

**BYLAWS OF
THE
AIA SOUTHWEST
MICHIGAN
CHAPTER, INC.
DECEMBER 6, 2006**

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AIA SOUTHWEST MICHIGAN CHAPTER
December 6, 2006**

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AIA SOUTHWEST MICHIGAN CHAPTER, INC.
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Article 1: Organization, Composition, and General Powers

- Section 1 Name
- 1.1.1 This Chapter. The name of this non-profit organization is the AIA Southwest Michigan Chapter, Inc.
- 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 Executive Committee; the AIA Michigan Chapter as the State Organization, the American Institute of Architects as the Institute; and the Board of Directors of the Institute as the Institute Board.
- Section 2 Purpose
- 1.2.1 AIA Southwest Michigan stands behind its members with a wide range of programs. AIA members benefit from services that keep them informed, protect their interests, increase appreciation of the role that the architect plays in protecting the health and safety of the public and provides the architect with the tools that heighten their efficiency and effectiveness.
- To that end, the Mission of the AIA Southwest Michigan Chapter is to organize and unite its members to continuously improve the profession and to enhance their positions as leaders of the building team and designers of the built environment. This Mission is achieved by means of:
- A. Public Advocacy; by developing and disseminating policies that enhance the natural and built environment and by influencing legislation and regulatory policy that impacts the effectiveness of the profession.
 - B. Education of the public to the value of the profession; education of members to a higher standard of practice; and education of students to the changing needs of the profession.
 - C. Fellowship; through activities that promote interaction between the members and allied professionals.

- Section 3 Powers
- 1.3.1 Within the territory assigned to it, this Chapter shall represent and act for the Institute under a charter issued to it by the Institute Board. The institute and this Chapter may act as agent, one for the other, or they may delegate such agency to a third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, provided, that the Institute Board and this Chapter execute a written agreement to that effect.
- 1.3.2 No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the State Organization or the Institute.
- 1.3.3 This Chapter shall cooperate with the State Organization to further the interests of the Institute and by agreement with these organizations, may represent and act for them within the territory of this Chapter.
- 1.3.4 This Chapter may establish allied member, local affiliate, student affiliate, non-resident and honorary membership categories, under conditions set forth in these Bylaws.
- 1.3.5 This Chapter may levy and collect annual dues from its assigned members, associate members, allied members and local affiliate members through the Institute.
- 1.3.6 This Chapter may establish Sections of this Chapter when approved by the Institute Board.
- 1.3.7 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.

Section 4 Organization

- 1.4.1 This Chapter is a nonprofit membership corporation duly incorporated on the eighth day of March, 1956, under and by virtue of the provisions of Act 327 Public Acts of 1931 and is a successor to the Western Michigan Chapter, Inc., The American Institute of Architects.

Section 5 Territory

1.5.1 The territory within which this Chapter shall represent and act for the Institute is that described in its charter or otherwise prescribed by the Institute. The territory of this Chapter is described by the following counties in the State of Michigan: Allegan, Barry, Berrien, Branch, Calhoun, Cass, Hillsdale, Kalamazoo, St. Joseph and Van Buren.

Article 2: Membership

Section 1 Members: General Provisions

2.1.1 Classes of Membership. The members of this Chapter shall consist of the Architect 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 2.3.1, and of the allied professionals, local affiliates, student affiliates and honorary affiliates it may admit as provided in Section 3. Paragraphs: 2.3.4, 2.3.7, 2.3.9 and 2.3.10.

2.1.2 Definitions. In the Bylaws, Architect 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 members other than assigned members. The term "affiliate" shall refer to allied members, student affiliates, honorary affiliates, and local 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 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.

2.1.5 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter, as determined in Article 7. Dues will be collected by the Institute and distributed to the state and this chapter.

2.1.6 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.

Section 2 Assigned Members

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

2.2.2 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Executive Committee shall examine and act thereon within thirty calendar days after the date the application was filed with it, and shall certify such action to the Institute Secretary.

2.2.3 Transfers. The Executive Committee 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. Assigned members 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 this 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, interests, privileges, titles, liabilities and obligations, other than the payment of regular and supplemental dues, shall remain unchanged.

2.2.8 Associate Members: Rights and Privileges. Associate members in good standing may exercise the rights and privileges granted by the Institute Bylaws, State Bylaws and these Bylaws. An Associate Member may:

2.2.8.1 Serve as a member or chair of any committee of this chapter.

- 2.2.8.2 Speak, make motions and vote at any meeting of the chapter, on any matter except dues for Architect members;
- 2.2.8.3 Serve as the Associate Director of the Local Chapter.
- 2.2.8.4 Serve as Director at Large for the local chapter, (but no more than two Director at Large positions may be held by Associate Members).
- 2.2.8.5 Serve as chapter delegates to state, regional 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;
- 2.2.8.6 Shall be eligible to participate in all Institute group insurance, retirement and other benefit programs on the same basis as Architect members;
- 2.2.8.7 Shall not be eligible to serve as a state director, national director, chapter officer or to chair a national committee;
- 2.2.8.8 Shall be eligible to serve as AIA Michigan Associate Director or AIA Regional Associate Director.
- 2.2.8.9 Use the title "Associate Member of the American Institute of Architects".

Section 3 Unassigned Members

- 2.3.1 Admission. The Executive Committee, without action by the Institute, shall admit to unassigned membership in this Chapter any Architect member or associate member assigned to another chapter, provided that such member assigned to membership in writing directly to the Executive Committee 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 Article 4, 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 has resigned in accordance with. Article 2;

Paragraph 2.1.7. The Executive Committee may terminate unassigned membership in this Chapter for indebtedness to it.

- 2.3.4 Allied Members: Individuals not otherwise eligible for membership in the Institute or the chapter may become Allied Members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture.
- 2.3.5 Allied Members may include engineers, planners, landscape architects, sculptors, muralists and other artists, professionals in government, education, industry, research and journalism, and/or other fields, allied to architecture who the chapter believes will provide a meaningful contribution by reason of their employment or occupation. Determination of eligibility will be made solely by a vote of this Chapters officers and board.
- 2.3.6 Allied Members may serve on chapter committees. They may not make motions, vote, serve as chairpersons, hold chapter office, print or permit to be printed or in any way use the name, title, initials seal, symbol or insignia of any chapter of the Institute.
- 2.3.7 Student Affiliates: Qualifications. Student affiliates shall be undergraduate or post-graduate students of architectural schools or secondary school students within the territory of this Chapter.
- 2.3.8 Student Affiliates: Rights and Privileges. Student affiliates in good standing:
 - 2.3.8.1 May serve as a member of any committee of this Chapter that does not perform any duty of the Executive Committee.
 - 2.3.8.2 May attend and speak but may not make motions nor vote at any meeting of this Chapter on matters set forth in Article 4, Paragraph 4.3.4.
 - 2.3.8.3 Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter.
 - 2.3.8.4 May use the title "Student Affiliate Member of the AIA Southwest Michigan Chapter" which title shall not be changed by further abbreviation, amplification or otherwise, nor shall the words "Student 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.

- 2.3.9 Local Affiliate Members: Qualifications. A draftsman, technician, or other individual, employed outside of the architectural practice but are involved in positions allied to the field of architecture who has their place of business within the Chapter's territory, who will provide a meaningful contribution to the Chapter, by virtue of their employment or profession, and are not otherwise eligible for membership in the Chapter.
- 2.3.9.1 Rights and Privileges: Local Affiliate Members in good standing:
- 2.3.9.2 May serve as a member of any committee of this Chapter that does not perform any duty of the Executive Committee.
- 2.3.9.3 May attend and speak but may not make motions nor vote at any meeting of this Chapter on matters set forth in Article 4; Paragraph 3.4.
- 2.3.9.4 Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter.
- 2.3.9.5 May use the title "Local Affiliate Member of the AIA Southwest Michigan Chapter," which title shall not be changed by further abbreviation, amplification or otherwise, nor shall the words "Local 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 of the Institute.
- 2.3.10 Honorary Affiliate Members: Qualifications. A person of esteemed character who is not eligible for membership in the Institute or this Chapter, but who has rendered distinguished service to the profession of architecture or to the arts and sciences allied therewith within the territory of this Chapter, may be admitted to honorary affiliate membership in it as an Honorary Affiliate Member.
- 2.3.10.1 Nomination and Admission: A person eligible for honorary affiliate membership may be nominated therefore by any member of the Executive Committee. The nomination must be in writing over the signature of the nominator, and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for nomination. The Executive Committee, at any of its regular meetings, after the nomination of a person for honorary affiliate membership, may admit such person as an honorary affiliate member.
- 2.3.10.2 Rights and Privileges: An honorary affiliate member of this Chapter:

- 2.3.10.3 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 properties or liabilities.
- 2.3.10.4 May attend, and, on the invitation of the presiding officer, speak and take part in the discussions, but may not make motions of vote at any meeting of this Chapter.
- 2.3.10.5 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.
- 2.3.10.6 May use the title "Honorary Affiliate Member of AIA Southwest Michigan Chapter," which title shall not be changed by further abbreviation, amplification or otherwise, nor shall the words "Honorary Affiliate Member" be printed in smaller size type than the remainder of the title; but may not use the initials AIA nor the phrase The American Institute of Architects alone or otherwise except as prescribed above, nor the seal, symbol or insignia of this Chapter or the Institute.

Article 3: Chapter Representation in Related Institute Organizations

- Section 1 The Institute
- 3.1.1 Delegates to Institute Meetings: The assigned members of this Chapter in good standing shall select member delegates they are entitled to have represent them at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws.
- 3.1.2 Representation: This Chapter and its members shall be represented at meetings of the Institute as provided in the Institute Bylaws.
- 3.1.3 Nominations for 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 (State) Organization.
- 3.1.4 Reports: The Secretary shall furnish the Institute with such reports as may be required from time to time and 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 should periodically report all resignations, requests for transfer or defaults of its assigned members.

Section 2 State Organization

3.2.1 Delegates to State Organization Meetings: Member delegates shall be appointed from among the assigned members of this Chapter by the Executive Committee. If this Chapter neglects, fails or refuses to select all such delegates, or should all of such delegates fail to qualify, then the President or a lawful substitute may appoint delegates to represent this Chapter, as provided by the Institute Bylaws.

3.2.2 This Chapter (the assigned members of this Chapter) shall nominate and elect the State Director(s) for this Chapter in the manner provided in these bylaws.

Article 4: Meetings

Section 1 Meetings

4.1.1 Annual Meeting: This Chapter shall hold an annual meeting during the month of October for the purpose of electing the officers, directors and State Organization Director(s) to succeed those whose terms are about to expire; for receiving the annual reports of the Executive Committee and the Treasurer; and for the transaction of such other business as may be appropriate.

4.1.2 Regular Meetings: There shall be a minimum of five regular meetings of the Chapter during each calendar year, not including social meetings.

4.1.3 Special Meetings: A special meeting of this Chapter may be called by a member of this Chapter, or by the Executive Committee, or by a written petition to the Executive Committee signed by not less than ten percent of the total number of the assigned members of this Chapter then in good standing, provided that the purpose of such meeting is set forth in the meeting notice. No other business than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

Section 2 Notice/Quorum/Minutes

4.2.1 Notices and Call of Meetings: A notice of each meeting of this Chapter, stating the time and place thereof, shall be served by the Secretary on every member, by mailing it 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 mailed 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 ten percent of the total number of the assigned members of this Chapter. When a quorum is not convened, the next called meeting shall be a valid meeting notwithstanding a lack of quorum, and the notice shall so inform the members; however, a quorum is required for consideration of amendments to Bylaws.

4.2.3 Minutes of Meetings: Written minutes of every meeting of this Chapter, recording the matters before the meeting and every action taken there at 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.

Sections 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 for in Article 4; Paragraph 4.5.2.

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

4.3.4.1 Amendments to these Bylaws relating to assigned members;

4.3.4.2 Matters so designated elsewhere in these Bylaws;

4.3.4.3 Elections of Chapter officers and directors, delegates to meetings of the Institute and the Regional and State Organizations, and director(s) to the State Organization;

4.3.4.4 Instruction to delegates;

4.3.4.5 Any matters relating to membership, such as passing on admission of applicants;

- 4.3.4.6 Chapter dues and assessments of assigned members, except that voting on dues and assessments for Architect members shall be limited to Architect members;
- 4.3.4.7 Other matters relating to the government, meetings, affiliations, budget and finances of the Institute and this Chapter;
- 4.3.4.8 All other matters so ruled by the Chair, such rulings being reversible only by a one-fourth vote of the assigned members present plus the Executive Committee Board and voting at the meeting.

Section 4 Election of Officers and Directors

- 4.4.1 Nominations: Nominations for each office and for each directorship of this Chapter as well as director for the State Organization about to become vacant shall be at a meeting of the Executive Committee held at least one month prior to the annual meeting, by a nominating committee selected by the Chapter President 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 thereof by law and the provisions of Article 4; Section 5.

Section 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 received 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 a tie, and the nominee receiving a majority in the run-off election shall be elected to the office.

Article 5: The Executive Committee

Section 1 Executive Committee

- 5.1.1 Membership of the Executive Committee. The Executive Committee shall consist of the Officers, three Directors, the AIA Michigan Director(s), an Associate Director and the President; each of whom shall be an assigned member of this Chapter.

Section 2 Authority of Executive Committee

- 5.2.1 Powers: The management, direction, control and administration of the property, affairs, and business of this Chapter shall be vested in the Executive Committee, which shall exercise all authority, rights and powers granted to it by the laws of the State of Michigan, AIA Michigan Chapter, The Institute, and by these Bylaws.
- 5.2.2 Custodianship: The Executive Committee shall be, and act as, the custodian of the properties and interests of this Chapter, except those specifically placed by these Bylaws in the custody of, or under the administration of, the Treasurer. Within the appropriations made therefor, the Executive Committee shall do all things required and permitted by these Bylaws to forward the objects of this Chapter.
- 5.2.3 Awards: As funds or other means become available, the Chapter may make awards to persons, firms, corporations or other 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 Executive Committee, after due consideration of the nominees and their work. The token of each award shall be in the form of a medal, an embossed certificate, a scholarship or otherwise, as the Executive Committee shall determine.
- 5.2.4 Delegation of Authority: Neither the Executive Committee nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law of these ByLaws, unless such delegation is specifically prescribed or permitted by these ByLaws, and is not contrary to law.

- Section 3 Terms of Office of Officers and Directors
- 5.3.1 Term of Office
- 5.3.1.1 The terms of office of the President, Vice-President, and Immediate Past President and shall be for one year each, and run concurrently.
- 5.3.1.2 The terms of offices of the Secretary and Treasurer shall be for two years, with each elected on alternate years.
- 5.3.1.3 The terms of offices of the three directors shall be for two years, with two elected on alternate years.
- 5.3.1.4 The terms of offices of the AIA Michigan Director(s) shall be for two years.
- 5.3.1.5 The term of office of the Associate Director shall be for one year.
- 5.3.1.6 Terms of office shall begin on January 1 following election. Each officer and director shall serve until his successor is qualified.
- 5.3.2 Vacancies: If a vacancy occurs in the membership of the Executive Committee other than on account of the regular expiration of a term of office, the Executive Committee shall fill the vacancy for the unexpired term of office.

Section 4 Meetings of the Executive Committee

- 5.4.1 Meetings Required: The Executive Committee must actually meet in a regular or special meeting in order to transact business.
- 5.4.2 Regular Meeting of the Executive Committee: The Executive Committee shall hold a regular meeting at least ten times per year, at the time and place determined by it.
- 5.4.3 Special Meetings: A special meeting of the Executive Committee shall be held if requested in writing by a majority of the members of the Executive Committee, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted thereat, and only the business stated in the call and notice shall be transacted at the special meeting.
- 5.4.4 Office Pro Tem: In the absence of the President and Vice President, the Secretary or the Treasurer, the Executive Committee 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 duties and exercise the power and authority of the office.

- Section 5 Notices and Calls of Meeting
- 5.5.1 Notice Required: Every call or notice of a regular or special meeting of the Executive Committee shall be served not less than three days before the date fixed for the meeting.
- 5.5.2 Waiver of Notice: Either the call or 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 Executive Committee.
- 5.5.3 Irregularity in or Failure of Notice: Any irregularity in or failure of notice of a regular meeting of the Executive Committee shall not invalidate the meeting or any action taken thereat.
- Section 6 Quorum at Meetings/Decisions/Minutes
- 5.6.1 Quorum: Five members of the Executive Committee shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting to a later date.
- 5.6.2 Decisions of the Executive Committee: Every decision of the Executive Committee shall be by a concurring majority vote, unless otherwise required by these Bylaws or by law.
- 5.6.3 Minutes: Written minutes of every meeting of the Executive Committee 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 officer who presided at the meeting.

Section 7 Reports of the Executive Committee

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

Article 6: Officers

- Section 1 Officers
- 6.1.1 Officers: The officers of this Chapter shall include a President, Vice President/President-Elect, Secretary, Treasurer and the Immediate Past-President.

Section 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 Executive Committee under the administration and supervision of the Secretary or the Treasurer, and shall preside at meetings of this Chapter and of the Executive Committee and shall be an ex-officio member; 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 a spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Executive Committee. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Executive Committee.

Section 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 Executive Committee or the President.
- 6.3.2 Succession: The Vice President/President-Elect shall succeed to the office of President upon expiration of the term of office of the President.

Section 4 The Secretary

- 6.4.1 Duties: The Secretary shall act as the recording and corresponding secretary and as secretary of this Chapter and of the Executive Committee; 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 Executive Committee and this Chapter; in collaboration with the President have charge of all matters pertaining to the meeting of this Chapter; and shall perform all other duties usual and incidental to the office.

- 6.4.2 Delegation of Authority: The Secretary may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all duties as recording or as corresponding secretary, but shall not delegate responsibility for the property of this Chapter, or the making of any attestation or certification required to be given by the Secretary, or the signing of any document requiring the signature of the Secretary. Such delegation shall be approved by the Executive Committee.

Section 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 commitment; 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 Executive Committee. Each of said reports shall set forth the financial condition of this Chapter and its income and expenditures for the period of the report, and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.
- 6.5.3 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. Such delegation must be authorized by the Executive Committee.
- 6.5.4 When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement and audit, all the records and books of account, and all monies, securities and other valuable items and papers belonging to this Chapter that are in the Treasurer's custody and possession. The incoming Treasurer shall check the same and, if found 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 or funds of this Chapter, or for any decrease in the capital, surplus, income or reserve of any fund or account

resulting from any acts performed in good faith in conducting the usual business of the office.

6.5.6 Fidelity Bond: The Chapter shall provide the Treasurer or any Assistant Treasurer with fidelity bond in favor of this Chapter, in a sum which shall be fixed from time to time by the Executive Committee, but which shall not be less than \$1,000. Such bond shall be issued by a surety company satisfactory to the Executive Committee, and shall insure the full reimbursement to this Chapter by the surety company, in the event of the death, resignation or removal from office of the Treasurer, for any and all loss this Chapter may sustain of monies, funds, securities, negotiable instruments, or other personal property belonging to this Chapter, that may have come into the hands of possession of the Treasurer, including that for which the Treasurer is responsible.

Article 7: Dues, Fees, Assessments and Finances

- Section 1 Annual Due
- 7.1.1 Amount of Annual Dues
 - 7.1.1.1 The Chapter shall have the right to establish and levy annual dues for all categories of membership (except honorary affiliate members).
 - 7.1.1.2 It shall require a roll call concurring vote of not less than one-fourth of the assigned members of this Chapter plus the Executive Committee who are present at the meeting to change the amount of annual dues.
 - 7.1.1.3 A portion of the annual dues levied by the Chapter may be used as payment for meal tickets to be used at Chapter meetings.
- 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: Initial dues for members admitted prior to July 1 shall be the full annual dues; for those admitted after July 1, one-half of the annual dues. Assessments are payable thirty days after they are levied.
- 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: 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 the admission fee required to be paid by affiliate members.

7.1.6 Individual Remission of Annual Dues: The Executive Committee, 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 of any year, and such remission may be made retroactive.

Section 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 one-fourth 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 one-fourth of the total number of its members plus the Executive Committee, may levy an assessment on its affiliate members. The amount of the assessment on each member, respectively, in any fiscal year, shall not exceed ten percent of the amount of the annual local 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 mailed to every member not less than ten days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

Section 3 Default of Annual dues and Assessments

7.3.1 Due Date for Annual Dues: Every member who has not paid the entire amount of the required annual dues for the then current fiscal year on or before August 31 shall be in default for the unpaid amount. Members admitted to the Chapter after January 1 of the then current fiscal year shall pay their annual dues on or before December 31 of said year.

7.3.2 Due Date for Assessments: Every member who has not paid the entire amount of an assessment on or before 120 days from 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 notice in writing of impending termination because of said default.

7.3.4 Notice of Default to the Institute: At the end of the first three months period of each fiscal year, at the end of each fiscal year, and at such other times as the Institute requests, the Secretary of this Chapter shall send to the Institute Secretary a list of all assigned members in default to this Chapter, with the amount of each default. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

Section 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 non-payment of dues and assessments at the end of the fiscal year, the Secretary or the Executive Committee 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 non-payment 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.

Section 5 Finances

7.5.1 Budgets and Appropriations: Prior to the beginning of every fiscal year, the Executive Committee by the concurring vote of two-thirds of its total membership shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year, 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 Audits: Whenever a new Treasurer is elected, and whenever the Executive Committee shall appropriate necessary funds, the books of the Treasurer and the rolls of this Chapter may be audited by a certified public accountant employed by the Executive Committee.

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

Article 8: Property, Rights and Privileges

Section 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, but shall not execute any chattel mortgage.

8.1.2 Gifts: Only the Executive Committee shall have any right or authority to solicit or accept any gift, bequest or device for or on behalf of this Chapter. It shall not accept any gift, bequest or device 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.

8.1.3 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.

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

8.1.5 Suspension of Interests, Rights and Privileges: Good Standing Defined. A member is not in good standing and shall be under suspension if and while in default of dues or other obligations to either this Chapter or the Institute. Immediately upon the suspension of a member, the member's rights in this Chapter and the Institute are withdrawn until the member is restored to good standing, except that periodical publication and other regular mailings may be continued if dues are paid.

Article 9: Committees and Commissions

Section 1 Composition

9.1.1 The committees, their membership, terms of office and duties shall be as determined by the Executive Committee.

9.1.2 Committee members: The members and the chair of every committee shall be selected by the Executive Committee.

9.1.3 Reports: Every committee shall make an annual report to the Executive Committee at the close of its work, and at such other times as the Executive Committee directs.

Article 10: Affiliations and Endorsements

Section 1 Affiliations

10.1.1 Affiliations with Other Organizations: This Chapter shall not form nor enter into any affiliations with any individual, but it may

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

10.1.2 Agreements of Affiliation: Every affiliation must be authorized by the Executive Committee and shall be evidenced by a written agreement executed by the Chapter and the affiliated organization; provided that the Executive Committee 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.

Section 2 Conditions of Affiliation

10.2.1 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 affiliation, and the nature of its organization, membership, government and operations.

10.2.2 Limitations: It shall be a condition of every affiliation that the affiliated organization shall not have any voice in the affairs of this Chapter to any policy, in any manner, by pronouncement or otherwise, unless the Executive Committee has duly and specifically vote to be so bound or obligated.

10.2.3 Termination: Any affiliation may be terminated by the Executive committee, but the Executive Committee must give notice in writing to the affiliate 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.

10.2.4 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.

Article 11: General Provisions

Section 1 Executive Office

11.1.1 The executive offices of the Chapter shall be located at the business office of the Chapter Secretary.

Section 2 Records Open to Members

11.2.1 The correspondence and the minute books, the Treasurer's books of account, and the Secretary's records of this Chapter, except confidential matters relating to membership applications and

bestowal of honorary memberships, shall be open to inspection by any member or this Chapter in good standing.

Section 3 Parliamentary Authority

11.3.1 The rules contained in Robert's "Rules of Order Newly Revised" shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Executive Committee and the Chapter committees in all case 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 Executive Committee.

Section 4 Liability, Indemnification and Insurance

11.4.1 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.

11.4.2 Indemnification: To the greatest extent authorized or permitted by law, this chapter shall defend, indemnify and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as 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 interest of this Chapter; has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions, or has acted on the advice of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe his or her conduct to be unlawful.

11.4.3 Insurance: The Executive Committee 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 person under applicable law.

Article 12: Amendments

Section 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 is sent to every member eligible to vote on the amendment not less than ten 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 one-fourth of the assigned members plus the Executive Committee 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 one-fourth of the members of this Chapter plus the Executive Committee who are present at the meeting to amend other provisions of these Bylaws.

12.1.4 Every resolution of this Chapter amending these Bylaws shall state that the amendment will become effective only if and when it is approved by the Institute Board. Immediately following the adoption of such a resolution, the Secretary shall submit a copy of the amendment and the adopting resolution to the Secretary of the Institute for such approval. Upon receipt of said approval, the amendment shall become effective and the Secretary shall enter the amendment and the approval at the proper place in these Bylaws, with the date of the amendment and approval. The Secretary shall be responsible for storing of the approved Bylaws in both hard copy and electronic format.

Section 2 Amendments by the Executive Committee

12.2.1 Conformity with Institute Bylaws: The Executive Committee, without action by a meeting of this Chapter, shall amend any of these Bylaws as may be necessary for conformity with Institute Bylaws. The 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 Executive Committee shall be authorized to amend specific provisions of these Bylaws if the power to do so has been delegated to it by a one-fourth vote of the members of this Chapter eligible to vote thereon.