



## BYLAWS

### ARTICLE 1 ORGANIZATION

#### 1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is **AIA Peconic, Inc.** hereafter referred to as this Chapter.

1.11 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the Executive Committee. The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board.

1.02 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of its Chapter. *(The Institute objects 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.)* (AIA Bylaws Section 1.02 and 4.03)

1.03 Domain. The domain of this Chapter shall be that territory formerly prescribed by the Long Island Chapter or otherwise established by the Institute. (The territory of this Chapter is described as follows: Eastern Suffolk, and includes the townships of Riverhead, Southold, Southampton, Shelter Island and East Hampton and is indicated on the map attached to these bylaws.)

1.04 Organization. This Chapter is a non-profit membership corporation incorporated in the State of New York, on August 16, 2005.

1.05 Authority. This Chapter shall represent and act for the Institute membership within the territory assigned to it to the extent authorized by the Institution Bylaws. (AIA Bylaws Section 4.051) The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.

1.06 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. (AIA Bylaws section 4.052 and 4.362.) This Chapter shall cooperate with its state organization and regional organization to further the interests of the membership, and by

agreement with these organizations may represent and act for them within the territory of this Chapter. (AIA Bylaws section 4.13)

**1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS**

1.11 Purpose of Affiliations. This Chapter may affiliate with any local organization of the construction industry operating within the territory of its Chapter that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of its Chapter will be promoted by such affiliation.

1.12 Agreements of Affiliation. Any affiliation that is in direct conflict with the philosophy of the Chapter must be authorized by not less than two-thirds vote of the Chapter’s Executive Committee and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.121 Statement of Purpose. Every agreement of affiliation shall state 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.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter and shall not bind or obligate this Chapter to any policy or activity unless the Executive Committee has voted to be so bound or obligated.

1.123 Termination. Any affiliation may be terminated by majority vote of the Executive Committee upon such notice to the affiliated organization as may be required in the agreement of affiliation.

1.13 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 at the invitation of the presiding officer.

**1.2 ENDORSEMENTS**

Neither this Chapter, nor the Executive Committee, any Chapter, committee, nor any of its officers, 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 any method or manner of handling, using, distributing or dealing in any material or product.

**ARTICLE 2  
MEMBERSHIP**

**2.0 GENERAL PROVISIONS**

- 2.01 Categories of Membership. The membership of this Chapter shall consist of:
- a) the Architect, Intern and Associate members of the Institute who have been assigned to the Chapter (AIA Bylaws section 4.14), or who have been admitted to unassigned membership in this Chapter, and
  - b) the affiliate members the Chapter may admit as provided in Paragraphs 2.35 through 2.37.

2.02 Definitions. In these bylaws, Architect, Intern and Associate members who have been assigned to 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 Chapter 2.2 of these bylaws. The term "affiliate" shall refer to professional affiliates, student affiliates and honorary affiliates. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

2.03 Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership. (AIA Bylaws section 4.053)

2.04 Non-resident Status. Non-resident status shall be accorded to members who apply for such status because of their intended absence from the United States for at least 18 consecutive months. Non-resident members shall have the same rights and privileges as other members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 3.

2.05 Enrollment of Members. Every member assigned or affiliate admitted by this Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Secretary as a member of this Chapter. New memberships will be announced at the next regular meeting of this Chapter. (AIA Bylaws section 4.15)

2.06 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of the Chapter as determined in Article 3. (AIA Bylaws section 3.15)

2.07 Resignations. Any member may resign from this Chapter by presenting a written resignation to the Chapter. 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. (AIA Bylaws section 2.081)

2.08 Good Standing Defined. A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter, or the Institute.

2.09 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute loses all rights in the Chapter, and the Institute, including any right to use the Chapter's or Institute's name, initials, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter. (AIA Bylaws sections 2.04, 2.084-2.085)

## **2.1 ASSIGNED MEMBERS**

2.11 General. The qualifications, rights and privileges of assigned Architect, Intern and Associate members shall be as provided in the Institute Bylaws. (AIA Bylaws sections 2.02 and 4.055)

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed, the President shall, within 30 calendar days after the date the application was filed, make a recommendation to the Institute Secretary to accept or deny the application. (AIA Bylaws section 2.052)

2.13 Reassignment. The Chapter shall not delay nor impede the transfer of any assigned member in good standing who has applied for assignment to another Chapter of the Institute. (AIA Bylaws section 2.072)

2.14 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter. (AIA Bylaws sections 4.15, 4.22 and 4.363)

2.15 Termination. Assigned membership in this Chapter is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another Chapter. (AIA Bylaws section 2.071)

2.16 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. (AIA Bylaws section 2.32)

## **2.1 UNASSIGNED MEMBERS**

2.21 Admission. The Chapter without action by the Institute, shall admit to unassigned membership any Architect, Intern or Associate member assigned to another Chapter who applies for such membership in writing in the manner prescribed by the Executive Committee.

2.22 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 vote on matters described in Chapter 5.24 of these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute. (AIA Bylaws section 2.074)

2.23 Termination. Unassigned membership in this Chapter is terminated by the death of the member or by resignation or termination of membership in the Institute. The Executive Committee may terminate unassigned membership for indebtedness to the Chapter as provided in Chapter 3.32.

## **2.3 ALLIED MEMBERS**

2.31 Admission. Every application for admission to allied membership in this Chapter shall be promptly acted upon by the Executive Committee of the Chapter.

2.32 Admission Fees. Every applicant for an allied membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined by the Executive Committee as provided in Chapter 3.02 of these bylaws. (2006 \$175.00 each member)

2.33 Termination. Allied membership is terminated by the death or resignation of an affiliate or by the admission or eligibility to be admitted as an assigned or unassigned member. The Executive Committee may terminate the membership of an affiliate

member for indebtedness as provided in Chapter 3.32 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.34 Rights and Privileges of Allied Members. Allies in good standing:

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Executive Committee;
- 2) May attend and speak but may not make motions or vote at any meeting of this Chapter;
- 3) Shall not be eligible to serve as an officer 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 the Institute. (AIA Bylaws 4.143)

2.35 Professional Allied – Qualifications. Professional Affiliates are non-architects with established professional reputations, registered to practice their professions where such requirements exist. Professional Affiliates may include engineers, planners, landscape architects, sculptors, muralists and other artists, professionals in government, education, industry, research and journalism, and/or others the Chapter believes will provide a meaningful contribution by virtue of their employment or profession and who are not otherwise eligible for Institute membership. (AIA Bylaws 4.141)

2.36 Student Allied-Qualifications. Student Allied members shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Chapter. (AIA Bylaws 4.142)

2.37 Honorary Allies.

2.371 Qualifications. A person of esteemed character who is otherwise ineligible 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 as an Honorary Affiliate member of this Chapter.

2.372 Nomination and Admission. A person eligible for Honorary Allied membership may be nominated by any member of the Executive Committee. 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 Executive committee, at any regular meeting, may admit a nominee as an Honorary Adllied member.

2.373 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.34 above, Honorary Affiliate members of this Chapter shall not pay any admission fee or annual dues nor be subject to any assessment.

2.374 Nomination and Admission to Honorary Allied membership. All nominations for honorary affiliateship and the voting thereon shall be in executive session and remain confidential until and the nominee accepts the honor.

2.375 When the Executive Committee has elected a person to Honorary Allied membership, it shall ascertain his willingness to accept the honor. If he accepts,

the Executive Committee shall request him to be present at the next annual meeting of this Chapter for the presentation of the honor.

2.376 Withdrawal of Honorary. The Executive Committee by the affirmative roll call vote of its entire membership, may terminate any honorary Allied membership in this Chapter and strike the name of the honorary Allied member for any reason it deems sufficient, provided it has offered him an opportunity to be heard in the matter.

### ARTICLE 3 DUES, FEES AND ASSESSMENTS

#### 3.0 ANNUAL DUES

3.01 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.

3.02 Amount of Annual Dues (and Admission Fees). The Executive Committee of the Chapter (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 affiliate members).

3.03 Dues Upon Admission. A newly admitted assigned 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.

3.04 Dues For Nonresident Members. Nonresident members shall pay reduced dues as defined by the Chapter. The amount of the reduction shall be determined by the Executive Committee pursuant to Chapter 3.02.

3.05 General Waiver of Annual Dues and Admission Fees. This Chapter must adhere to the Chapter Bylaws.

3.06 Individual Waiver of Annual Dues. This Chapter must adhere to the Chapter Bylaws.

3.07 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 Executive Committee pursuant to Chapter 3.02.

#### 3.1 ASSESSMENTS

3.11 Authority. This Chapter, by the concurring vote of 2/3 of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of (a majority/not less than two-thirds of the total number) of its assigned members may levy an assessment on its intern, Associate members and /or affiliate members. (The amount of the assessment on a member in any fiscal year shall not exceed 18% of the amount of the annual dues required to be paid by such member for that year.)

3.12 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, 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.

**3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS**

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

3.22 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.

3.23 Notice of Default to Member. Every member who is in default to this Chapter shall be given 30 days’ notice in writing or impending termination because of said default.

**3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS**

3.31 Assigned Members. At appropriate intervals, the Corresponding Secretary of the 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.

3.32 Unassigned Members and Affiliates. If an unassigned member or affiliate member is in default to this Chapter for nonpayment of dues and assessments, 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 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.

**ARTICLE 4  
CHAPTER RELATIONSHIP TO  
OTHER INSTITUTE ORGANIZATIONS**

**4.0 THE INSTITUTE**

4.01 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 (AIA Bylaws section 5.213):

4.011 Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of this Chapter by the Executive Committee, except that no more than one third of the Chapter’s delegation shall be Interns or 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.

#### 4.1 REGIONAL ORGANIZATION – (Chapter does not pertain)

#### 4.2 CHAPTERS

4.31 Establishment of Chapters. This Chapter may not establish any additional Chapters without the approval of the Institute Secretary.

4.311 Procedure. Members in a geographic area within the territory of the Chapter may petition the Executive Committee to form a Chapter.

### ARTICLE 5 CHAPTER MEETINGS

#### 5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Chapter shall hold an annual meeting during the month of NOVEMBER for the purpose of electing the officers, (and representatives to the State Organization) to succeed those whose terms are about to expire; for receiving the annual reports of the Executive Committee and the Secretary and Treasurer; and for the transaction of such other business as may be appropriate. (11/13/08)

5.02 Regular Meetings. This Chapter shall hold regular meetings on the second Thursday of each month.

5.03 Special Meetings. A special meeting of this Chapter may be called by the President or the Executive Committee and shall be called by the President at the written request of not less than 10% of the total number of this Chapter's members in good standing. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

#### 5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 Notice of Chapter Meetings. A notice of each meeting of this Chapter stating the date, time and place where the meeting will be held, shall be given by the President of the Chapter personally or by direct mail or e-mail, to each member entitled to vote at the meeting. Notice shall be given not less than ten (10) days before the date fixed for the meeting. Due to the nature of our resort area the August meetings may be cancelled for lack of a place to meet. Notices will be sent in advance to notify all members.

5.12 Quorum at Meetings. At any meeting of this Chapter, a minimum of 10% of members entitled to vote shall constitute a quorum for the transaction of any business. The PRESIDING OFFICER may adjourn the meeting in the absence of a quorum and no business shall be transacted in the absence of a quorum. (11/13/08)



5.13 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. 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.

**5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING**

5.21 Majority Vote. Every decision at a Chapter meeting shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or these bylaws.

5.22 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.

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

5.24 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters: (AIA Bylaws sections 2.074 and 4.055)

- 1) Matters so designated elsewhere in these bylaws;
- 2) Elections of Institute Directors; delegates to meetings of the Institute and the Regional and State Organization;
- 3) Instructions to delegates;
- 4) Any matters relating to membership;
- 5) Voting on dues and assessments for Institute Members shall be limited to Institute Members;
- 6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute;

5.25 Mail Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by direct mail or e-mail 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.

**ARTICLE 6  
THE EXECUTIVE COMMITTEE**

**6.0 AUTHORITY OF EXECUTIVE COMMITTEE**

6.01 Powers. The business of this Chapter shall be managed by the Executive Committee, which shall be composed of the officers of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of New York, the articles of Incorporation and by these bylaws.

6.011 Custodianship. The Executive Committee 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 Chapter Recording Secretary. Within the appropriations made therefore, the

Executive Committee shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

6.02 Delegation of Authority. Neither the Executive Committee nor any officer 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.

6.03 Freedom from Commitments. No committee, commission, officer, 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 Executive Committee.

## 6.1 ELECTION OF OFFICERS

6.11 Nominations. Nominations for each office of this Chapter about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Executive Committee held at least one month prior to the annual meeting, the President may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices.

6.12 Elections. The nominee for an office who receives a (plurality/majority) of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office shall be placed by the Secretary on ballots for voting by secret ballot.

6.13 Tellers. The President may appoint three (3) 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.

6.14 Tie Votes. In the event of a tie vote, the list of nominees for each office 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.

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

## 6.2 MEMBERSHIP AND TERMS OF OFFICE OF OFFICERS

6.21 Membership of the Executive Committee. The Executive Committee shall consist of five (5) assigned members of this Chapter including the President, Vice President, President Elect, Secretary, Treasurer, and Immediate Past President. (11/13/08)

All Past Presidents are honorary members of the Executive Committee. Such Honorary Executive Committee members may participate at all meetings of the Executive Committee in a non-voting capacity with the exception of the Immediate Past President, who shall have full voting privileges. (11/13/08)

6.22 Terms of Office. The term of office of each officer shall be a one-year term. Said term should commence at the end of the last meeting of the year. The outgoing

officer shall assist the incoming officer through the transition for a period of one month. The President and Vice President shall have a term of only one year. The Secretary and Treasurer shall be permitted one additional term of one year, but in no case shall an officer serve more than two consecutive terms in the same office.

Each officer shall serve until his or her successor has qualified.

6.23 Vacancies. If a vacancy occurs in the membership of the Executive Committee other than on account of the regular expiration of a term of office, the Executive Committee shall fill the vacancy for the un-expired term of office.

6.24 Resignation. Any officer 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.

6.25 Removal of Officer. Any or all of the officers may be removed for cause by a two-thirds (2/3) majority vote of members attending a regular meeting (where ten (10) days notice of a vote is given) or a special meeting convened for that purpose in accordance with Section 5.03 of these BYLAWS. Vacancies created by such action shall be filled in accordance with Section 6.23 of these BYLAWS unless all officers are so removed, in which new officers shall be elected in a special election conducted in accordance with Section 6.1 of these BYLAWS. Officer may be removed for cause by a two thirds (2/3) majority vote of the entire Executive Committee. All votes shall be recorded in official minutes. (11/13/08)

## 6.3 OFFICERS

6.31 Officers. The officers of this Chapter shall be the President, Vice President, Secretary and Treasurer.

6.32 The President. The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Executive Committee under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Chapter and of the Executive Committee; appoint, with the concurrence of the Executive Committee, all committees; 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.

6.321 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 Executive Committee. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Executive Committee.

6.33 The Vice President. The Vice President shall possess all the powers and perform all the duties of the President in the event of the 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 Executive Committee or the President.

6.331 Succession. The Vice President shall succeed to the office of President upon expiration of the term of office of the President.

6.34 The Secretary. The Secretary shall act as the corresponding secretary of the Chapter and the Executive Committee, and shall attend all their meetings; 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 rill; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; and shall perform all other duties usual and incidental to the office.

6.34.1 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 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.

6.34.3 The Treasurer. The Treasurer of the Chapter 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 the custody of its funds and monies 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 perform all duties usual and incidental to the office.

6.34.4 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 Executive Committee. 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.

6.34.5 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.

6.34.6 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.

6.35 Officer Pro Tem. If any officer is absent or unable to act, the Executive Committee 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.

## 6.4 MEETINGS OF THE EXECUTIVE COMMITTEE

6.41 Meetings Required. The Executive Committee must actually meet in a regular or special meeting in order to transact business. "Any one 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. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members of the committee consent to the action in writing."

6.41.1 Regular Meetings. The Executive Committee may hold regular meetings without notice at a time and place determined by it.

6.41.2 Special Meetings. A special meeting of the Executive Committee shall be held if requested in writing by one-third of the members of the Executive Committee; 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, and only the business stated in the call and notice shall be transacted at the special meeting.

6.41.3 Waiver of Notice. Either the call and notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Executive Committee. Any irregularity in or failure of notice of a meeting of the Executive Committee shall not invalidate the meeting or any action taken.

6.42 Quorum and Vote. Except as otherwise prescribed in these BYLAWS a majority of the Executive Committee shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Executive Committee members present at the time of the vote shall be the act of the Executive Committee 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. (11/13/08)

6.43 Minutes. The Secretary shall keep written minutes of each meeting of the Executive Committee, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Executive Committee for approval at the next meeting and thereafter signed by the Secretary and filed with the Chapter's records.

## 6.5 REPORTS OF THE EXECUTIVE COMMITTEE

6.51 Report to Members. The Executive Committee 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.

6.52 Report to Institute. The Executive Committee 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.

## 6.6 COMMITTEES AND COMMISSIONS

6.61 Formation and Composition. The Executive Committee may form committees and commissions to carry out the work of the Chapter. The charge and duration of each committee or commission shall be determined by the Executive Committee. The President shall appoint members of committees and commissions and may also change or remove members provided that no appointment is made without approval of a concurring majority of the Executive Committee and no change or removal is made without a two thirds (2/3) majority vote of the Executive Committee's full voting membership. (11/13/08)

6.62 Terms of Office of Committee and Commission Members. Unless otherwise expressly specified by the Executive Committee, each appointment of a committee or commission member shall be for a period of one year, commencing on the first day of the calendar year and concluding on the last day of that year. Committee and commission members may, however, be re-appointed for successive one-year terms at the discretion of the President and Executive Committee, subject to the appointment process set forth in Section 6.61 above.

## ARTICLE 7 FINANCES

### 7.0 FINANCES

7.01 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Executive Committee (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 for the immediately succeeding year.

7.02 Expenditure Limitations.

7.021 General. No member, officer, 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 Executive Committee or a specific resolution at a meeting of the Chapter.

7.022 The Executive Committee. The Executive Committee 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 Executive Committee 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).

7.03 Review of Financial Records. At appropriate intervals, the Executive Committee shall employ a firm to prepare a compilation of the financial records of the Chapter as the basis for a financial report to the members.

7.04 Fiscal Year. The fiscal year of this Chapter shall be January 1 through December 31.

## **7.1 REAL AND PERSONAL PROPERTY**

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

7.12 Gifts. Only the Executive Committee 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 that will not promote the objects and purposes of this Chapter, or that will place an undue financial or other burden on the Chapter.

## **7.2 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 the Chapter. (AIA Bylaws section 7.2)

## **7.3 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. (AIA Bylaws section 4.08)

# **ARTICLE 8 GENERAL PROVISIONS**

## **8.0 EXECUTIVE OFFICE**

The Executive Committee shall be responsible for the administration of the affairs of the Chapter and such other duties as the Executive Committee may assign. Specifically, the member of the Executive Committee may:

- 1) Serve as assistant Secretary or Treasurer to perform such duties as the Secretary or Treasurer may delegate;
- 2) Employ such staff as the Chapter's Executive Committee may authorize as may be necessary to perform the duties assigned;

## 8.1 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 membership applications and bestowal of honorary memberships, shall be open to inspection at a place designated by the Chapter during the business hours fixed by the Executive Committee, by any member of this Chapter in good standing, and by any member of the Executive Committee.

## 8.2 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 Executive Committee, and the Chapter committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these bylaws or the rules and regulations adopted by this Chapter or by the Executive Committee.

## 8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

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

8.32 Indemnification. If an officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the officer of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, the Executive Committee by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

8.33 Insurance. The Executive Committee may authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former officers, 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.

## ARTICLE 9 AMENDMENTS

### 9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

9.01 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Chapter by two-thirds vote of the members present, or at least five (5) people, whichever is greater, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting. Any amendments may not conflict with the Institute Bylaws.



9.02 Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds of the assigned members of this Chapter who are present at the meeting to amend a bylaw relating to such assigned members.

## **9.1 AMENDMENTS BY THE EXECUTIVE COMMITTEE**

9.11 Conformity with Institute Bylaws. The Executive Committee, 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. (AIA Bylaws section 4.06)

9.12 Delegation of Authority. The Executive Committee 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 vote of the members of this Chapter eligible to vote thereon.