of meetings of this Chapter and of the Board of Directors; shall have custody of and safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; shall issue all notices of this Chapter; shall keep its membership roll; shall sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; shall keep its seal, and affix it on such instruments as require it; shall prepare the reports of the Board of

Directors and this Chapter; in collaboration with the President, shall have charge of all matters pertaining to the meetings of this Chapter; and shall perform all other duties usual and incidental to the office.

6.4.2 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by 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 required to be given by the Secretary, or the signing of any document requiring the signature of the Secretary.

6.4.3 Reports. The Secretary shall furnish the Institute, the Regional Organization and the State Organization with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers (and directors) of this Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

## 6.5 Treasurer

6.5.1 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; shall prepare the budgets, collect amounts due this Chapter, and give receipts for and have the custody of its funds and monies and make all disbursements of funds; shall have custody of its securities and of its instruments and papers involving finances and financial commitments; shall conduct the correspondence relating to the office; and shall perform all duties usual and incidental to the office.

6.5.2 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 of Directors. 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 recommendations on matters relating to the finances and general welfare of this Chapter.

6.5.3 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the signature of the Treasurer, unless such delegation is expressly permitted in these bylaws. The Treasurer may delegate to an assistant treasurer or other assistant employed by this Chapter the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Treasurer.

6.5.4 Succession. When a 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 monies, 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 complete, shall give to the retiring Treasurer a receipt thereof.

6.5.5 Liability. The Treasurer shall not be personally liable 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.

6.5.6 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership a chairman pro tem, a secretary pro tem or a treasurer pro tem, as necessary, who shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

## ARTICLE 7.

### DUES, FEES, ASSESSMENTS AND FINANCES

## 7.1 Annual Dues

7.1.1 Amount of Annual Dues and Admission Fees. The Board of Directors, by the concurring vote of all but one of its entire membership, may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year, and the amount of admission fees required of allied or affiliate members.

7.1.2 Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year.

7.1.3 Dues Upon Admission. A newly admitted assigned or allied or affiliate member shall pay full annual dues, except that those admitted during the last six months of the year shall pay one-half the annual dues in the year they are admitted.

7.1.4 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board of Directors pursuant to section 7.1.1.

7.1.5 Hardship Dues Reduction. The Board of Directors may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Board of Directors may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership.

## 7.2 Assessments

7.2.1 Authority. This Chapter, by the concurring vote of not less than two-thirds (2/3) of the total number of the Architect members present at a meeting, may levy an assessment on its Architect members; by the concurring vote of not less than two-thirds (2/3) of the total number of its assigned members may levy an assessment on its associate members and/or allied or affiliate members.

7.2.2 Notice of Assessment. Notice of the intention to levy an assessment stating the amount of and the reasons and necessity for the assessment, when it shall be payable, and the time within it must be paid before a member will be in default for nonpayment, shall be mailed to every member not less than (30) days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

## 7.3 Default of Annual Dues and Assessments

7.3.1 Due Date for Annual Dues. Every member who has not paid the entire amount of the required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.

7.3.2 Due Date for Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.

7.3.3 Notice of Default to Member. Every member who is in default to this Chapter shall be given thirty (30) days notice in writing of impending termination because of said default.

## 7.4 Termination or Suspension for Default of Dues or Assessments

7.4.1 Assigned Members. At appropriate intervals, the Secretary of this Chapter shall send to the Institute Secretary a list of all assigned members in default to this Chapter with the amount of such default and request termination of those memberships. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

7.4.2 Unassigned Members and Affiliates. If an unassigned member or affiliate member is in default to this Chapter for nonpayment of dues and assessments at the end of the fiscal year, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least thirty (30) days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

## 7.5 Finances

7.5.1 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors by the concurring vote of two-thirds (2/3) of its total membership (at the meeting), shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year, make annual appropriations, and authorize expenditures in accordance with the budget, and authorize the Treasurer to pay the authorized expenditures when due.

7.5.2 Review of Financial Records. Every four (4) years, the Board of Directors shall employ a CPA to prepare and review a compilation of the financial records of the Chapter as the basis for a financial report to the members.

7.5.3 Fiscal Year. The fiscal year of this Chapter shall be from January 1 to December 31 in each year.

### 7.5.4 Expenditure Limitations

7.5.4.1 General. No member, officer, director, committee, commission, employee or agent of the Chapter shall have any right, authority or power to expend any money of the Chapter, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Chapter to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board of Directors or a specific resolution at a meeting of the Chapter.

7.5.4.2 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so (by two-thirds majority vote) at a duly called meeting of the members (provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years).

## ARTICLE 8.

### PROPERTY, RIGHTS, AND PRIVILEGES

#### 8.1 Acquisition of Property

8.1.1 Authority. In order to carry on its affairs and exercise its powers, this Chapter may acquire real and personal property for its own use.

8.1.2 Gifts. Only the Board of Directors shall have any right or authority to solicit or accept 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.

#### 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.

8.3 Institute Property Interests

This 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.

8.4 Suspensions of Interests, Rights and Privileges; Good Standing Defined

A member is not in good standing in this Chapter while under charges of unprofessional conduct, and is not in good standing and shall be under suspension if and while in default of dues or other obligations to either this Chapter or the Institute. 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, except that periodical publications and other regular mailings may be continued if dues are paid.

ARTICLE 9.

COMMITTEES AND COMMISSIONS

9.1 Composition

The committees, their membership, terms of office, and duties shall be as determined by the Board of Directors. The membership, terms of office and duties of each committee shall be prescribed by the body that established it, but the Board of Directors may assign additional duties to any committee at any time.

9.2 Reports

Every committee shall make an annual report to the Board of Directors at the close of its work, and at such other times as the Board of Directors directs.

ARTICLE 10.

PROFESSIONAL CONDUCT AND DISCIPLINE

10.1 Code of Ethics and Professional Conduct

10.1.1 Institute Code. The Code of ethics and Professional Conduct of the Institute shall apply to the professional activities of the members of this Chapter, and every interpretation made by the Institute Board shall be deemed to be the interpretation of this Chapter.

10.1.2 Chapter Amendments Prohibited. No amendment or interpretation of the Code of Ethics and Professional Conduct shall be made by this Chapter.

10.2 Procedure Relating to Unprofessional Conduct by Members

The procedure to be followed in the event of charges of unprofessional conduct shall comply as nearly may be to that set forth in the Institute Bylaws.

ARTICLE 11.

AFFILIATIONS AND ENDORSEMENTS

11.1 Affiliations with Other Organizations

This Chapter shall not form nor enter into any affiliations with any individual, but it may affiliate with any local organization of the construction industry 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 this Chapter will be promoted by such affiliation.

## 11.2 Agreements of Affiliation

Every affiliation must be authorized by the Board of Directors and shall be evidenced by a written agreement executed by the Chapter and the affiliated organization; provided that the Board of Directors 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 year.

## 11.3 Conditions of Affiliation

11.3.1 Statement of Purpose. Every agreement of affiliation shall set out in full the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate, and the nature of its organizations, membership, government and operations.

11.3.2 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 of Directors has duly and specifically voted to be so bound or obligated.

11.3.3 Termination. Any affiliation may be terminated by the Board of Directors, but the Board of Directors 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 cancellation by the affiliated organization must be included in the agreement of affiliation.

## 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.

## 11.5 Endorsements Prohibited

Neither this Chapter, nor the Board of Directors, 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

## 12.1 Executive Office

The executive offices of this Chapter shall be located as determined by the Board of Directors from time to time.

## 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 charges of unprofessional conduct, membership

applications, and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any member of this Chapter in good standing.

### 12.3 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 of Directors, and the Chapter committees in all cases in which the said Rules of Order are applicable and insofar as they are not consistent or in conflict with law, these bylaws, or the rules and regulations adopted by this Chapter or by the Board of Directors.

### 12.5 Liability, Indemnification and Insurance

12.5.1 Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of this Chapter shall not be personally liable for its debts, obligations or liabilities.

12.5.2 Indemnification. To the greatest extent authorized or permitted by law, this Chapter shall defend, indemnify and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as present or former officer, director or employee of this Chapter, or in any other capacity at the request of this Chapter; provided that such person shall have acted in good faith for a purpose which he or she reasonably believed to be in the best interests of this Chapter; has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advice of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe his or her conduct to be unlawful.

12.5.3 Insurance. The Board of Directors may authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of this Chapter as may protect them against any liability asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law.

### 12.6 Reports of the Board of Directors

12.6.1 Report to Members. The Board of Directors 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.

12.6.2 Report to Institute. The Board of Directors 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 13.

### AMENDMENTS

#### 13.1 Amendments at Meetings of this Chapter

13.1.1 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 the membership to vote on the amendment not less than 15 days prior to the date of the meeting at which the proposed amendment is to be considered.

13.1.2 Bylaws Relating to Assigned Member. It shall require a concurring vote of not less than two-thirds (2/3) of the assigned members of this Chapter who are present at the meeting to amend a bylaw relating to such assigned members.

13.1.3 Other By-Law Provisions. It shall require a concurring vote of not less than two-thirds (2/3) of the members of this Chapter who are present at the meeting to amend other provision of these bylaws.

13.2 Amendments by the Board of Directors

13.2.1 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of this Chapter, may amend any of these bylaws as may be necessary for conformity with Institute Bylaws. These bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws.

13.2.2 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds (2/3) vote of the members of this Chapter eligible to vote thereon.