

AUGUST 22, 2007

BYLAWS

of

SANTA CLARA VALLEY CHAPTER

THE AMERICAN INSTITUTE OF ARCHITECTS

TABLE OF CONTENTS

#	Article Title	Page
1	ORGANIZATION, COMPOSITION AND GENERAL POWERS	3
2	MEMBERSHIP	4
3	CHAPTER REPRESENTATION IN RELATED INSTITUTE ORGANIZATION	8
4	MEETINGS	9
5	BOARD OF DIRECTORS	12
6	OFFICERS	14
7	DUES, FEES, ASSESSMENT AND FINANCES	15
8	PROPERTY, RIGHTS AND PRIVILEGES	17
9	COMMITTEES AND COMMISSIONS	18
10	AFFILIATIONS AND ENDORSEMENTS	18
11	GENERAL PROVISIONS	19
12	AMENDMENTS	20
13	PROFESSIONAL CONDUCT AND DISCIPLINE	21

ARTICLE 1. ORGANIZATION, COMPOSITION AND GENERAL POWERS

1.1 Name

- 1.1.1 This Chapter. The name of this organization is Santa Clara Valley Chapter, The American Institute of Architects.
- 1.1.2 Related Institute Organizations. In these Bylaws the above named Chapter is referred to as this Chapter; the governing board of this Chapter as the Board of Directors; The California Council, The American Institute of Architects as the State Organization (or Council); The American Institute of Architects as the Institute; and the Board of Directors of the Institute as the Institute Board.

1.2 Objects and Powers

- 1.2.1 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the territory of this Chapter.
- 1.2.2 Powers.
- .1 Within the territory assigned to it, this Chapter will 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 to further the interests of the Institute and by agreement with this organization, may represent and act for it within the territory of this Chapter.
 - .4 This Chapter may establish professional affiliate, student affiliate, nonresident 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, professional affiliates, and student affiliates, and may levy and collect admission fees (in addition to dues) for admission of professional affiliates and student affiliates.
 - .6 This Chapter may establish Sections of this Chapter when approved by the Institute Board.
 - .7 This Chapter may establish and sponsor student chapters in schools of architecture located within the territory 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 corporation duly incorporated on the 10th day of August, 1955, under and by virtue of the provisions of State of California law and is a successor to the Coast

Valleys Chapter, The American Institute of Architects, an unincorporated association duly chartered, by the Institute on the 1st day of June, 1950.

- 1.4** **Territory.** The territory within which this Chapter shall represent and act for the Institute is the County of Santa Clara, California.

ARTICLE 2. MEMBERSHIP

2.1 Members: General Provisions

- 2.1.1 **Classes of Membership.** The members of this Chapter shall consist of the Institute members and Associate members who have been assigned to membership in this Chapter by the Institute, or who have been admitted to membership in this Chapter as provided in Paragraph 2.3, and of the professional affiliates, student affiliates, and honorary affiliates and associate members it may admit as provided in Paragraphs 2.4 and 2.5.
- 2.1.2 **Definitions.** In these Bylaws, Institute members 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 Institute members and Associate members other than assigned members. The term “affiliate” shall refer to Professional Affiliates, Student Affiliates and Honorary and Affiliates. The term “member,” if not otherwise qualified, shall refer to all classes 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 **Nonresident Status.** Nonresident status shall be provided for members who apply for such status because of their intended absence from the United States for at least 18 consecutive months. Nonresident 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 7.
- 2.1.5 **Enrollment of Members.** Every member assigned to or 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 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.
- 2.1.6 **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.
- 2.1.7 **Resignations.** Any person admitted to this Chapter, other than an assigned member, may resign from this Chapter; provided that such member present a resignation in writing to the Secretary and is in good standing at the time of resignation. If the Secretary finds the member qualified to resign, the resignation shall be effective as of the date the letter of resignation was received by the Secretary.
- 2.1.8 **Suspension of Interests, Rights and Privileges; Good Standing Defined.** A member is not in good standing in this Chapter and shall be under suspension if and while the member has been suspended by the Institute for unprofessional conduct, or if and while the member is 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.

2.2 Assigned Members

- 2.2.1 General. The qualifications, rights and privileges of assigned (Institute 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 Chapter Executive shall promptly complete the application and forward it to the Institute. When the applicant is ineligible under the AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.
- 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: Qualifications. Associate members shall include:
- .1 Those without architectural licenses who are employed under the supervision of a licensed architect in a professional or technical capacity directly related to the practice of architecture, or,
 - .2 Those without architectural licenses who have degrees from a school of architecture (such as a degree in architecture environmental design, building technology, planning, urban design, interior design, etc.) and intend to obtain a license to practice architecture or,
 - .3 Those without architectural licenses who are eligible by experience and are employed, enrolled or participating in circumstances recognized by licensing authorities as constituting credit toward architectural registration.
- 2.2.8 Associate Members: Rights and Privileges. Associate members in good standing:
- .1 May serve as voting members on chapter and state boards, provided that associate members may hold no, more than two seats or one-third of the total seats, whichever number is greater, on such boards;
 - .2 May speak on and vote in chapter, state and regional meetings on business matters and in elections on all issues except dues for Institute members;

- .3 May be appointed as members of committees at all levels of the Institute, except the National Judicial Council;
- .4 May serve as chapter delegates to state and national AIA conventions but may not constitute more than one-third of any component delegation to such conventions; but shall not be counted in determining a chapter's delegate strength for conventions;
- .5 Shall be eligible to participate in all Institute group insurance, retirement and other benefit programs on the same basis as Institute members;
- .6 Shall not be eligible to serve as a national officer, national director, component officer or to chair a national committee;
- .7 May use the title "Associate Member of The American Institute of Architects" and may wear a white metal AIA pin; but shall not be permitted to use the gold AIA pin, the AIA emblem, or the title "AIA Associate" or "AIA" as a suffix to their names.

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 meetings on matters described in Paragraph 4.3.4, 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 2.1.7. The Board of Directors may terminate unassigned membership in this Chapter for indebtedness to it.

2.4 Affiliate Members

- 2.4.1 Admission. Every application for admission to affiliate membership in this Chapter shall be made to the Board of Directors and shall be promptly acted upon by the Board of Directors.
- 2.4.2 Transfers. Any affiliate in good standing who has a change of residence or place of business or employment from the territory of this Chapter to the territory of another chapter may be transferred to the other chapter by the Board of Directors; provided that the applicant applies for the transfer in writing and that the Board of Directors of this Chapter and of the other chapter mutually agree to the transfer. Under similar circumstances, affiliates transferred from other chapters may be admitted to this Chapter by the Board of Directors without examination; provided that each thereof files a written application for affiliate membership, as the case may be, and makes the payments required of an applicant.
- 2.4.3 Admission Fees. Every applicant for an affiliate membership shall pay an admission fee if provided in Article 7 of these Bylaws.

- 2.4.4 Termination. Affiliate memberships shall be terminated by the death or resignation of an affiliate; shall ipso facto be terminated by admission to or becoming eligible for Institute membership or associate membership, and may be suspended or terminated for unprofessional conduct as provided in Article 10 or for indebtedness as provided in Paragraph 7.4. Student affiliates shall be automatically transferred to the professional affiliate classification by the Board of Directors whenever they become eligible for that classification.
- 2.4.5 Professional Affiliates: Qualifications. Professional affiliates are non architects, registered to practice their professions where such requirements exist, with established professional reputations. Professional affiliates may include engineers, planners, landscape architects, sculptors, muralists and other artists; professionals in education, industry, research and journalism, and other professionals whose work is related to the practice of architecture.
- 2.4.6 Professional Affiliates: Rights and Privileges. Professional affiliates in good standing:
- .1 May serve as a member or chair of any committee of this Chapter that neither performs any duty of the Board of Directors nor is involved with formal or informal charges of unprofessional conduct;
 - .2 May attend and speak but may not make motions nor vote at any meeting of this Chapter except on dues and assessments for professional affiliates;
 - .3 Shall not be eligible to serve as an officer or director of this Chapter;
 - .4 May not use the initials AIA or the phrase The American Institute of Architects alone or otherwise, nor the seal, symbol or insignia of this Chapter or the Institute.
- 2.4.7 Student Affiliates: Qualifications. Student affiliates shall be undergraduate or postgraduate students of college level architectural programs or secondary school students within the territory of this Chapter.
- 2.4.8 Student Affiliates: Rights and Privileges. Student affiliates in good standing:
- .1 May serve as a member of any committee of this Chapter that neither performs any duty of the Board of Directors nor is involved with formal or informal charges of unprofessional conduct;
 - .2 May attend and speak but may not make motions nor vote at any meeting of this Chapter (on matters set forth in Paragraph 4.3.4).
 - .3 Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter;
 - .4 May use the title “Student Affiliate Member of the Santa Clara Valley Chapter, AIA” which title shall not be changed by further abbreviation, amplification or otherwise, nor shall the words “Affiliate Member” be printed in smaller 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.

2.5 Honorary Affiliate and Associate 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 or associate membership in it as an Honorary Affiliate or Associate Member.
- 2.5.2 Nomination and Admission. A person eligible for honorary affiliate or associate membership may be nominated therefore 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 or associate membership, may admit such person as an honorary affiliate or associate member.
- 2.5.3 Rights and Privileges. An honorary affiliate or associate 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 Chapter President, 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 or Associate Member of the Santa Clara Valley Chapter, AIA”, which title shall not be changed by further abbreviation, amplification, or otherwise, nor shall the words “Honorary Affiliate or Associate 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 REPRESENTATION IN RELATED 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 (AIA Bylaws Section 5.213):
- .1 Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of this Chapter by the Board of Directors, 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.

- 3.1.2 Nomination and Election of Institute Directors. This Chapter (The assigned members of this Chapter) shall nominate and elect the Institute Director(s) for this Chapter's region in the manner provided in the bylaws of the Regional Organization. (AIA Bylaws Section 4.411)
- 3.1.3 Reports. The Secretary shall furnish the Institute with such reports as may be required from time to time; shall, at least annually, furnish the Institute Secretary with the names and addresses of all officers and assigned members of this Chapter required to keep the Institute's records up-to-date and complete; and shall periodically report all resignations, requests for transfers or defaults of its assigned members.

3.2 State and Regional Organization (The American Institute of Architects California Council)

- 3.2.1 Representation. This Chapter shall have representation in the State Organization as provided in the Bylaws of the State Organization. The President and other officers nominated by the Board of Directors and approved by a quorum of the assigned members in good standing of this Chapter shall be representatives of this Chapter in the State Organization as Board Members.
- 3.2.2 Expenses of Council Board Members. The expenses of Council Board Members, in an amount to be determined by the Board of Directors, shall be defrayed in an amount not to exceed the actual food, lodging and necessary traveling expenses to the State Organization meetings.
- 3.2.3 Reports. The Secretary shall furnish the State Organization with such reports as may be required from time to time; shall, at least annually furnish the Secretary of the State Organization with the names and addresses of all officers, directors and members of this Chapter required to keep the State Organization's records up-to-date and complete; and shall periodically report all resignations, suspensions, expulsions, or defaults of its members.
- 3.2.4 Dues to the State Organization. Each member of this Chapter shall pay annual dues and assessments levied by the State Organization in the amounts and at the times required by it for its support, in addition to Chapter dues and assessments.

ARTICLE 4. MEETINGS

4.1 Meetings

- 4.1.1 Annual Meeting. This Chapter shall hold an annual business meeting during the month of September, for the purpose of nominating and electing the officers, directors, and representatives to the State Organization to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.
- 4.1.2 Regular Meetings. This Chapter shall hold regular meetings on dates designated by the Board of Directors.
- 4.1.3 Special Meetings. A special meeting of this Chapter may be called by a meeting of this Chapter by means of a majority concurring vote, or by the Board of Directors by means of a two-thirds concurring vote; or by a written petition to the Board of Directors signed by not less than 10 percent of the total number of this Chapter's assigned members in good standing, provided that the purpose of such meeting is set forth in the meeting notice. No other business

than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

4.2 Notice; Quorum; Minutes

- 4.2.1 Notices and Calls of Meetings. A notice of each business meeting of this Chapter, stating the time and place thereof, shall be served by the Secretary on every member, by mail, facsimile or electronic mail to the address of such member on file with the Secretary. The notice of each regular meeting, and the call and notice of each special meeting, shall be served at least ten calendar days before the date fixed for the meeting, unless a longer notice shall be required by law, and the time of serving shall be deemed to be the date on which the notice or the call and notice was sent prior to the meeting.
- 4.2.2 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 10 percent of the total number of the assigned members of this Chapter.
- 4.2.3 Minutes of Meetings. Written minutes of every business 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 and approved at a subsequent meeting of this Chapter.

4.3 Decisions at Meetings; Eligibility for Voting

- 4.3.1 Majority Vote. Every decision at a meeting shall be by a 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 whenever one-third of the voting members present shall so require.
- 4.3.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter, except that any vote may be taken by mail ballot as provided in Paragraph 4.5.2.
- 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; delegates to meetings of the Institute and the Regional and State Organization; and representatives to the State Organization;
 - .4 Instructions to delegates;
 - .5 Any matters relating to membership, such as passing on admission of applicants;
 - .6 Chapter dues and assessments of assigned members, except that voting on dues and assessments for Institute members shall be limited to Institute members;
 - .7 Other matters relating to the government, meetings, affiliations, budget and finances of the Institute and this Chapter;

- .8 Any matters related to the Institute's Code of Ethics and Professional Conduct;
- .9 All other matters so ruled by the Chair, such rulings being reversible only by a two-thirds 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 directorship of this Chapter 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 60 days prior to the annual meeting, the Board of Directors may select a nominating committee to prepare and present to the members slates of candidates for offices and directorships.
- 4.4.2 Voting; When Required. If there is only one nominee for any office or directorship, 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 directorship 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 therefore by law and the provisions of Paragraph 4.5.

4.5 Balloting Procedures

- 4.5.1 Tellers. Balloting shall be in charge of (three) tellers appointed by the President, who shall be assigned 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.
- 4.5.2 Mail Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by direct 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.
- 4.5.3 Results. The President shall announce to the meeting the results of all balloting, and shall declare all elections.
- 4.5.4 Election. The nominee for an office or directorship who receives a plurality of the ballots cast for the office or directorship shall be elected thereto.
- 4.5.5 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, a runoff election held, and the nominee receiving a majority shall be elected to the office.

4.6 Installation

- 4.6.1 Meeting. Following the annual meeting and election of officers and directors, and prior to the start of the next calendar year, the members of the Chapter shall meet for the purpose of installing the newly-elected officers and directors.
- 4.6.2 President. The retiring President shall be the installing officer, and he may obtain suitable assistance of Chapter members or others as s/he may deem desirable.
- 4.6.3 Duties. The installing officer shall perform such duties as may be required to conduct an appropriate installation in keeping with the professional status of the Institute.

ARTICLE 5. THE BOARD OF DIRECTORS

5.1 **Membership of the Board of Directors.** The Board of Directors shall consist of the officers and six directors, each of whom shall be an assigned member of this Chapter.

5.2 State Council Directors

5.2.1 **Council Directors.** Council Directors, in the number assigned to this Chapter by the Council Bylaws, shall be nominated and elected in the same manner as Chapter Directors and shall serve for two years.

5.2.2 **Alternate Council Directors.** Alternate Council Directors may attend Council Board meetings in lieu of Council Directors. They shall be nominated and elected in the same manner as Chapter Directors and shall serve for one year. The number of Alternate Directors to which the Chapter is entitled shall equal the number of Council Directors to which the Chapter is entitled.

5.3 Authority of Board of Directors

5.3.1 **Powers.** The management, direction, control and administration of the property, affairs and business of this Chapter shall be vested in the Board of Directors, which shall exercise all authority, rights and powers granted to it by the laws of the State of California and by these Bylaws.

5.3.2 **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 therefore, the Board of Directors shall do all things required and permitted by these Bylaws to forward the objects of this Chapter.

5.3.3 **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 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, certificate, a scholarship or otherwise as the Board of Directors shall determine.

5.3.4 **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.

5.4 Terms of Office of Officers and Directors

5.4.1 **Term.** The term of office of each officer shall be for one year, except for Treasurer and Secretary, which shall be for two years. The term of office for each Director shall be for two years, and the Directors' terms shall be staggered so that the terms of no more than three Chapter directors expire each year.

5.4.2 **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. Vacancies in Council Directorships shall be filled in a like manner.

5.5 Meetings of the Board of Directors

- 5.5.1 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business.
- 5.5.2 Regular Meeting of the Board of Directors. The Board of Directors shall hold a regular meeting at the time and place last determined by it.
- 5.5.3 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.
- 5.5.4 Officer Pro Tem. In the absence of the President and Vice President, the Secretary, and/or the Treasurer, the Board of Directors shall elect from its membership a chairman pro tem, a Secretary pro tem or a Treasurer pro tem, as the case may be. Each such officer 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.

5.6 Notice and Calls of Meetings

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

5.7 Quorum at Meetings; Decisions; Minutes

- 5.7.1 Quorum. Six members of the Board of Directors shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.
- 5.7.2 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.
- 5.7.3 Minutes. Written minutes of every meeting of the Board of Directors, recording the members in attendance, the matters before the meeting and every action taken thereat shall be kept by the Secretary in the Book of Minutes of this Chapter. The minutes of each meeting shall be signed by the Secretary or other Board Member who recorded the meeting.

5.8 Reports of the Board of Directors

- 5.8.1 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.
- 5.8.2 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 6. OFFICERS

- 6.1 Officers.** The officers of this Chapter shall include a President, Vice President / 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; 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 obligation or commitment has been specifically authorized by the Board of Directors.

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 of the President's disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Board of Directors or the President. The Vice President / President-Elect shall serve for one year, automatically ascending to the office of 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; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these Bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter, and shall perform all other duties usual and incidental to the office.
- 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 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.

6.5 The 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; 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 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 an audit of 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 correct, shall give to the retiring Treasurer a receipt therefore and a complete release of the retiring Treasurer from any future liability.
- 6.5.5 Liability. The Treasurer shall not be personally liable for any loss of money of 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 Check Signing. The Chapter Executive may be delegated as an Assistant Treasurer as per paragraphs 6.5.3 and 11.2 and as such may sign checks. The President may also sign checks as a cosigner with either the Treasurer or Chapter Executive. See Chapter policies for any check amount limitations.

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 members present and eligible) may recommend, 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 any admission fees required of affiliate members. This recommendation shall be ratified or amended by a majority vote of assigned members present at the annual business meeting before taking effect. This recommendation can, when

approved by the Board, be based on modifying dues and fees according to the annual cost price index (C.P.I.).

- 7.1.2 Period of Annual Dues. Dues shall be due and payable to this Chapter on the first day of each fiscal year.
- 7.1.3 Allocation of First Annual Dues. If an assigned or affiliate member is admitted at any time during the first quarter of a fiscal year, the Treasurer shall allocate the entire annual dues as dues for the year of admission; if such a member is admitted during the second quarter of the fiscal year, the Treasurer shall allocate an amount equal to three-quarters of the annual dues for the year of admission; if such a member is admitted during the third quarter of the fiscal year, the Treasurer shall allocate an amount equal to one-half of the annual dues for the year of admission; and if the member is admitted during the last quarter of the fiscal year, the Treasurer shall allocate the entire annual dues as dues for the succeeding fiscal year.
- 7.1.4 Individual Exemption from Payment of Dues. A member of this Chapter who is exempted from the payment of dues to the Institute shall be exempted from payment of annual dues to this Chapter.
- 7.1.5 General Remission of Annual Dues and Admission Fees. This Chapter, by the concurring vote of not less than two-thirds of the total number of assigned members and affiliate members present at a meeting may remit for any fiscal year any part or all of the annual dues required to be paid by any class of member, or any part of any admission fee required to be paid by affiliate members.
- 7.1.6 Individual Remission of Annual Dues. The Board of Directors (by the concurring vote of all but one of its members) may, in exceptional instances and under exceptional circumstances and for what it deems adequate cause, remit the annual dues of any member in whole or in part for any year, and such remission may be made retroactive.

7.2 Assessments

- 7.2.1 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of the assigned Institute members present at a meeting, may levy an assessment on its assigned Institute members; by the concurring vote of not less than two-thirds of the total number of its assigned members may levy an assessment on its associate members; and by the concurring vote of not less than two-thirds of the total number of its members may levy an assessment on its affiliate members. The amount of the assessment on each member, respectively, in any fiscal year, shall not exceed five percent of the amount of the annual dues required to be paid by such member for that year.
- 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 which it must be paid before a member will be in default for nonpayment, shall be sent by mail, facsimile or electronic mail 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 for the required annual dues for the then current fiscal year on or before March 31 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 days prior notice in writing regarding impending termination because of said default.

7.4 Termination or Suspension for Default of Dues or Assessments

7.4.1 Assigned Members. If an assigned member is in default to this Chapter for nonpayment of dues and assessments at the end of the fiscal year, the Secretary or the Board of Directors shall so advise the Institute Secretary and request termination of that membership.

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 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 Budget and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors 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, 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 Expenditure Limitations.

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 on 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 by specific resolution at a meeting of the Chapter.

2. The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the Board approved income budget of the Chapter for the year, plus any surplus from the previous 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.)

7.5.3 Audits. When determined by the Board of Directors, the books of the Treasurer and the rolls of this Chapter shall be audited by a certified public accountant employed by the Board of Directors.

7.5.4 Fiscal Year. The fiscal year of this Chapter shall be the calendar year.

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.

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 Board of Directors may assign additional duties to any committee at any time.

9.2 Committee Members. The members and the chair of every committee shall be approved by the Board of Directors.

9.3 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.

9.4 Commissions. This Chapter may establish commissions to act as supervisory and liaison agents of the Board of Directors for the committees of this Chapter.

ARTICLE 10. AFFILIATIONS AND ENDORSEMENTS

10.1 Affiliations with Other Organizations. This Chapter shall not form nor enter into any affiliations with any individual, but it may affiliate with any local organizations 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.

10.2 Agreements of Affiliation. Every affiliation must be authorized by the concurring roll call vote of not less than two-thirds of the entire membership of 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.

10.3 Conditions of Affiliation

10.3.1 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.

10.3.2 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.

10.3.3 Termination. Any affiliation may be terminated by (the concurring roll call vote of not less than two-thirds of the entire membership of 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.

10.4 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.

10.5 Endorsements of Materials 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 material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

ARTICLE 11. GENERAL PROVISIONS

11.1 Executive Office. The executive offices of this Chapter shall be located at a place selected by the Board of Directors, with written notice mailed to all classes of membership at least 30 days prior to occupying new offices.

11.2 Chapter Executive. The administrative and executive offices of the Chapter shall be in the charge of the Chapter Executive who shall be employed by the Board of Directors and report to the Chapter President. The Chapter Executive shall be responsible for the administration of the affairs of the Chapter and such other duties as the Chapter President may assign. Specifically, the Chapter Executive shall:

- (a) Serve as assistant Secretary and assistant Treasurer to perform such duties as the President may delegate;
- (b) Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Chapter President;
- (c) Attend all meetings of the Board of Directors as an ex-officio member without vote;
- (d) Make reports to the Board of Directors on the affairs and business of the Chapter when requested by the Chapter President.

11.3 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, the Code of Ethics and Professional Conduct, 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.

11.4 Parliamentary Authority. The rules contained in Robert's Rules of Order Newly Revised shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board of Directors, and the Chapter committees in all cases in which the said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with law, these Bylaws or the rules and regulations adopted by this Chapter or by the Board of Directors.

11.5 Counsel. The Board of Directors may obtain the written opinion of counsel before filing or joining in a complaint against a member under the Code of Ethics and Professional Conduct, on all procedures concerning all agreements, and concerning any amendments to these Bylaws, before any such actions take effect.

11.6 Liability, Indemnification and Insurance

11.6.1 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.

11.6.2 Indemnification. To the greatest extent authorized or permitted by law and availability, this Chapter shall defend, indemnify and hold harmless any person from and against any 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 a 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 advise of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe his or her conduct to be unlawful.

11.6.3 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.

ARTICLE 12. AMENDMENTS

12.1 Amendments at Meetings of This Chapter

12.1.1 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 therefore and a copy of the proposed amendment are sent to every member eligible to vote on the amendment not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be considered.

12.1.2 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.

12.1.3 Other Bylaw Provisions. It shall require a vote of not less than two-thirds of the members of this Chapter who are present at the meeting to amend other provisions of these Bylaws.

12.2 Amendments by the Board of Directors

12.2.1 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.

12.2.2 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 vote of the members of this Chapter eligible to vote thereon.

ARTICLE 13. PROFESSIONAL CONDUCT AND DISCIPLINE

13.1 Code of Ethics and Professional Conduct

13.1.1 Applicability of Institute Code. The Code of Ethics and Professional Conduct of the Institute shall apply to the professional activities of all assigned and unassigned members of this Chapter, wherever such activities occur. It is the duty of all such members to conduct themselves at all times in conformity with the standards established by the Institute in the Code of Ethics and Professional Conduct and its published interpretations. Institute members or associate members are not immune from charges of violations of the Code of Ethics or disciplinary action by reason of their practice or position as partners, associates, or as members, stockholders, executive officers, directors or employees of any association, corporation or other legal entity.

13.1.2 Interpretations. Every interpretation of the Code of Ethics and Professional Conduct issued by the National Judicial Council shall be deemed to be the interpretation of this Chapter. Neither this Chapter nor any individual member, officer, director or employee has the authority to make a binding interpretation or amendment of the Code. However, this Chapter may respond to inquiries regarding the Code by furnishing written materials provided by the Institute.

13.1.3 Advisory Opinions. In the event an inquiry concerning the Code of Ethics and Professional Conduct cannot be answered by reference to the Code or any published interpretations, the Chapter may request an advisory opinion or interpretation from the National Judicial Council.

13.2 Action on Complaints of Unprofessional Conduct by Members.

13.2.1 Formal Action Prohibited. A charge of unprofessional conduct against any assigned or unassigned member shall not be heard or adjusted by this Chapter, the Board of Directors or any Chapter committee, nor shall any of them have the right or authority to admonish, censure, suspend or terminate such member for unprofessional conduct.

13.2.2 Ethics Committee. The Board of Directors may establish an Ethics Committee, the membership of which shall be limited to assigned members, which shall be responsible for

educating the members about the Code of Ethics and Professional Conduct and facilitating the informal resolution of Complaints.

- 13.2.3 Informal Settlement Prior to Filing of Complaint with the Institute. The Ethics Committee, upon receipt of a charge of unprofessional conduct against a member of this Chapter, shall advise the member making the charge of the procedures for filing a formal Complaint with the National Judicial Council, and may in its sole discretion extend the opportunity to seek an informal resolution of the matter through the Committee. If the member wishes to seek such an informal resolution, the Ethics Committee shall advise the member against whom the charge is made, and with the consent of such member attempt to mediate the matter, either directly or through the offices of a third party.
- 13.2.4 Informal Settlement Following Filing of Complaint with the Institute. The Ethics Committee, upon receipt from the National Judicial Council of a formal Complaint against a member of this Chapter and the response thereto, may in its sole discretion extend to the parties the opportunity to seek an informal resolution of the matter through the Committee. If the parties wish to seek such an informal resolution, the Ethics Committee shall so advise the Institute and attempt to mediate the matter, either directly or through the offices of a third party. In attempting informal settlement, the Ethics Committee shall comply with the Rules of Procedure of the National Judicial Council, where applicable.
- 13.2.5 Confidentiality. All inquiries made to the Ethics Committee, correspondence, evidence presented by the parties, and all other matters relating to a charge or Complaint of unprofessional conduct and any attempt at informal settlement shall be and remain confidential. Upon the conclusion of any settlement effort, whether or not a resolution has been reached, all evidence submitted shall be returned to the party who submitted it and may not be introduced in further proceedings except by that party.

13.3 Chapter Participation in Disciplinary Proceedings.

- 13.3.1 Any Request that the Chapter initiate or join as Co-Complainant in a proceeding under the Code of Ethics shall be referred to the Board of Directors. The Board of Directors may, with due consideration given to the advice of counsel, file or join in the filing of a formal charge of unprofessional conduct in the name of the Chapter, against an Institute member or Associate member.
- 13.3.2 Authority of the Board of Directors. The Board of Directors shall not delegate to any other person or body its authority to initiate or join in a disciplinary proceeding.
- 13.3.3 Confidentiality. Any discussion or decision by the Board of Directors relating to an informal or formal Complaint against an Institute member or Associate member shall occur in Executive Session, shall be and remain confidential, and shall not be announced or disclosed to the membership or the public.
- 13.3.4 Notice of Institute Discipline. Whenever notice is received from the Institute that a member of the Chapter has been censured, suspended or terminated by the Institute, such notice shall be duly entered in the minutes and records of this Chapter. At the discretion of the Board of Directors, but not otherwise, such notice of discipline shall be read at the next Chapter meeting and published in the next official Chapter publication.