



AIA Indiana Bylaws

Amended November 2008

ARTICLE 1

ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is AIA Indiana, hereafter referred to as this Organization.

1.011 Related Institute Organizations. In these bylaws the governing board of this Organization is referred to as the Board of Directors. 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 Objectives. The objectives of this Organization shall be to promote and forward the objectives of The American Institute of Architects within the assigned territory of this Organization. The Institute's objectives 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 and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

1.03 Domain. The domain of this Organization shall be that territory described in its charter or otherwise established by the Institute. The territory of this Organization is described as the State of Indiana.

1.04 Organization. This Organization is a non-profit membership corporation incorporated in the State of Indiana in 1946, and chartered by the Institute on May 25, 1966.

1.05 Authority. This Organization shall represent and act for the Institute membership on state matters within the territory assigned to it under a charter issued by the AIA Board. (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 Organization shall directly or indirectly nullify or contravene any act or policy of the Institute. This State Organization and its regional organization and chapters shall further, the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Organization.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

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

1.12 Agreements of Affiliation. Every affiliation must be authorized by not less than two-thirds vote of the Board of Directors and shall be evidenced by a written agreement signed by the Organization 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 Organization and shall not bind or obligate this Chapter to any policy or activity unless the Board of Directors 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 Organization. The representatives of an affiliated or collaborating organization may attend any of the regular membership meetings of this Organization, and may speak at the invitation of the presiding officer.

1.2 ENDORSEMENTS

Neither this Organization, nor the Board of Directors, any committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or 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 Organization shall consist of:

- a) the Architect and Associate members of the Institute who have been assigned to the Organization or who have been admitted to unassigned membership in this Organization, and
- b) the allied and affiliate members the Organization may admit as provided in Paragraphs 2.35 through 2.37.

2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Organization by the Institute 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 Organization pursuant to section 2.2 of these bylaws. The term "allied" shall refer to allied members, and the term "affiliate" shall refer to student and honorary affiliates. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Organization.

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

2.04 Non-Resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the Organization and not in the territory of another organization. Members who have applied for and been granted such status should have the same rights and privileges as resident members in the same category, except that the Organization may lower dues and/or assessments for such members as provided in Article 3.

2.05 Enrollment of Members. Every member assigned to or admitted by this Organization shall be duly notified to that effect by this Organization, and shall be enrolled by the Secretary as a member of this Organization. New memberships will be announced at the next regular meeting of this Organization and in the next issue of the Organization's official publication.

2.06 Annual Dues and Assessments. Every member of this Organization shall pay the fixed annual dues and assessments of this Organization as determined in Article 3.

2.07 Resignations. Any member may resign from this Organization and the Institute by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. No Member may resign from the organization without also resigning from the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

2.071 Termination. The Board of Directors of the Organization may terminate an assigned, unassigned, allied or affiliate membership within the Organization by a two-thirds majority vote when a quorum is present when the member's actions are deemed detrimental to the interests of the organization. Termination of said membership will be forwarded to the Institute.

2.08 Good Standing Defined. A member is not in good standing in this Organization if and while in default of dues or other obligations to either this Organization 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 this Organization and the Institute, including any right to use the Organization's or Institute's name, initials, symbol, 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 Organization.

2.1 ASSIGNED MEMBERS

2.11 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws.

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Organization is filed with this Organization, the Executive Director shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, the Organization will send a recommendation to the Institute Secretary to deny the application.

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

2.14 Termination. Assigned membership in this Organization is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another Organization.

2.15 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Organization. All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged.

2.16 Reassignment. The Organization shall not delay nor impede the transfer of any assigned member in good standing who has applied for assignment to another chapter in the Institute.

2.2 UNASSIGNED MEMBERS

2.21 Admission. This Organization, without action by the Institute, shall admit to unassigned membership any Architect or Associate member assigned to another chapter who applies for such membership in writing in the manner prescribed by the Board of Directors.

2.22 Rights and Privileges. An unassigned member shall be subject to all regulations and shall have all the rights in this Organization of an assigned member, except that an unassigned member shall not vote on matters described in section 5.24 of these bylaws, nor represent this Organization as a delegate or otherwise at any meeting of the Institute.

2.23 Termination. Unassigned membership in this Organization is terminated by the death of the member and by resignation or termination of membership in the Institute. The Board of Directors may terminate unassigned membership for indebtedness to the Organization as provided in section 3.32.

2.3 ALLIED AND AFFILIATE MEMBERS

2.31 Admission. The Board of Directors shall promptly act upon every application for admission to allied or affiliate membership in this Organization.

2.32 Admission Fees. Every applicant for an allied or affiliate membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined by the Board of Directors as provided in section 3.02 of these bylaws.

2.33 Termination. Allied or Affiliate membership is terminated by the death or resignation of the member and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an allied or affiliate member for indebtedness as provided in section 3.32 or, by two-thirds vote when a quorum is present, for conduct detrimental to the interests of the Chapter.

2.34 Rights and Privileges of Allied and Affiliate Members. Allied members shall have the rights and privileges specified in the Institute Bylaws. Affiliates in good standing:

- 1) May serve as a member of any committee of this Organization that does not perform any duty of the Board of Directors;
- 2) May attend and speak but may not make motions or vote at any meeting of this Organization;
- 3) Shall not be eligible to serve as an officer or director or to chair a committee of this Organization;
- 4) May not in any way use the name, initials, seal, symbol or insignia of this Organization or of the Institute.

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

2.36 Student Affiliates-Qualifications. Student Affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Organization.

2.37 Honorary Affiliates.

2.371 Qualifications. A person of esteemed character who is otherwise ineligible for membership in the Institute or this Organization but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith within the territory of this Organization, may be admitted as an Honorary Affiliate member of this Organization.

2.372 Nomination and Admission. Any member of the Board of Directors may nominate a person eligible for Honorary Affiliate membership. 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 regular meeting, may admit a nominee as an Honorary Affiliate 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 Organization may use the title "Honorary Affiliate of AIA Indiana," and shall not pay any admission fee or annual dues nor be subject to any assessment.

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. The Board of Directors by a vote of not less than two-thirds majority when a quorum is present may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees required of allied or affiliate members.

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

3.04 Dues For Nonresident Members. The Board of Directors by a two-thirds majority vote when a quorum is present may reduce or waive the dues of nonresident members.

3.05 General Waiver of Annual Dues and Admission Fees. This Organization, by the concurring vote of not less than two-thirds of the total number of assigned members present at a meeting, may waive for any fiscal year any part, all of the annual dues required to be paid by any membership class, or any part of the admission fee required to be paid by allied or affiliate members.

3.06 Individual Waiver of Annual Dues. The Executive Committee by the concurring vote of a majority of its members present may, in exceptional circumstances, waive the annual dues of any member in whole or in part for any year, and such waiver may be made retroactive. Individual dues may not be waived for more than two consecutive years.

3.07 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Organization. Emeritus members who wish to receive mailings from the Organization may be asked to pay a fee in an amount determined by the Board of Directors pursuant to section 3.02.

3.1 ASSESSMENTS

3.1.1 Authority. This Organization, by the concurring vote of not less than two-thirds of the total number of Architect members present at a meeting, may levy an assessment on its Architect members, and 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/or allied or affiliate members. The Board of Directors by a two-thirds vote when a quorum is present will determine the amount of the assessment for each membership category. The amount of the assessment on a member in any fiscal year shall not exceed 10 percent of the amount of the annual dues required to be paid by such member to the Organization for that year.

3.1.2 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 made to every member no less than 30 days prior to the meeting of this Organization at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

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

3.2.2 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.

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

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.3.1 Assigned Members. At appropriate intervals, the Secretary of this Organization shall send to the Institute Secretary a list of all assigned members in default to this organization 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.

3.3.2 Unassigned Members and Allied or Affiliates. If an unassigned member or allied or affiliate member is in default to this Organization 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.

3.3.3 Reinstatement. A member will be reinstated into the Organization when all dues and or assessments in default are paid in full.

ARTICLE 4

CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.01 Delegates to Institute Meetings. The President or another member appointed by the Board of Directors shall represent the members of this Organization at meetings of the institute. If the President neglects, fails or refuses to represent this Organization, or should any appointed delegate fail to be accredited, then a designated representative may appoint a delegate to represent this Organization or Execute a proxy as provided in the Institute Bylaws.

4.02 Nomination and Election of Institute Directors. This Organization shall nominate the Institute Director(s) for this Organizations region in the manner provided in the bylaws of the Regional Organization.

4.1 REGIONAL ORGANIZATION

4.11 State Organization Representation in Regional Organization. This Organization shall participate in the Regional Organization in the manner provided in the bylaws of that organization. The President or another member appointed by the Board of Directors shall represent (the members of) this Organization at meetings of the Regional Organization.

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

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

4.2 STATE ORGANIZATION

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

4.211 Selection of Delegates. The Executive Committee shall select chapter delegates to meetings of the state organization from among the assigned members of this Chapter.

4.22 Representation on State Organization Board. The Chapters comprising this Organization shall be represented in this Organization by the President and the Vice-President/President-Elect of each chapter. Additional representatives' from each Chapter shall be elected from among the assigned members of each Chapter by members attending the annual meetings of each of the Chapters. The total number of assigned members of the chapter shall determine the number of directors elected from each Chapter on the date of its annual meeting, as follows:

Total Members of the Chapter: Additional Directors

Less than 50	0
51 to 100	1
101 to 200	2
201 or more	3

4.23 Associate Representation on the State Organization Board. An Associate Director shall serve on the State Board representing the entire geographic region of AIA Indiana. The Associate Director shall be elected by a majority vote of the Regular Members of the State organization Board. The term of office shall not exceed two consecutive years of service on the Board of Directors. During the final year of the Associate Director's term, a "Shadow" shall be selected by AIA Indiana to provide a transitional period between the outgoing and incoming Associate Directors.

4.24 Student Director. A Student Director may be nominated from the membership of the various AIAS Chapters of a pre-professional or professional degree programs from a college in the State of Indiana. The Board shall select one Student Director from those nominated to serve a one-year term, beginning on January 1 of each year. The Student Director shall be a voting member of the Board, except on matters of finance, membership, or affairs of the Institute and may not serve as an officer of the Board or as Regional Director. The Student Director shall be limited to two consecutive terms.

4.25 Nominations and Elections. Nominations and elections of Chapter representatives to this State Organization Board of Directors shall be made at the same time and in the same manner as for the officers and directors of each Chapter.

4.26 Term of Representatives. Each representative shall serve for the term of two years, or until a successor is elected or appointed. The successor of a representative for the un-expired term created by the resignation or incapacity of any representative shall be determined by the bylaws of the Chapter of which the representative was a member.

4.3 SECTIONS

4.31 Establishment of Section. This Organization may establish Sections with the approval of the Institute Secretary.

4.311 Procedure. Members in a geographic area within the territory of the Organization may petition the Board of Directors to form a Section.

4.32 Section Membership Voluntary. Membership in any Section shall be voluntary and not required as a condition of membership in the Organization or the Institute. Sections may request required membership as provided in AIA bylaws 4.22.

4.33 Section Dues and Assessments. Sections may levy dues and assessments on members of the section.

ARTICLE 5

CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Organization shall hold an annual meeting during the month of September, October or November for the purpose of nominating and electing the executive officers and a director for the Region to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer and Committee Chairperson and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. This Organization shall hold a minimum of six Board Meetings and four Executive Committee meetings during the fiscal year. A schedule of all board meetings will be published in January.

5.03 Special Meetings. A special meeting of this Organization may be called by the President or the Board of Directors and shall be called by the President at the written request of not less than 10% percent of the total number of this Organization'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 ORGANIZATION MEETINGS

5.1.1 Notice of Organization Meetings. A notice of each meeting of this Organization, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by fax, e-mail or mail, to each member entitled to vote at the meeting. Notice, including agenda shall be given not less than 30 days before the date fixed for the meeting. Notice is sufficient if published in the Organizations newsletter and sent to members in time for them to receive it at least 30 days prior to the meeting.

5.1.2 Quorum at Meetings. At any meeting of this Organization, any number of the membership in attendance and entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum

5.1.3 Minutes of Meetings. The Secretary shall keep written minutes of every meeting of this Organization, recording the matters considered at the meeting and the actions taken. The Secretary shall sign the minutes of each meeting after they are approved at a subsequent meeting of the Organization. Thereafter, they will be filed in the Organization's records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.2.1 Majority Vote. Every decision at a membership meeting of this Organization 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.

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

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

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

- 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 Architect members shall be limited to Architect Members;
- 6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute;

5.2.5 Mail & Email Ballot. Any vote that may be taken at a meeting of this Organization may be taken by direct mail ballot or email ballot of the members of this Organization, if the matters voted on have been introduced and discussed at a regular or special meeting of this Organization.

ARTICLE 6

THE EXECUTIVE COMMITTEE

6.0 AUTHORITY OF EXECUTIVE COMMITTEE

6.01 Powers. The business of this Organization shall be managed by the Board of Directors, which shall be composed of the officers and Directors of this Organization and the president of each chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Indiana the articles of incorporation and by these bylaws.

6.011 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this Organization 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 Organization

6.02 Delegation of Authority. Neither the Board of Directors nor any officer or director of this Organization 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, director, member, employee or agent of this Organization shall initiate or carry on any activity that may commit the Organization to an expense, policy or activity until the matter has been reviewed and approved by the Board of Directors.

6.1 ELECTION OF OFFICERS AND DIRECTORS

6.11 Nominations. Nominations for each office of this Organization about to become vacant may be made at the annual meeting from the floor. However, at a meeting of the Board of Directors held at least one month prior to the annual meeting, the President-Elect and the Board of Directors will select a nominating committee to prepare and present to the members a state or slates of candidates for offices.

6.12 Elections. The nominee for an office who receives a 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 Secretary on ballots for voting by secret ballot shall place the name of each nominee for each office.

6.13 Tellers. The President may appoint up to three 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 TERMS OF OFFICE OF OFFICERS (AND DIRECTORS)

6.21 Term. Each officer shall serve a term of one year or until a successor has qualified. Each Director shall serve a term of two years, or until a successor has been qualified.

6.22 Vacancies. If a vacancy occurs in the membership of the Board of Directors other than because of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office for those positions elected at the annual meeting of this organization. The Chapter affected by the vacancy, according to that Chapter's Bylaws, shall fill vacant director positions.

6.23 Resignation. Any officer or Director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer or Director. Directors shall also submit letters of resignation to their Chapter President or Secretary.

6.24 Removal of Officer and Directors. Any or all of the officers and directors may be removed for or without cause by vote of the members, or for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken. Removal of any or all of the officers or directors shall require the vote of not less than two-thirds of those present and voting.

6.3 OFFICERS

6.31 Officers. The officers of this Organization shall be the President, Vice President/President-Elect, Secretary, Treasurer and Past President. These five officers shall compose the Executive Committee of the Organization.

6.32 The President. The President shall exercise general supervision over the affairs of this Organization, except those matters placed by these bylaws or by the Board of Directors under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Organization and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; sign all contracts and agreements to which this Organization is a party; have charge of and exercise general supervision over the offices and employees of this Organization, and shall perform all other duties usual and incidental to the office.

6.321 Authority. The President shall act as spokesperson of this Organization 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 Organization unless the Board of Directors has specifically authorized the obligation or commitment.

6.33 The Vice President/President-Elect. 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.

6.331 Succession. The Vice President/President-Elect 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 recording and corresponding secretary of the Organization and the Board of Directors, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Organization, except property that is placed under the charge of the Treasurer; issue all notices of this Organization; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Organization, 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 Organization; in collaboration with the President, have charge of all matters pertaining to the meetings of this Organization, and shall perform all other duties usual and incidental to the office.

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

6.342 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this Organization the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Organization, 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.

6.35 The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Organization; prepare the budgets, collect amounts due this Organization, 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.

6.351 Reports. The Treasurer shall make a written report to each annual meeting of this Organization and a written report to each regular meeting of the Executive Committee. Each of said reports shall set forth the financial condition of this Organization, 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 Organization.

6.352 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check and other financial instrument of this Organization 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 Organization the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Organization, or the signing of any document requiring the signature of the Treasurer.

6.353 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Organization 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.

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

6.4 MEETINGS OF THE BOARD OF DIRECTORS

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

6.411 Regular Meetings. The Board of Directors may hold regular meetings without notice at a time and place previously determined by it. The Board of Directors shall hold a minimum of six meetings throughout the course of the year. The Executive Committee shall hold a minimum of four meetings throughout the course of the year. Any one or more members of the Executive Committee may participate in a meeting of any committee by conference call or similar device that allows that person participating in the meeting to hear one another at the same time. Any action required or permitted to

be taken by the Board of Directors or the Executive Committee may be taken without a meeting if all members of the Board or Committee consent to the action in writing.

6.412 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third 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, and only the business stated in the call and notice shall be transacted at the special meeting.

6.413 Waiver of Notice. Either the call or notice of a special meeting or any limitations as to the business to be transacted may be waived by the written consent of every member of the Board of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.42 Quorum and Vote. A majority of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided by law or in these By Laws, the vote of a majority of the Board of Directors members present at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

6.43 Minutes. The Secretary shall keep written minutes of each meeting of the Board of Directors, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Board of Directors for review not less than one week before the next meeting, where the minutes shall be presented for approval and thereafter signed by the Secretary and filed with the Organizations records.

6.5 REPORTS OF THE EXECUTIVE COMMITTEE

6.51 Report to Members. The Board of Directors shall render a full report in writing to each annual meeting of this Organization of the condition, interests, activities and accomplishments of this Organization making such recommendations with respect thereto as it deems proper.

6.52 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.

6.6 COMMITTEES AND COMMISSIONS

6.61 Formation and Composition. The Board of Directors may form committees and commissions to carry out the work of the Organization. The Board of Directors shall determine the charge and duration of each committee or commission. The President shall appoint the members of committees and commissions with the concurrence of the Board of Directors

6.62 Standing Committees In addition to the Executive and Nominating Committees, the following committees shall be maintained by the Organization as standing committees from year to year:

1. Administration, Operations and Finance
2. Bookstore
3. Government Affairs
4. Long Range Planning

6.63 Optional Committees In addition to the Standing Committees, the Board of Directors can create additional committees on an annual basis by the Organization as deemed appropriate. These committees could include, but are not limited to:

1. Continuing Education
2. Membership
3. Public Relations
4. Practice and Design

ARTICLE 7

FINANCES

7.0 FINANCES

7.01 Budgets and Appropriations Prior to the beginning of every fiscal year, the Board of Directors shall adopt an annual budget showing in detail the anticipated income and expenditures of this Organization for the immediately succeeding year.

7.02 Expenditure Limitations

7.021 General. No member, officer, director, committee, commission, employee or agent of the Organization shall have any right, authority or power to expend any money of the Organization, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Organization 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 Organization.

7.022 The Executive Committee. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Organization for the year unless specifically authorized to do so by a two-thirds majority vote when a quorum is present 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 Organizations 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 Record At appropriate intervals, the Administration, Operations and Finance Committee shall employ a firm to prepare a compilation of the financial records of the Organization as the basis for a financial report to the members. The Administration, Operations and Finance Committee shall further establish an independent Audit Committee for the purpose of reviewing the financial records annually, including all documents related to tax filing. The committee shall consist of board members who are not members of the Executive Committee. The committee may, if necessary, include an outside financial expert if one does not exist within the committee membership. The committee shall report to the Board of Directors in a timely manner, reviewing all tax filings and any inconsistencies in accounting that may be found.

7.04 Fiscal Year. The fiscal year of this Organization shall be January 1 to December 31.

7.1 REAL AND PERSONAL PROPERTY

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

7.12 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 Organization; it shall not accept any gift, bequest or devise that

will not promote the objects and purposes of this Organization, or that will place an undue financial or other burden on this Organization.

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 this Organization.

7.3 INSTITUTE PROPERTY INTERESTS

This Organization 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 Organization, and the Institute shall not be liable to any debt or other obligation of this Organization.

ARTICLE 8

GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

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

1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
2. Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Board of Directors;
3. Attend all meetings of the Board of Directors as a member ex officio without vote;
4. Make reports to the Board of Directors on the affairs and business of the Organization on a regular basis as established by the Board of Directors.
5. Facilitate the production and distribution of the official publication of the organization.

5.1 Include the names and their professional firm association when applicable of new members in the publication immediately following processing of the new member application.

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

8.2 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Organization and shall govern this Organization, the Board or Directors, and the Organization 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 Organization or by the Board of Directors.

8.3 LIABILITY. INDEMNIFICATION AND INSURANCE

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

8.32 Indemnification. If a director or officer of the Organization is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of the Organization, then, to the full extent permitted by law, the Board of Directors by affirmative vote of two-thirds of those present at a legal meeting of the Board who are not parties to the action or proceeding, may indemnify such director or 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 Organization 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 Organization as may protect them against any liability asserted against them in such capacity, whether or not this Organization would have the power to indemnify such persons under applicable law.

ARTICLE 9

AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS ORGANIZATION

9.01 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Organization by two-thirds vote of the members present, 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.

9.02 Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds of the assigned members of this Organization 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 Board of Directors, without action by a meeting of this Organization, shall 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.

9.12 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

Organization eligible to vote thereon who are present at the annual business meeting, or other meeting so designated for such vote.