



Bylaws of AIA Colorado

As amended [INSERT DATE]

TABLE OF CONTENTS

ARTICLE 1: GENERAL

1.0 General Provisions.....	3
1.1 Affiliations with Organizations.....	4

ARTICLE 2: MEMBERSHIP

2.0 General Provisions.....	5
2.1 Assigned Members.....	6
2.2 Affiliate Members.....	7

ARTICLE 3: DUES, FEES AND ASSESSMENTS

3.0 Annual Dues.....	9
3.1 Assessments.....	10
3.2 Default of Annual Dues and Assessments.....	10
3.3 Termination or Suspension for Default of Dues or Assessments.....	10

ARTICLE 4: CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 The Institute.....	11
4.1 Regional Organization.....	11
4.2 Local Sections.....	12

ARTICLE 5: MEETINGS OF THE MEMBERSHIP OF THE CHAPTER

5.0 Regular, Annual and Special Meetings.....	13
5.1 Notice, Quorum, Minutes for Chapter Meetings.....	13
5.2 Decisions at Meetings, Eligibility for Voting.....	13

ARTICLE 6: THE BOARD OF DIRECTORS

6.0 Authority of Board of Directors.....	14
6.1 Election of Officers and Directors.....	14
6.2 Terms of Office of Officers and Directors of Chapter.....	15
6.3 Officers.....	16
6.4 Directors.....	18
6.5 Meetings of the Board of Directors.....	19
6.6 Reports of the Board of Directors.....	20
6.7 Committees, Commissions and Task Forces.....	20

ARTICLE 7: FINANCES

7.0 Finances.....	21
7.1 Institute and Chapter Property Interests.....	22

ARTICLE 8: GENERAL PROVISIONS

8.0 Parliamentary Authority.....	22
8.1 Liability, Indemnification and Insurance.....	23

ARTICLE 9: AMENDMENTS

9.0 Amendments at Membership Meetings.....	23
9.1 Amendments by the Board of Directors.....	23

ARTICLE 1

•

GENERAL

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is AIA Colorado, also known as the Colorado Chapter of The American Institute of Architects ("AIA Colorado" or "Chapter"). It is the statewide chapter of The American Institute of Architects in Colorado

1.011 Certain Definitions. The governing Board of Directors of this Chapter is referred to as the "Board of Directors" or the "Board." The American Institute of Architects as the "Institute." The term "Local Section" refers to the internal sections of AIA Colorado, which serve four geographic regions of the State of Colorado. The Local Sections are subject to and shall comply with the governance requirements established by AIA Colorado, including these Bylaws, and the Institute.

1.02 Objects. The objects of AIA Colorado shall be to promote and forward the objects of The Institute within the State of Colorado. AIA Colorado shall organize and unite in fellowship the architects of the State of Colorado to combine their efforts so as to promote the artistic, scientific, and practical efficiency of the profession; to advance the science and art of planning, design and building by advancing the standards of architectural education, training, and practice; to coordinate the building industry and the profession of architecture to ensure the advancement of the living standards of our people through their improved environment; and to make the profession of ever-increasing service to society.

In addition, AIA Colorado shall function as the statewide representative for its members on matters of statewide interest affecting the interests of its members. The Local Sections shall take the lead on all local issues in accordance with the policy statements of AIA Colorado and the Local Sections.

The enumeration of purposes shall not be construed as limiting or restricting in any manner the powers of AIA Colorado, but AIA Colorado shall have all of the powers and authority conferred upon nonprofit professional membership corporations under the provisions of the laws of the State of Colorado.

1.03 Domain. The domain of this Chapter shall be the State of Colorado. AIA Colorado's business address shall be the same as that filed with the Colorado Secretary of State.

1.04 Organization. This Chapter is a nonprofit professional membership organization incorporated under the laws of the State of Colorado in February of 1959 and chartered by the Institute in 1892.

1.05 Authority. This Chapter shall represent and act for the Institute membership within the State of Colorado under a charter issued by the Board of the Institute. The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.

1.06 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall cooperate with its Local Sections and regional organization to further the interests of the membership, and by agreement with these organizations the Chapter may represent and act for them within the State of Colorado.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. This Chapter may affiliate with any 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.

1.12 Agreements of Affiliation. Every affiliation must be authorized by a majority of the Board of Directors and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.121 Statement of Purpose. Every affiliation agreement 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 membership, government and operations.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of AIA Colorado and shall not bind or obligate AIA Colorado to any policy or activity unless the Board of Directors has voted to be so bound or obligated. AIA Colorado shall have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership, or with which it may be affiliated, unless specifically agreed to by both parties, approved by a meeting of the Board of Directors and approved by the Institute.

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

1.13 Privileges of Affiliated and Collateral Organizations. The representatives of an affiliated or collateral organization may attend any of the regular meetings of the Chapter, and may speak at the invitation of the presiding officer.

1.131 Definition of Affiliated Organization. An affiliated organization is one that is associated with AIA Colorado through a formal written agreement or is a branch of AIA Colorado.

1.132 Definition of Collateral Organization. A Collateral Organization is one that is closely allied with, or was created by or through AIA Colorado and has become an independent organization and maintains an alliance with AIA Colorado.

1.133 Affiliated and Collateral Representative Representation The representatives of an Affiliated or Collateral organization may attend any of the regular meetings of AIA Colorado, and may speak at the invitation of the presiding officer.

ARTICLE 2

•

MEMBERSHIP

2.0 GENERAL PROVISIONS

2.01 Categories of Membership. The membership of this Chapter shall consist of:

- a) Architect members (designated as AIA or FAIA) and Associate members (Assoc. AIA) and International Associate members (Intl. Assoc. AIA) of the Institute who have been assigned to the Chapter by the Institute, and
- b) Student Affiliate members (SA) of the Chapter may be admitted as provided in Paragraph 2.26, and
- c) Professional Affiliate members (PA) of the Chapter may admitted as provided in Paragraph 2.25, and
- d) Members Emeritus (AIA Emeritus or FAIA Emeritus) may be admitted as provided in Paragraph 2.17, and
- e) An individual may be granted Honorary AIA Colorado membership (Hon. Member of AIA Colorado) as provided in Paragraph 2.27.

2.02 Definitions. Architect, Associate and InternationalAssociate members who have been assigned to AIA Colorado by the Institute are referred to as "Assigned Members." Architect, Associate and International Associate members who choose to remain members of AIA Colorado, when they are assigned to other state organizations of AIA are referred to as "unassigned members." The term "affiliate" refers to Student, Professional and Honorary members. The term "member," if not otherwise defined, shall refer to all persons in all classes of membership in this Chapter.

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

2.04 Unassigned Members / Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of this Chapter and are assigned members of another chapter or section. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Chapter may change 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 Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Secretary as a member of this Chapter.

2.051 Reclassification. Any member whose membership status has been reclassified in the Chapter's records, in which he/she is a member, shall automatically be reclassified upon notice from the Chapter's secretary that such reclassification has been accomplished.

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

2.07 Resignations. Any member may resign from this Chapter by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

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

2.09 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute loses all rights in this Chapter, its Local Sections, and the Institute, including any right to use the Chapter's, Local Sections 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 a member of the obligation to pay any indebtedness owed to the Chapter.

2.1 ASSIGNED MEMBERS

2.11 General. An Architect, Associate or International Associate member, who is assigned by the Institute to this Chapter is referred to as an "Assigned Member." The qualifications, rights and privileges of assigned Architect, Associate and International Associate members shall be as provided in the Institute Bylaws. Assigned Members have the right to vote on such matters as are set forth in these Bylaws and the Colorado Revised Nonprofit Corporations Act ("Act").

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to this Chapter is filed with this Chapter, the Executive Vice President/Chief Executive Officer shall promptly complete the application and forward it to the Institute. If the applicant is ineligible under Institute Bylaws, the Chapter 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 the Chapter.

2.14 Rights and Privileges of Assigned Members. Assigned Members in good standing have all the rights and privileges granted to them by the Bylaws of the Institute, and by this section.

- 1) An Architect member may serve as a member or chair of any committee of this Chapter.
- 2) An Architect member may vote on all business of the Chapter.
- 3) An Architect member is eligible for all offices of the Board of Directors and for the Directorships as defined in paragraph 6.4.
- 4) An Associate or International Associate member may serve as a member or chair of any committee of this Chapter (except the Government Affairs Committee chair).
- 5) An Associate or International Associate member may vote on all business of the Chapter in accordance with the requirements of the Institute.
- 6) An Associate or International Associate member is not eligible for any office or Director position.
- 7) Associates and International Associates together may not hold more than two seats or one-third of the total seats, whichever number is greater, on the Board of Directors.
- 8) Members may use the designations identified in paragraph 2.01 to describe their class of membership.

2.15 Local Section Membership. An Assigned Member must be a member in good standing of the Institute and the Chapter in order to be a member of a Local Section.

2.16 Termination. Assigned membership in AIA Colorado is terminated upon the death of the member, resignation or termination of membership in the Chapter, the Institute, or reassignment of the member to another Chapter.

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

2.2 AFFILIATE MEMBERS

2.21 Admission. Every application for admission to Affiliate membership in this Chapter shall be promptly acted upon by the Executive Vice President/Chief Executive Officer, provided they qualify as members under this section 2.2

2.22 Dues. Every Affiliate member, except Honorary Affiliate members, shall pay dues in an amount determined by the Board of Directors as provided in Article 3 of these Bylaws.

2.23 Termination. 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 Affiliate member for indebtedness as provided in paragraph 3.32 or, by a majority vote of the Board, for conduct detrimental to the interests of the Chapter.

2.24 Rights and Privileges of Affiliate Members. Affiliates in good standing:

- 1) May serve as a member of any committee, commission or task force of this Chapter.

2) May not serve as chair of any committee, commission or task force unless that committee, commission or task force is specifically formed for the purpose of serving the needs of that specific membership group.

3) Affiliate members may serve on the Board of Directors in the position of At-Large Director.

4) Otherwise may not vote in AIA Colorado elections or on AIA Colorado business.

5) May not in any way use the name, initials, seal, symbol or insignia of the Institute, but may use the initials set forth in paragraph 2.01, and may only use the state chapter name as follows:

a)...a sponsor of the Colorado Chapter of The American Institute of Architects (AIA Colorado)

b)...an affiliate member of the Colorado Chapter of The American Institute of Architects (AIA Colorado)

c)...a supporter of the Colorado Chapter of The American Institute of Architects (AIA Colorado)

2.25 Professional Affiliate Members. Individuals not otherwise eligible for membership in the Institute or the Chapter may become Professional Affiliate (PA) 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 related to the field of architecture. Professional Affiliate members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, marketing, computer applications, industry and/or other fields related to architecture who the Chapter believes will provide a meaningful contribution by reason of their employment or occupation.

2.26 Student Affiliate Qualifications. Student Affiliates (SA) shall be undergraduate or post-graduate students enrolled in architectural design or construction-related programs, located anywhere within the State of Colorado.

2.261 Dues. Members of the American Institute of Architecture Students (“AIAS”) may be eligible for reduced dues as determined by the Board of Directors and as described in Article 3.

2.27 Honorary Affiliate Members.

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

2.272 Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Board of Directors. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

2.273 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.24 above, Honorary Affiliate members of this Component may use the title "Honorary Member of AIA Colorado" or "Hon. AIA CO," 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.

3.011 Installments. The dues may be paid in accordance with the Institute Bylaws.

3.02 Amount of Annual Dues. Except as enumerated in 3.021 and 2.22, the Board of Directors by a two-thirds majority vote may fix, in accordance with the requirements of the Institute and before the end of any fiscal year, the annual dues to be paid by each category of membership for the immediately succeeding fiscal year.

3.021 Proposed Dues Adjustment Notification. Any dues modifications not consistent with the automatic dues adjustment based upon the Consumer Price Index shall be announced to the membership by regular mail or e-mail not less than thirty (30) days prior to the vote by the Board.

3.022 Annual Dues Adjustment. Annual dues shall be automatically modified annually based upon the Consumer Price Index (July 1-June 30 base) and rounded down to the nearest whole dollar. The Board of Directors may increase the dues not to exceed ten-percent of the Chapter portion of the current annual dues. Any dues modification not consistent with the Consumer Price Index adjustment shall be announced at a regular meeting of the Board not less than thirty (30) days prior to the vote by the Board.

3.03 Dues Upon Admission. A newly admitted Assigned or Affiliate member shall pay full annual dues, unless otherwise determined by the Institute.

3.04 Dues for Nonresident Members. Nonresident members may pay reduced dues. The amount of the reduction shall be determined by the Board of Directors.

3.05 General Waiver of Annual Dues and Admission Fees. AIA Colorado, by the majority of the Board, may waive (for any fiscal year) any part or all of the annual dues required to be paid by any membership class .

3.06 Hardship Dues Reduction. The Chapter Secretary may, in exceptional circumstances, and after consultation with the Institute Secretary and other affected components, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, in accordance with Institute Bylaws.

3.07 Exemptions. Emeritus members and Honorary Affiliate members shall not pay dues or assessments to AIA Colorado. Emeritus members who wish to receive mailings from AIA Colorado shall pay a fee in an amount determined by the Board of Directors.

3.1 ASSESSMENTS

3.11 Authority. AIA Colorado, by a vote of two-thirds of the Board of Directors at a meeting at which a quorum is present, may levy an assessment on its Architect members, Associate members, International Associate members, and/or Affiliate members. The amount of the assessment on a member in any fiscal year shall not exceed twenty-five (25) percent of the amount of the state annual dues required to be paid by such member for that year.

3.12 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be given by the Secretary or by the staff so assigned, personally, by mail, or by electronic means to each member of the Board of Directors entitled to vote at the meeting, not less than thirty (30) days and no more than forty-five (45) days prior to the meeting of the Board of Directors of this Chapter at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

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

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

3.23 Notice of Default to Member. Every member who is in default to AIA Colorado shall be given thirty (30) days notice in writing of the impending suspension or termination due to the default.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned Members. If the dues of any Architect Associate or International Associate member are in default on the last day of July of the fiscal year in which they become due, the Board of Directors shall request The American Institute of Architects to suspend the person's membership. If the dues of this Architect, Associate, or International Associate member remain unpaid on the last day of October in the year in which they become due, the Board of Directors shall request that The American Institute of Architects terminate the membership of that Architect, Associate, or International Associate member. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

3.32 Unassigned Members and Affiliates. If the dues of any Student or Professional Affiliate or are in default on the last day of July of the fiscal year of which they become due, the Board of Directors shall suspend this person's membership. If the dues of this Student

Affiliate or Professional Affiliate remain unpaid on the last day of October in the year in which they become due, the Board of Directors shall terminate the membership of this Student or Professional Affiliate, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least thirty (30) days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

ARTICLE 4

•

CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.01 Delegates to Institute Meetings. AIA Colorado shall select the delegates to represent the assigned membership at meetings of the Institute from among the Assigned Members of this Chapter in the number prescribed in the Institute Bylaws as follows:

4.011 Delegate Selection Procedure. The President of the Chapter shall serve as the delegate from the Chapter to Institute Meetings. If the President is unable, neglects, fails or refuses to serve, or fails to be accredited, then the order of succession to serve as Delegate will be President-elect, Secretary and Treasurer,.. The Board of Directors may also appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws. The Board shall adopt a policy to provide equitable representation among Local Sections in the Chapter.

4.02 Nomination and Election of Institute Directors. The Board of Directors or the Assigned Members of this Chapter shall nominate and elect the Institute Director(s) for this Chapter's region in the manner provided in the bylaws of the Regional Organization.

4.1 REGIONAL ORGANIZATION

4.11 Chapter Representation in Regional Organization. The Chapter shall participate in the Regional Organization in the manner provided in the bylaws of that organization.

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

4.121 Delegate Selection Procedure. The President of the Chapter shall serve as the delegate from the Chapter to the Regional Organization. If the President is unable, neglects, fails or refuses to serve, or fails to be accredited, then the order of succession will be President-elect, Secretary, and Treasurer. The Board of Directors may also appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

4.2 LOCAL SECTIONS

4.21 Establishment of Local Sections. This Chapter may establish internal Local Sections with the approval of the Institute Secretary to include the following voluntary Sections:

- a) AIA Colorado North
- b) AIA Colorado South
- c) AIA Colorado West
- d) AIA Denver

4.22 Voluntary Section Membership. Subject to the provisions of paragraph 4.23, membership in any Local Section shall be voluntary and not required as a condition of membership in the Chapter and Institute.

4.23 Local Section Membership. Membership in a Local Section is voluntary and shall not be assigned by the Institute or the Chapter, except that Local Sections of this Chapter may request, by two-thirds majority vote of the section membership, that all Assigned Members of the Chapter whose residence or principal place of business is within the territory of the section be required to join the applicable Local Section and pay any applicable Local Section dues in addition to dues to the Chapter. Upon approval of the request by the two-thirds majority vote of the Board and the two-thirds majority vote of the Assigned Members, the Institute will assign membership in the Local Section. Members so assigned to Local Sections shall be subject to termination of membership in the Chapter and/or the Institute for default in payment of section dues as provided in these Bylaws and/or the Institute Bylaws. Local Sections with required membership shall have such authority and duties of chapters stated in Chapter 4 of the Institute Bylaws, including the obligation to meet the Performance Criteria for the AIA, and are also subject to this Chapter's Articles of Incorporation, Bylaws and other policies and procedures.

4.24 Local Section Dues and Assessments. Voluntary Local Sections may not levy dues or assessments on members of the Local Section or AIA Colorado. Local Sections with required membership may levy dues on its section members in accordance with its own policies and procedures, but may not levy assessments.

4.25 Local Section Policies and Procedures. The Chapter's Articles of Incorporation, as they may be amended from time to time ("Articles"), and Bylaws shall govern the Local Section. Each Local Section may adopt such supplemental and supporting policies and procedures that define officer roles, terms of office, section procedures, and operational guidelines provided such items are in accordance with the Articles and Bylaws and are approved by the Board of Directors.

4.26 Local Section Governance. Officers of the Local Sections shall be members of that section and consist of, as a minimum, a Section President, Section President-elect/Secretary, Section Advocacy Director, Section Outreach Director, Section Knowledge Director, Section Associate Director, and Section At-Large Director. The Section President, or a delegate appointed by the Section President, shall be an *ex-officio* voting member of the Chapter's Board of Directors as set forth in Article 6.

ARTICLE 5
•
**MEETINGS OF THE MEMBERSHIP
OF THE CHAPTER**

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Member Meeting. This Chapter shall hold an annual meeting of the members during the last quarter of the fiscal year, for the purpose of receiving the annual reports of the Board of Directors and the Treasurer; announcing the Board of Directors for the following year; and for the transaction of such other business as may be appropriate.

5.02 Meetings of the Board of Directors. This Chapter shall hold regular meetings of the Board of Directors as determined by the Board of Directors, and in accordance with paragraph 6.5.

5.03 Special Meetings. A special meeting may be called by the President at the request of a two-thirds vote of the Board of Directors, or by the President at the written request of not less than twenty five (25) percent of the total number of this Chapter's Assigned Members in good standing. No business other than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 Notice of Chapter Meetings. A notice of each meeting of the membership of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary or by the staff so assigned, personally, by mail, or by electronic means to each member entitled to vote at the meeting, not less than fifteen (15) days nor more than sixty (60) days before the date fixed for the meeting.

5.12 Quorum at Meetings. The members present may adjourn the meeting despite the absence of a quorum. Quorums are as follows:

5.121 Annual Meeting. A quorum shall consist of not less than twenty five (25) Assigned Members. Proxies are not accepted for the establishment of a quorum.

5.122 Special Meeting. A quorum shall consist of not less than twenty five (25) Assigned Members. Proxies are not accepted for the establishment of a quorum.

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

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. Every decision at a Chapter meeting shall be by a majority vote of the Eligible Voting Members (as defined in paragraph 5.23) in good standing who are

present at a meeting at which a quorum is present, unless otherwise required by the Act or these Bylaws.

5.22 Proxies. No proxies are accepted for membership voting at any meeting.

5.23 Limitations on Voting Eligibility. Only Assigned Members in good standing ("Eligible Voting Member") may vote on the following matters:

- 1) Those matters set forth in these Bylaws or the Act;
- 2) Annual elections of Officers;
- 3) Amendments to the Bylaws;
- 4) Any other matters as may be brought forward at the annual meeting of the members or a special meeting of the membership.

Any member of the Chapter who is not an Assigned Member in good standing shall have no right to vote on any Chapter or Local Section matter.

5.24 Voting. Except as otherwise provided in the Institute's Bylaws, these Bylaws or the Act, each Eligible Voting Member shall have one vote per member provided he or she is a member in good standing.

ARTICLE 6

•

THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Colorado, including the Act, the Chapter's Articles and Bylaws, as they may be amended from time to time.

6.02 Delegation of Authority. Neither the Board of Directors nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these Bylaws, unless such delegation is specifically prescribed or permitted by the Act.

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

6.1 ELECTION OF OFFICERS AND DIRECTORS

6.11 Nomination of Officers. Nominations for each office of this Chapter shall be made by the Nominating Committee. The slate of candidates shall be announced at a regular meeting of the Board of Directors and shall be posted on the AIA Colorado web site or published in a regular publication of AIA Colorado.

6.111 Nomination by the Membership. Within fifteen (15) calendar days of the announcement of the candidates, petitions may be filed with the Secretary signed by no less than five (5) assigned Architect, Associate or International Associate members placing in nomination one or more candidates other than those filed by the Nominating Committee. No other nominations are permitted.

6.112 Issuance of the Ballot. After publication of the Nominating Committee's report and receipt of any additional nominations, the Secretary shall place on the ballot all nominations for each office to be contested, both by the Nominating Committee and by petition, which shall be mailed or emailed to all members eligible to vote, so that each member may express their choice for the Officers and the Associate Director.

6.113 Election by Acclamation. If there is only one nominee for any office, the Secretary may be directed by the Board 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.

6.12 Results. The Nominating Committee chair shall announce at the next regular meeting of the members the results of all balloting Results shall also be published in the next regularly scheduled newsletter and/or on the web site of AIA Colorado. The Officers and At-Large Director shall be introduced to the membership at the Annual Meeting and shall be installed at the December Board meeting.

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS OF THE CHAPTER

6.21 Terms. Each Officer and the At-Large Director shall serve a term of one year or until a successor has qualified, or as otherwise described by these Bylaws. Terms shall coincide with the fiscal year of this Chapter. Directors who serve on the Board of Directors as the designee of a Local Section shall serve a term which coincides with the requirements of these Bylaws. The Secretary and the Treasurer shall each serve a term of two years, staggered such that the offices overlap by one year.

6.212 Term Limits. There is no limitation on the number of terms an individual may serve, provided all procedures of this article are followed.

6.22 Voting. Except as otherwise provided in the Institute's Bylaws, each member of the Board of Directors as defined by these Bylaws shall have one vote, regardless of membership classification, provided he or she is a member in good standing.

6.23 Vacancies. If a vacancy occurs in an Officer position or the At-Large Director, other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy, through a roll call vote, for the unexpired term of office. If a vacancy occurs in a Director position representing a Local Section, the Local Section shall fill the vacancy.

6.231 The President. Should a vacancy occur in the office of the President, the President-elect shall succeed to the office of President for the remainder of the current year's term and shall continue as President for his/her own elected term. A President-elect

shall be appointed to fill the remainder of the President-elect's term, but he/she however, shall not succeed to the office of the President.

6.24 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.

6.25 Removal of Officer or Director. Any or all of the Officers may be removed with or without cause by vote of the majority of the membership of the Chapter, or a Local Section may remove its Director with or without case, or an Officer may be removed for cause by vote of the Board of Directors when there is a quorum of not less than a majority of the Directors at the meeting at which the vote is taken.

6.3 OFFICERS

6.31 Officers. The officers of this Chapter shall be:

- 1) the President
- 2) the President-elect
- 3) the Secretary
- 4) the Treasurer

6.32 Eligibility. Officers of AIA Colorado must be Assigned Members of AIA Colorado in good standing to serve on the Board of Directors. Officers shall be elected by the assigned membership of AIA Colorado pursuant to section 6.1 and the AIA Colorado Policies and Procedures.

6.33 The President. The President shall exercise general supervision over the affairs of this Chapter, 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 Chapter's members and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; participate in the Government Affairs Committee; 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.

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

6.332 Delegation of Authority. The President may delegate to the Executive Vice President/Chief Executive Officer employed by this Chapter the actual performance of any or all duties of the President, 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 President, or the signing of any document requiring the signature of the President.

6.34 The President-elect. The 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.

6.341 Succession. The President-elect shall succeed to the office of President upon expiration of the term of office of the President.

6.35 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter 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 Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these Bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter, and shall perform all other duties usual and incidental to the office.

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

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

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

6.361 Reports. The Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

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

shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Treasurer.

6.363 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.

6.37 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership a president 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 DIRECTORS

6.41 Directors. In addition to the Officer, the Directors of this Chapter shall be:

- 1) the Past President
- 2) the Local Section Directors
- 3) the At-Large Director

6.411 Eligibility. Members are eligible to serve as directors as specified in the Bylaws or the Local Section Governance Procedures. Directors who serve as a result of the association with related organizations shall meet the eligibility requirements of that related organization, and shall be members in good standing of those organizations.

6.412 The Past President. The immediate Past President of this Chapter shall serve as a Director on the Board of Directors.

6.413 The Local Section Directors. There shall be one (1) Director from each Local Section who shall be the current President of that Local Section or another Local Section Board Member assigned by the Local Section President for the duration of the term. Such person must be an Architect, Associate or International Associate Member in good standing.

6.4131 Attendance. After two absences by a Local Section Director without prior notification, either the Secretary or the delegated staff member of AIA Colorado shall immediately notify the governing body of the Local Section affected, which shall designate a new Director to fill the vacancy. Should the Local Section not take action within thirty (30) days of such a notification, the AIA Colorado Board may make such designation of a new Director and notify the Local Section of the AIA Colorado Board's designation.

6.414 At-Large Director. The At-Large Director may be any person and shall be appointed by the Board of Directors. The At-Large Director position shall be flexible based upon the needs of AIA Colorado.

6.5 MEETINGS OF THE BOARD OF DIRECTORS

6.51 Meetings Required. The Board of Directors shall meet in a regular or special meeting in order to transact business. If agreed to by the majority of the Board of Directors, in advance of the meeting, any one or more members of the Board of Directors may participate in a meeting by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time.

6.511 Action by Board without a meeting. Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of Directors may be taken without a meeting pursuant to C.R.S. § 7-128-202.

6.512 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 or electronic 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.

6.5121 Waiver of Notice. Either the call and notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the 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.

6.52 Notice of Board Meetings. A notice of each Board of Directors meeting, stating the date, time and place of the meeting shall be given by the secretary or by the staff so assigned, personally, by mail or by electronic means to each Board Member.

6.53 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 these Bylaws, the vote of a majority of the Board of Directors 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.

6.54 Proxies. For purposes of determining a quorum and for purposes of casting a vote, a Director may be deemed to be present and to vote if the Director grants a signed, written proxy to another Director. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies for Directors are allowed.

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

6.6 REPORTS OF THE BOARD OF DIRECTORS

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

6.62 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.

6.7 COMMITTEES, COMMISSIONS AND TASK FORCES

6.71 Formation and Composition. The Board of Directors may form committees, commissions and task forces to carry out the work of the Chapter. The charge and duration of each committee or task force shall be determined by the Board of Directors.

6.711 Definitions.

1) A Committee shall be established for the long-term work of AIA Colorado. Committees shall cooperate with similar committees established by Local Sections, Regional Organizations, and the Institute whose committees share similar titles and duties. A Committee may establish subcommittees as needed. See paragraph 6.72 for standing Committees and their purposes.

2) A Commission may be established to act as supervisory and liaison agents between AIA Colorado and its committees with allied organizations. Commissioner terms shall be limited to one year and shall coincide with the term of the President. The President may appoint up to three (3) members to serve on the Commission, one member shall report to the Board on business transacted by the Commission.

3) A Task Force may be established to conduct any short-term business of AIA Colorado. The purpose of the Task Force should be specifically determined at the time of its creation by the Board of Directors.

6.712 Eligibility. Any member of AIA Colorado may serve on a Committee, Commission, or Task Force. Only assigned Architect, Associate or International Associate Members may serve as chair unless otherwise determined by the majority of the Board of Directors or as otherwise specified in these Bylaws. Committee and Task Force Chairs will be appointed by the President of AIA Colorado with the concurrence of the Board of Directors. Commission members may be any assigned member of the Chapter, appointed by the President with the concurrence of the Board.

6.713 Attendance. Attendance at Committee, Commission, and Task Force meetings shall be governed by the chair of the Committee, Commission or Task Force. A chair may be replaced by the President, with the concurrence of the Board, for failure to perform the assigned business of the Committee or Task Force.

6.7131 Ex Officio. Any chair may continue on a Committee after his or her term expires as an ex-officio member.

6.714 Reporting. All Committees, Commissions and Task Forces shall have a regularly scheduled reporting procedure to the Board of Directors as defined at the time of establishment of the Committee, Commission or Task Force.

6.72 Standing Committees. AIA Colorado's standing committees shall include the following:

6.721 The Nominating Committee. The purpose of the Nominating Committee is to prepare a slate of candidates for election of officers.

6.7211 Composition of the Nominating Committee. The Nominating Committee shall be composed of at least five (5) assigned Architect Members of AIA Colorado. The Nominating Committee Chair shall be the current President-elect, but no other members of the Board of Directors shall serve on this Committee. At least one representative from each Local Section shall serve on the Committee.

6.7212 Establishment. The Nominating Committee shall be appointed by the Board of Directors at the June meeting or as otherwise determined at that time by the Board of Directors.

6.7213 Procedure of the Nominating Committee. The Nominating Committee shall file with the Secretary the names of nominees for the office of President-elect, Secretary and Treasurer, no later than July 31st, unless an extension of the date is determined by a majority of the Board. The report of the Nominating Committee shall be announced at the next regular meeting of AIA Colorado.

6.722 The Government Affairs Committee. The purpose of the Government Affairs Committee is to provide advocacy for the profession of architecture in the State Legislature, the State executive offices, State boards and commissions.

6.7221 Composition of the Government Affairs Committee. The chair shall be appointed by the President and be an Architect Member in good standing. The President and/or President-elect shall serve as member(s) of the Committee.

ARTICLE 7

•

FINANCES

7.0 FINANCES

7.01 Budgets and Appropriations. During the first quarter of each fiscal year, the Board of Directors by a vote of not less than two-thirds of those present shall adopt a budget detailing the anticipated income and expenditures of AIA Colorado. A discretionary fund for each Local Section will be included in the budget for the use of the Local Sections for items not already accounted for in the budget. In the last quarter of the fiscal year, the Board of Directors shall forward, for approval, an annual budget to the Board of the immediately succeeding year, showing in detail the anticipated income and expenditures of this Chapter for that succeeding year.

7.011 Long Range Planning. The Board may also develop budgets for successive years for planning purposes, though no budget may be adopted outside of the fiscal year in which it applies.

7.02 Expenditure Limitations.

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

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

7.1 INSTITUTE AND CHAPTER PROPERTY INTERESTS

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

ARTICLE 8

•

GENERAL PROVISIONS

8.0 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board of Directors, and the Chapter committees in all cases in which such rules are applicable; provided such rules are not inconsistent or in conflict with State and Federal law, these Bylaws or the rules and regulations adopted by this Chapter or the Board of Directors.

8.1 LIABILITY, INDEMNIFICATION AND INSURANCE

8.11 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 the Chapter's debts, obligations or liabilities.

8.12 Indemnification. If a director or officer of the Chapter 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 Chapter, then, to the full extent permitted by law, the Board of Directors by affirmative vote of a quorum of its members 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.

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

ARTICLE 9

•

AMENDMENTS

9.0 AMENDMENTS AT MEMBERSHIP MEETINGS

9.01 Notice of Proposed Amendments. Except as set forth in section 9.1 below, these Bylaws may be amended by the Eligible Voting Members of the Chapter, 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 thirty (30) days and not more than sixty (60) days prior to the date of the meeting.

9.02 Voting on Amendments. It shall require a vote of not less than two-thirds of the Eligible Voting Members of this Chapter who are present at the meeting at which a quorum is present to amend the Bylaws relating to such Assigned Members.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.11 Notice of Proposed Amendments. The Board of Directors, may from time to time alter and amend the Bylaws and add new provisions to them by the concurring vote of not less than two-thirds the Board and vote by the Eligible Voting Members under paragraph 9.02 if such proposed amendment concerns the rights, duties, or privileges of the members, provided that a notice is sent to every Director and every Eligible Voting Member not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be voted upon.

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

Ratified by the Board of Directors, [INSERT DATE]

President _____ Date

Secretary _____ Date

The foregoing instrument was acknowledged before me this _____ day of _____, 2014, by Kevin Eronymous, AIA 2014 President of AIA Colorado and Brandon Anderson, AIA, 2014 Secretary of AIA Colorado.

My Commission expires _____.

Notary Public