



Institute Secretary

Model Bylaws for AIA Components

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Introduction

Bylaws are the internal rules of an organization that determine how it is governed and establish fundamental policies. Every chapter, section, state and regional organization of the AIA should have written bylaws. These model bylaws for AIA components have been prepared to assist components in developing and/or revising their bylaws.

The sample text in these model bylaws is an illustration for a hypothetical typical chapter. It is meant to be edited and modified to fit the particular requirements of your component.

How to Use These Model Bylaws

The bylaws of any organization reflect many policy choices about how the members choose to run the organization. Some provisions in AIA component bylaws are required by the Institute Bylaws and others may be required by the nonprofit corporation law of the state in which the component is located. Generally, however, components have a great deal of flexibility to determine what their bylaws say. Here is a key to the editing marks in the model bylaws:

- An asterisk (*) preceding text indicates which provisions of the model should be included in the component's bylaws (generally because such provisions are derived directly from the AIA Bylaws).
- Superscript numbers within the text indicate footnotes where special care must be taken in drafting the bylaws, or where alternate language may be appropriate.
- Bracketed words [] and phrases represent options from which you should choose the appropriate item(s).
- Parentheses () indicate language which may be deleted or modified.
- Italic text indicates the applicable AIA Bylaw referenced in the preceding text.

As you read through the text of the model bylaws, consider carefully its completeness and applicability to your component's specific structure and operations. Choose one of the options in each set of brackets and delete the others. Decide whether the parenthetical language is right for your situation and delete or modify it as necessary. Read the footnotes for further guidance in adapting the model language to your needs. You may need to consult with local legal counsel to determine what some sections of the bylaws should say.

Component Structure – Different Options

One major source of modifications to the model language will relate to the component's organizational structure. There are four different levels of organizations below the national level in the AIA: regional organizations, state organizations, chapters, and sections. There are many different types of components, since the regional, state, and local chapter functions may be combined in one or more organizations. The different types of components can be summarized as follows:

- Regional organizations
 - Multi-state region - direct membership
 - Multi-state region - council
 - Single state region - direct membership
 - Single state region - council
 - Statewide chapter/region
- State organizations
 - State organization - direct membership
 - State organization - council
 - Statewide chapter with sections
 - Statewide chapter without sections
- Chapters
 - Local chapter - with or without sections
- Sections
 - Section of statewide chapter - voluntary membership
 - Section of statewide chapter - required membership
 - Section of local chapter

An understanding of these different structures may help in drafting or revising your component's bylaws.

Council. A regional or state council is an organization whose members are other organizations, usually all of the state organizations in the region or all the chapters in the state. Generally, each affiliated organization will be represented on the council by its president and occasionally by a second officer, such as the president-elect. Officers of a council are normally elected by the governing body of the council.

An organization, such as a chapter, that is a member of a state or regional council should provide in its bylaws for the selection of its representatives on the council. Similarly, the bylaws of the council should indicate who the council members are and how those organizations will be represented on the council and on its governing board. Since the members of a regional council may include state organizations, statewide chapters, local chapters and sections, it is important to establish an equitable method of apportioning voting rights.

Since most councils collect dues from their constituent components on the basis of the number of assigned members, the method for determining and collecting dues and assessments should be clearly spelled out in the council bylaws. It is not unheard of

for a chapter or state organization to be in default to a state or regional council. Council bylaws may include provisions for the suspension of a component's rights in the council, so long as members in good standing in the Institute are not deprived of representation at the national level.

Direct Membership Organization. In a direct membership organization, the membership consists of all of the assigned Architect and Associate members within the territory of the organization. Where the state organization adopts this form, members belong simultaneously to their local chapter and to the state organization. Direct membership organizations may choose to have allied and affiliate membership categories. The officers of a direct membership organization are usually elected by the membership, or their delegates, at a state or regional convention.

Dues to a direct membership state organization may be paid directly to the organization by each member, or the local chapters may collect dues on behalf of the state organization (or vice versa). Where dues for the state organization are collected by chapters and delegates to the state organization consist of the chapter officers, there is little functional difference between a council and a direct membership organization.

No recommendation is made as to whether a component should choose a council or a direct membership structure. However, most regional organizations choose a council arrangement, while most state organizations are direct membership organizations.

State and Regional Structures. A multi-state region may have all statewide chapters or state organizations with local chapters. In single-state regions, the state organization and the regional organization are the same. A state organization with local chapters and a statewide chapter with sections may operate essentially the same as one another, particularly where one or more of the sections has petitioned for and been granted the right to make membership in the section mandatory. (If the sections have not so petitioned, however, membership is entirely voluntary and the sections are not required to meet the Performance Criteria for AIA.)

No recommendation is made as to whether a state should have a state organization separate from the local chapters, or should operate as a state chapter with local sections. State organizations with separate chapters tend to prevail in more populous states, while a state-wide chapter, sometimes with local sections, may be found in states with less population density and larger geographical areas.

Fundamental Policy Choices

Every component must decide certain questions about its structure and governance, and include these choices in its bylaws. Some of the issues to be addressed are as follows.

Incorporation. Incorporation of a component is a major benefit to its members because it relieves them from individual liability for the debts of the organization. Incorporation also means that the component has perpetual existence, independent of the identity of its individual members at any particular point in time. The benefits of incorporation bring with them the obligation to comply with state corporation laws and state and federal tax laws, which may affect what the bylaws contain.

The Institute recommends that each component be incorporated under the applicable

nonprofit corporation statute, and that each secures its own federal and state tax exemptions. Normally, such an exemption will be granted under Section 501(c)(6) of the Internal Revenue Code, which is the category for professional and trade organizations. Exemptions under Section 501(c)(3), provided for charitable organizations, such as foundations, are more difficult to secure and more restrictive on the organization's activities.

Governing Boards. The composition of the governing board of the component varies greatly and will affect the bylaws. Many chapters are governed by an executive committee composed of its current officers and the immediate past president. In some chapters, several directors are elected to serve on the executive committee; this affords Associate members the opportunity to participate in chapter governance. In other chapters, and particularly in direct membership state organizations, the component's board of directors is a relatively large group, and a smaller executive committee acts for the board between board meetings.

Staff. Many components are served by a professional staff executive and maintain an office. In such a case, the bylaws should set forth the extent of authority of the staff executive and specify that the executive serves at the pleasure of, and reports to, either the board or the president. Unstaffed components can delete this section of the model bylaws.

Committees. Component committee structures vary. Some chapters provide in their bylaws for certain standing committees, such as membership, government affairs, programs, and nominating. Others specify committees that parallel major Institute program-oriented committees, such as committees on awards, design, practice, and education. Some components do not define any committees in their bylaws, leaving this matter completely flexible for the governing body to determine. Generally, it is advisable to at least specify in the bylaws who has the authority to form and disband committees.

Dues. Component dues structures also vary widely. Some have regular dues only, some have supplemental dues, and some have regular assessments for meals or special projects. The bylaws should specify how and by whom the dues levels are determined. There is no need to incorporate the actual dues levels in the bylaws. Indeed, since dues levels often are changed more frequently than the bylaws, a change in dues levels should not require a bylaw change (although it may require similar notice and voting majority).

Although any section may charge dues, only sections with required membership will be able to enforce dues collections by requesting that the Institute terminate members who are in default. Sections of local chapters, and sections of statewide chapters in which membership is voluntary do not have this option. Chapters may choose to support the operations of sections in addition to or in lieu of voluntary dues collections by the sections.

Ethics. The Code of Ethics and Professional Conduct is administered at the national level by the National Ethics Council. Components may include in their bylaws provisions that facilitate the NEC procedures, but components may not adjudicate charges of unethical conduct or impose ethical discipline on members.

Review and Approval

The Institute's Bylaws require that all component bylaws be approved by the Institute Secretary to ensure that they are not in conflict with the Institute's Bylaws and Rules of the Board. Once the component's bylaws have been drafted and preliminarily approved by the component's governing board, send them to the Corporate Secretary at the Institute for review. Once approved by the Institute, the bylaws can be submitted to the component membership for final approval.

Alternatively, the bylaws can be submitted to the component membership for approval, "subject to approval by the Institute Secretary," and then sent to the Corporate Secretary at Institute headquarters for final review and approval. The bylaws themselves or the membership's resolution of approval should permit the component governing board to make any changes required by the Institute Secretary so as to avoid delay in finalizing the bylaws.

Component bylaws are reviewed only for consistency with the Institute Bylaws provisions noted in the guidelines. Section bylaws of sections with voluntary membership are not required to be approved by the Institute, but will be reviewed if requested.

Institute Assistance

Questions regarding component structure, operations, and chartering should be directed to the Component Relations team at the national component in Washington, D.C. Bylaws reviews are conducted through the Corporate Secretary's office. In providing these model bylaws and reviewing component bylaws, the Institute is not undertaking to provide legal advice. Components have the responsibility to determine that their bylaws are consistent with the laws of the state in which the component is incorporated.

ARTICLE 1 ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is¹ _____, hereafter referred to as this [Chapter/Section/Organization].

1.011 Related Institute Organizations. In these bylaws the governing board of this Chapter² is referred to as the [Executive Committee/Board of Directors], The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board.

*1.02 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Chapter.³ (The Institute objects are: to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.)⁴ (*AIA Bylaws Section 1.02 and 4.03*)

1.03 Domain. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. (The territory of this Chapter is described as follows: _____ and is indicated on the map attached to these bylaws.)

1.04 Organization. This Chapter is a non-profit membership corporation⁵ incorporated in the State of _____ on (date), and chartered by the Institute on (date).

*1.05 Authority. This Chapter shall represent and act for the Institute membership within the territory assigned to it⁶ under a charter issued by the AIA Board. (*AIA Bylaws Section 4.051*)⁷ The Institute and

¹The AIA Graphics Identity Manual suggests that component names should have a consistent format to support the graphic identity of the AIA. The suggested format is the initials AIA followed by the chapter name, eg. AIA Orange County. See the graphics manual for more explanation.

The bylaws should state the full legal name of the organization as it appears in the incorporation papers. If, for example, the component name is The New Jersey Society of Architects, the bylaws should say that, but can be followed by the statement, "Except for reports to government and other instances requiring official identification, the commonly used name for the chapter shall be AIA New Jersey." Alternatively, the component can officially change its incorporated name if it wishes to adopt the graphics format.

²For sections or state organizations, substitute correct terminology, such as "State Council," for "Chapter" throughout the bylaws.

³Objects must be consistent with the component's Articles of Incorporation, state law, and IRS regulations for tax-exempt organizations. This statement may require expansion to comply with applicable state or federal requirements, especially for tax exemption.

⁴Recitation of the objects of the Institute is not necessary, as long as they are referenced in the component's bylaws; in such case, the portion in parentheses may be deleted.

⁵Check state law for proper terminology for the phrase "non-profit membership corporation." You may have to cite the specific statutory references, e.g., "Not-For-Profit Corporation Act."

⁶State Organizations should insert "on state matters." per AIA Bylaws Section 4.32.

this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.

*1.06 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. (*AIA Bylaws Section 4.052 and 4.462*) This Chapter shall cooperate with its state organization and regional organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Chapter. (*AIA Bylaws Section 4.13*)

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS⁸

1.11 Purpose of Affiliations. This Chapter 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.

1.12 Agreements of Affiliation. Every affiliation must be authorized by (not less than two-thirds vote of) the Executive Committee and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.121 Statement of Purpose. Every agreement of affiliation shall state the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate and the nature of its organizations, membership, government and operations.

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

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

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

1.2 ENDORSEMENTS

Neither this Chapter, nor the Executive Committee, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, (any public or private enterprise operated for profit, or) any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

⁷ Statewide Chapters, which also function as the State Organization, refer to AIA Bylaws 4.331 in addition to the above. Regional Organizations should refer to AIA Bylaws Section 4.45. Chapters of the Institute are also Chapters of the State Organization, AIA Bylaws 4.33.

⁸ As an alternative to 1.11 through 1.13, the bylaws can state: This Chapter shall not form or enter into any affiliation with any individual or with any organization that is not a component or affiliate of the Institute.

ARTICLE 2
MEMBERSHIP⁹

2.0 GENERAL PROVISIONS

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

- a) the Architect and Associate members of the Institute who have been assigned to the Chapter (*AIA Bylaws Section 4.14*), or who have been admitted to unassigned membership in this Chapter, and
- b) the allied and affiliate members the Chapter may admit as provided in Paragraphs 2.35 through 2.37.

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

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

2.04 Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the chapter and not in the territory of another chapter. 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 lower dues and/or assessments for such members as provided in Article 3.

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

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

*2.07 Resignations. Any member may resign from this Chapter by presenting a written resignation to the 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. (*AIA Bylaws Sections 2.081 and 2.084*)

⁹The provisions of this Article 2 as written are applicable only to direct membership organizations. For State Organizations that do not have individual memberships (i.e., those that are Councils of Chapters) representation of the individual members must be provided for separately from the actual members (Chapters) of the Council. Language such as the following is recommended: The members of the Council shall consist of all Chapters chartered by the Institute (and Sections of such Chapters) within the State of _____. Each member of the Council shall be represented on the Council by its President or by another officer or representative as provided in the bylaws of the member organization.

*2.08 Good Standing Defined. A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter or the Institute. (*AIA Bylaws Section 2.04*)

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 and the Institute, including any right to use the Chapter's or Institute's name, initials, symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter. (*AIA Bylaws Sections 2.04, 2.084-2.085*)

2.1 ASSIGNED MEMBERS

*2.11 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws.¹⁰ (*AIA Bylaws Sections 2.02 and 4.055*)

*2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the [Secretary/Executive Director] shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application. (*AIA Bylaws Section 2.052*)

*2.13 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter. (*AIA Bylaws Sections 4.15, 4.32 and 4.463*)

*2.14 Termination. Assigned membership in this Chapter is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another chapter. (*AIA Bylaws Section 2.08*).

*2.15 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. (*AIA Bylaws Section 2.31*) All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged. (*AIA Bylaws Section 2.32*)

¹⁰ Recitation of Institute Bylaws provisions relating to Architect and Associate Members is unnecessary. If it is desired to include this information in the component bylaws, copy AIA Bylaws sections 2.1 and 2.2 exactly.

2.2 UNASSIGNED MEMBERS¹¹

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

*2.22 Rights and Privileges. An unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not vote on matters described in section 5.24 of these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute. (*AIA Bylaws Section 2.074*)

2.23 Termination. Unassigned membership in this Chapter is terminated by the death of the member and by resignation or termination of membership in the Institute. The Executive Committee may terminate unassigned membership for indebtedness to the Chapter as provided in section 3.32¹².

2.3 ALLIED AND AFFILIATE MEMBERS¹³

2.31 Admission. Every application for admission to allied or affiliate membership in this Chapter shall be promptly acted upon by the [Executive Director/Executive Committee].

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

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

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

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Executive Committee;
- 2) May attend and speak but may not make motions or vote at any meeting of this Chapter;
- 3) Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter;
- 4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute. (*AIA Bylaws 4.143*).

¹¹ Optional. A Chapter need not admit unassigned members. If it chooses to do so, however, it must accord them the rights and privileges stated in sections 2.12 and 2.22.

¹² Termination of unassigned membership for reasons related to competition may have antitrust implications.

¹³ Optional. A Chapter need not have any allied or affiliate members. The procedure for admitting allies and/or affiliates is within the Chapter's discretion. See AIA Bylaws 4.14.

*2.35 Allied Members.¹⁴ 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. Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the chapter believes will provide a meaningful contribution by reason of their employment or occupation. (*AIA Bylaws 4.141*)

*2.36 Student Affiliates-Qualifications.¹⁵ Student Affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Chapter. (*AIA Bylaws 4.142*)

2.37 Honorary Affiliates.

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

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

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

¹⁴ The following paragraph may be used as an alternate for Paragraph 2.35:

2.35 Allied Members. The eligibility criteria for Allied members shall be as provided in the Institute Bylaws.

¹⁵ The following paragraph may be used as an alternate for Paragraph 2.36:

2.36 Student Affiliates. The qualifications, rights and privileges of Student Affiliates shall be as provided in the Institute Bylaws.

ARTICLE 3
DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.01 Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year.

3.02 Amount of Annual Dues (and Admission Fees). The Executive Committee (by the concurring vote of all but one of its entire membership) may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year (and the amount of admission fees required of allied or affiliate members).¹⁶

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

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

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

3.06 Hardship Dues Reduction. The [Secretary/Executive Committee] may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the [Secretary/Executive Committee] may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership. (*AIA Bylaws Section 3.12*)

3.07 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Executive Committee pursuant to section 3.02.

3.1 ASSESSMENTS

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

¹⁶The Institute Bylaws, in sections 4.32 and 4.463, do not permit State and Regional Organizations to charge admission fees.

3.12 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be mailed to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.21 Annual Dues. Every member who has not 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 payment shall be in default for the unpaid amount.

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

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned Members. At appropriate intervals, the 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 such default and request termination of those memberships. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.¹⁷

3.32 Unassigned Members and Allied or Affiliates. If an unassigned member or allied or affiliate member is in default to this Chapter for nonpayment of dues and assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

¹⁷As applied to Sections, this is applicable only to those Sections of Statewide Chapters that have applied for and been granted required membership status.

ARTICLE 4
CHAPTER RELATIONSHIP TO
OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

*4.01 Delegates to Institute Meetings. This Chapter shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws as follows (*AIA Bylaws Section 5.213*):

4.011 Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of this Chapter by the Executive Committee, except that no more than one third of the Chapter's delegation shall be Associates. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.¹⁸

*4.02 Nomination and Election of Institute Directors. This Chapter (The assigned members of this Chapter) shall nominate and elect the Institute Director(s) for this Chapter's region in the manner provided in the bylaws of the Regional Organization. (*AIA Bylaws Section 4.411*)

4.1 REGIONAL ORGANIZATION

4.11 Chapter Representation in Regional Organization.¹⁹ This Chapter shall participate in the Regional Organization in the manner provided in the bylaws of that organization. The President or another member appointed by the Executive Committee shall represent (the members of) this Chapter at meetings of the Regional Organization [council/board].

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:²⁰

4.121 Delegate Selection Procedure. Chapter delegates to meetings of the Regional Organization shall be selected from among the assigned members of this Chapter by the [Executive Committee/members attending the annual meeting of the Chapter].

4.2 STATE ORGANIZATION

¹⁸ For State Organizations or Statewide Chapters, see AIA Bylaws 5.212, and substitute or add, as appropriate, a procedure for selection of the State Organization delegate or Statewide Chapter delegate, who must be an Architect member.

¹⁹ Where the Regional Organization is a multi-state regional council, the language of this section should be adjusted to reflect State Organization rather than Chapter representation in the Regional Organization. This section can be deleted in single state regions, since Chapter representation is covered in section 4.3.

²⁰ This provision relates to Chapter representation at Regional conventions. It may be deleted if the Regional Organization is a Council of Chapters or State Organizations, and does not hold an annual convention.

4.21 Delegates to State Convention. The assigned members in good standing of this Chapter shall be represented at meetings of the State Organization by delegates selected from among the assigned members of this Chapter in the number prescribed in the Bylaws of the State Organization as follows:²¹

4.211 Selection of Delegates. Chapter delegates to meetings of the state organization shall be selected from among the assigned members of this Chapter by the [Executive Committee/members attending the annual meeting of the Chapter].

4.22 Representation on State Organization Board.²² The President or another member appointed by the Executive Committee shall be a representative of (the members of) this Chapter in the State Organization. At the annual meeting of this Chapter, the members in good standing of this Chapter shall elect one or more additional representatives, as may be required by the State Organization bylaws, to represent (the members of) this Chapter in the State Organization.

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

4.24 Term of Representatives. Each representative shall serve for the term of one year, or until a successor is elected or appointed. The Executive Committee shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative except that the Vice President shall serve in the case of resignation or incapacity of the President.

4.3 SECTIONS

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

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

*4.32 Section Membership Voluntary.²³ Membership in any Section shall be voluntary and not required as a condition of membership in the Chapter or the Institute. (*AIA Bylaws Section 4.22*)

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

²¹This provision relates to Chapter representation at State conventions. Insert procedure for selection of member delegates to meetings of the State Organization. See footnote 20 for example. This provision may be deleted if the State Organization is a Council of Chapters and does not hold an annual convention.

²² Paragraphs 4.22 through 4.24 are written to govern the Chapter's representatives on the board of the State Organization. Language in parentheses is written for a State Organization that is a direct membership organization, not a Council of Chapters.

²³ Sections of statewide chapters that have petitioned for and been granted permission to require membership in the section, as per the requirements of AIA Bylaws 4.22, may state, "Section Membership Mandatory". Membership in this section is required as a condition of membership in the chapter and the Institute. Statewide chapters with sections should add the following to their section 4.32: "Sections may request required membership as provided in AIA Bylaws 4.22."

ARTICLE 5
CHAPTER MEETINGS²⁴

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Chapter shall hold an annual meeting during the month of _____, for the purpose of nominating and electing the officers, directors, (and representatives to the State and Regional Organization) 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.

5.02 Regular Meetings. This Chapter shall hold regular meetings on _____.

5.03 Special Meetings. A special meeting of this Chapter may be called by the President or the Executive Committee and shall be called by the President at the written request of not less than _____²⁵ percent of the total number of this Chapter's members in good standing. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 Notice of Chapter Meetings. A notice of each meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by mail, to each member entitled to vote at the meeting. Notice shall be given not less than (ten/____) days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members in time for them to receive it at least (ten/____) days prior to the meeting.

5.12 Quorum at Meetings. At any meeting of this Chapter, (ten/____) percent of the membership entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.²⁶

5.13 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

²⁴ All the provisions of this Article, as well as Article 6, should be carefully checked against the applicable provisions of the State nonprofit corporation (or other applicable) law, which may specify meeting, quorum and notice requirements, etc.

²⁵ State law may prescribe the percentage of members that can call a special meeting by petition. In New York, for example, it is ten percent. Check the applicable law in your state.

²⁶ State law may require a minimum quorum. In New York, for example, it is ten percent of the membership or 100 members, whichever is less.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

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

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

5.23 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter.²⁷

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

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

5.25 Mail Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by direct mail 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.²⁸

²⁷ If it is decided to permit proxy voting, this section can read, "Any member entitled to vote at a meeting of this Chapter may authorize another person or persons to act for him or her by proxy. Every proxy must be in writing and signed by the member. No proxy shall be valid after the expiration of eleven months from the date it is signed unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law."

²⁸ State law may not permit action by mail ballot or may require authorization in the articles of incorporation.

ARTICLE 6
THE EXECUTIVE COMMITTEE

6.0 AUTHORITY OF EXECUTIVE COMMITTEE

6.01 Powers. The business of this Chapter shall be managed by the Executive Committee, which shall be composed of the officers (and directors²⁹) of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of _____, the articles of incorporation and by these bylaws.

6.011 Custodianship. The Executive Committee shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in the custody of or under the administration of the 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.

6.02 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 or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.

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

6.1 ELECTION OF OFFICERS (AND DIRECTORS)

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

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

6.13 Tellers. The President may appoint (three/ _____) tellers, who shall be members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

6.14 Tie Votes. In the event of a tie vote, the list of nominees for each office (and each directorship) in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the runoff election shall be elected to the office.

²⁹ Many components are managed by the officers, who collectively constitute the Executive Committee. Components may, but are not required to, have directors in addition to the officers. Having directors permits Associates, who cannot be officers, to participate on the Committee.

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

6.2 TERMS OF OFFICE OF OFFICERS (AND DIRECTORS)

6.21 Term. Each officer (and director) shall serve a term of one year or until a successor has qualified.

6.22 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.

6.23 Resignation. Any officer (or director) may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer (or director).

6.24 Removal of Officer (or Director). Any or all of the officers (and directors) may be removed for or without cause by vote of the members, or for cause by vote of the Executive Committee when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.3 OFFICERS

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

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

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

6.33 The Vice President/President-elect. The Vice President/President-elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Executive Committee or the President.

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

6.34 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Executive Committee, 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 Executive Committee 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.

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

6.342 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this 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.

6.35 The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Chapter; prepare the budgets, collect amounts due this Chapter, and give receipts for and have the custody of its funds and monies and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office; and perform all duties usual and incidental to the office.

6.351 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.

6.352 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.

6.353 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.

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

6.4 MEETINGS OF THE EXECUTIVE COMMITTEE

6.41 Meetings Required. The Executive Committee must actually meet in a regular or special meeting in order to transact business.³⁰

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

6.412 Special Meetings. A special meeting of the Executive Committee shall be held if requested in writing by one-third of the members of the Executive Committee, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the call and notice shall be transacted at the special meeting.

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

6.42 Quorum and Vote. [A majority/_____ members] of the Executive Committee shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Executive Committee members present at the time of the vote shall be the act of the Executive Committee if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

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

6.5 REPORTS OF THE EXECUTIVE COMMITTEE

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

6.52 Report to Institute. The Executive Committee or the Secretary shall make a written report to the Institute at such times as the Institute requests of the matters and in the form required by it.

6.6 COMMITTEES AND COMMISSIONS

6.61 Formation and Composition. The Executive Committee may form committees and commissions to carry out the work of the Chapter. The charge and duration of each committee or commission shall be determined by the Executive Committee. The members of committees and commissions shall be appointed by the President with the concurrence of the Executive Committee.

³⁰ Alternatively, if permitted by state law, you may wish to state, "Any one or more members of the Executive Committee may participate in a meeting of the committee by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time."

State law often permits action by unanimous written consent. The bylaws can state, "Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members of the committee consent to the action in writing."

ARTICLE 7
FINANCES³¹

7.0 FINANCES

7.01 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Executive Committee (by the concurring vote of two-thirds of its total membership) shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

7.02 Expenditure Limitations.

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

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

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

7.04 Fiscal Year. The fiscal year of this Chapter shall be_____.

7.1 REAL AND PERSONAL PROPERTY

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

7.12 Gifts. Only the Executive Committee shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter; it shall not accept any gift, bequest or devise that will not promote the objects and purposes of this Chapter, or that will place an undue financial or other burden on this Chapter.

7.2 DIVIDENDS PROHIBITED

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the members of this Chapter. (*AIA Bylaws Section 7.2*)

³¹ These provisions should be carefully checked against the applicable provisions of the State nonprofit corporation (or other applicable) law, and of State and Federal tax laws relating to tax-exempt organizations.

***7.3 INSTITUTE PROPERTY INTERESTS**

This Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to or interest in the property of this Chapter, and the Institute shall not be liable for any debt or other obligation of this Chapter. (*AIA Bylaws Section 4.08*)

ARTICLE 8 GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

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

1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
2. Employ such staff as the Executive Committee may authorize as may be necessary to perform the duties assigned by the Executive Committee;
3. Attend all meetings of the Executive Committee as a member ex officio without vote;
4. Make reports to the Executive Committee on the affairs and business of the Chapter when requested by the Executive Committee.

8.1 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Executive Committee, by any member of this Chapter in good standing.

8.2 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Executive Committee, and the Chapter committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these bylaws or the rules and regulations adopted by this Chapter or by the Executive Committee.

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

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

8.32 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 Executive Committee 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.

8.33 Insurance. The Executive Committee may authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former officers, 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.³²

³² The indemnification obligation may be covered by insurance. This provision authorizes the Executive Committee to purchase such insurance. This provision should be carefully checked by an attorney and reviewed by an insurance adviser.

ARTICLE 9
AMENDMENTS³³

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

9.01 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Chapter by two-thirds vote of the members present, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting.

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

9.1 AMENDMENTS BY THE EXECUTIVE COMMITTEE

*9.11 Conformity with Institute Bylaws. The Executive Committee, without action by a meeting of this Chapter, [shall/may] amend any of these bylaws as may be necessary for conformity with Institute Bylaws. These bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws. (*AIA Bylaws Section 4.06*)

9.12 Delegation of Authority. The Executive Committee shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this Chapter eligible to vote thereon.

³³ These provisions should be carefully checked against the applicable requirements of the State nonprofit corporation (or other applicable) law.