

**Texas**  
Society of  
**Architects**

**TEXAS SOCIETY OF ARCHITECTS**

**Texas Society of Architects  
State Component of the AIA**

## **Organization Bylaws**

Approved: 12/2021

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# TEXAS SOCIETY OF ARCHITECTS BYLAWS

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# Chapter 1. Organization

## 1.1 Name

The name of this organization is “Texas Society of Architects,” abbreviated as “TxA,” a state organization chartered by The American Institute of Architects and incorporated under the laws of the State of Texas.

## 1.2 Domain

1.21 The domain of the Society is the State of Texas.

1.22 Its headquarters shall be in Austin, Texas.

## 1.3 Definitions

1.31 AIA and Institute: These terms as used in these Bylaws refers to The American Institute of Architects incorporated under the laws of the State of New York.

1.32 TxA and Society: These terms as used in these Bylaws refer to the Texas Society of Architects.

1.33 The terms “chapter,” “section” and “section of a chapter” as used in these Bylaws refers to chapters, sections, or sections of chapters chartered by the AIA and established or to be established in the future within the State of Texas.

1.33a Component: The term “Component” as used in these bylaws refers to any or all member-groups as defined under Chapter, Section, and Section of a Chapter.

1.33b Chapter: The term “Chapter” refers to a chapter as defined by the Institute and TxA under applicable bylaws of each. They may have voting members on the Board as permitted within the bylaws.

1.33c Section: The term “Section” refers to those member-groups that are a Section of the Society (TxA) under agreement or Memorandum of Understanding with the Society. They may have voting members of the Board as permitted within these bylaws.

1.33d Section of Chapter: The term “Section of a Chapter” refers to those member-groups that are a sub-section of a larger “sponsor” chapter of the Society (TxA) as defined in this section. These member-groups maintain agreements or Memorandum of Understanding with a specific Chapter of the Society (TxA). They may not have voting members of the board.

1.33.e Voting Component: The term “voting component” refers to those components that are permitted to vote on items as set forth in these bylaws.

1.34 Board: The term “Board” as used in these Bylaws refers to the Board of Directors of the Texas Society of Architects.

1.35 Accredited Member Delegate: Within each Voting Component, the members of the Society shall select the member delegates to represent them in the manner prescribed by the bylaws of the chapter.

#### **1.4 Purposes, Function, and Authority**

1.41 The purposes of the Society are:

1.41a **to serve its members**, uniting them through inspiration and fellowship, educating them through information and resources that further their development, representing them in important areas of public affairs, and integrating these services with all levels of the AIA;

1.41b **to benefit the public**, advocating worthy architectural, planning and environmental causes, and effecting necessary changes through consistent, comprehensive, and education;

1.41c **to promote the profession** of architecture, identifying important influences, strengthening relations between academia and practitioners, and promoting quality and sharing innovation within the profession.

1.42 The Society shall function as the statewide representative and unifying body for the various chapters chartered by The American Institute of Architects within Texas on matters of statewide interest affecting the interests of all AIA components in Texas. The Society shall also function as the State Component of the AIA.

1.43 Justice, Equity, Diversity, and Inclusion: The Society is committed to a diverse, inclusive, and equitable environment where all board members, staff, volunteers, and members feel respected and valued regardless of gender, age, race, ethnicity, national origin, sexual orientation or identity, disability, education, or any other bias. We are committed to being nondiscriminatory and providing equal opportunities for employment, volunteering, and advancement in all areas of our work. We respect the value that diverse life experiences bring to our board and leadership and we strive to listen to their views and give them value. We're committed to modeling diversity, inclusion, and equity and maintaining fair and equal treatment for all. We will strive to see diversity, inclusion, and equity in connection with our vision and mission for the benefit of those we serve. The Texas Society of Architects champions a culture of social justice, equity, diversity, and inclusion within the architectural community. Achieving this vision directly impacts the prosperity, health, and future of our profession and our communities.

#### **1.5 Affiliations**

1.51 If and while affiliation will promote the purposes and objectives of the Society, the Texas Society of Architects may affiliate with any state organization unless the other organization is formed, used, or maintained for illicit or unethical financial gain or price-fixing.

## Chapter 2. Membership

### 2.1 Authority

All of the rights and powers that may be exercised by the Society shall be vested in the membership. These rights and powers shall be subject to exercise or change by the membership through the representative action of their Accredited Member Delegates at the Annual Meeting or at a duly called Special Meeting of the Society as described in these Bylaws.

### 2.2 Membership

Membership in the Society shall consist of all Architect Members, Associate Members, International Associate Members, and Members Emeritus, of all Texas chapters chartered by the Institute; and Allied, Honorary, and Student Members of the Society.

### 2.3 Classifications of Members

2.31 Architect Member: The qualifications for an Architect Member of the Society are those stated in the Institute Bylaws.

2.32 Associate Member: The qualifications for an Associate Member of the Society are those stated in the Institute Bylaws.

2.33 Emeritus Member: The qualifications for a Member Emeritus of the Society are those stated in the Institute Bylaws.

2.34 Honorary Member of the Society: A person of esteemed character who has rendered the profession of architecture significant and valuable service within the territory of the Society and has conspicuously upheld its aims, but who is not eligible for Architect, Associate or Member Emeritus membership may be elected an Honorary Member of the Society.

2.35 Student Member: A person who is a student, enrolled in a program of architectural study at any collegiate level institution or enrolled in a high school architecture program of study may qualify as a Student Member of the Society.

### 2.4 Admission of Members

2.41 A person admitted as an Architect Member of the AIA and assigned to a Texas chapter automatically becomes an Architect Member of the Society.

2.42 A person admitted as an Associate Member of the AIA and assigned to a Texas chapter automatically becomes an Associate Member of the Society.

2.43 A person advanced to Member Emeritus status by the AIA and assigned to a Texas chapter automatically becomes a Member Emeritus of the Society.

2.44 In order to be elected an Honorary Member of the Society, a person must be nominated by a Texas chapter. Election of Honorary Members shall be by a majority vote of the Honor Awards Committee, subject to confirmation by the Board.

2.45A person admitted as a Student Member of a chapter of the Society, or who is in compliance with 2.36 of these Bylaws or is a member of the American Institute of Architectural Students (AIAS) may become a Student Member of Texas Society of Architects.

## **2.5 Resignation of Members**

2.51 No Architect Member or Associate Member may resign from the Society without resigning from AIA, nor may the member resign from AIA or one of its chapters and remain a member of the Society.

2.52 Student Member may resign from the Society without resigning from the member's chapter, or may resign from the chapter and remain a member of the Society.

2.53 Resignation of a member of Texas Society of Architects shall be governed by the Institute Bylaws.

## **2.6 Termination of Membership**

An Architect Member, Associate Member, or Member Emeritus may be terminated from membership as stated in Institute Bylaws. If the dues of the member are in default, the Board shall notify the Institute of this reason to terminate the membership.

## **2.7 Readmission to Membership**

2.71 An Architect Member, Associate Member, or Member Emeritus may be readmitted to membership as stated in Institute Bylaws. A former member whose membership was terminated who applies for readmission shall pay the current dues payable for the year of readmission.

## **2.8 Rights and Privileges of Members**

2.81 An Architect Member in good standing may exercise all the rights and privileges granted by the Institute Bylaws and these Bylaws. An Architect Member may exercise the right to vote and hold office and act as a representative or delegate of the Society or one of its chapters when duly authorized to do so.

2.82 An Associate Member may exercise all the rights and privileges granted in the Institute Bylaws and these Bylaws.

2.821 Associate Members may serve as voting members on chapter and the Society's Boards, provided that Associate Members may hold no more than two (2) seats or one-third (1/3) of the total seats on such Boards, whichever number is greater.

2.822 Associate Members may speak and vote in chapter and Society meetings on business matters and in elections on all issues except they may not vote on dues for Architect members.



- 2.823 Associate Members may be appointed as members of committees at all levels of the Institute.
- 2.824 Although Associate Members may be chapter delegates to TxA and AIA conventions, they may not constitute more than one-third of any component delegation to such conventions.
- 2.825 Associate Members shall not be eligible to serve as a national officer, national director, or component officer other than a position specifically established for Associate Members or, in the case of national directors, as otherwise specified in the Institute's Bylaws.
- 2.83 A Member Emeritus may exercise all the rights and privileges granted by the Institute Bylaws and these Bylaws. A Member Emeritus may exercise the right to vote and hold office and act as a representative or delegate of the Society when duly authorized to do so.
- 2.84 An Honorary Member of TxA may attend meetings of the Society and may speak, but may not vote, may serve on committees, except as chairman, and may not hold any office in the Society.
- 285 A Student Member of TxA may attend meetings of the Society and may speak, but may not vote, may serve on committees, except as chairman, and may not hold any office in the Society.

## **2.9 Continuing Education Requirement**

Architect Members shall fulfill a periodic education requirement to remain eligible for membership. The AIA Board shall define the elements of the continuing education requirement in the AIA Rules of the Board. Architect Members who fail to meet the requirement shall be subject to termination under Institute Bylaws.

## **Chapter 3. Finances**

### **3.1 Fiscal Year**

The fiscal year of the Society shall begin on January 1st and end on December 31st of the same calendar year.

### **3.2 Amount of Dues**

3.21 The Board, by a concurring vote of at least seventy-five percent (75%) of those attending and voting at a Board meeting, may adjust, before the end of the fiscal year, the regular dues to be paid for the immediately succeeding year.

3.22 A schedule of current regular dues shall be attached as an appendix and shall be an integral part of these Bylaws.

### **3.3 Dues Payable**

3.31 Architect and Associate Member dues shall be for the fiscal year of the Society and shall be due on or before January 15th of each fiscal year. Student Member dues shall be due on or before the date specified on the invoice.

3.32 If the dues of any member are in default, such member may be terminated in accordance with these Bylaws.

3.33 Each member, as a condition of membership, shall pay dues fixed annually by a majority of the membership who are present, who are eligible to vote on dues, and who are voting at a Special Meeting of the Society, or fixed in accordance with Section 3.21 of these Bylaws. A member who transfers from one assigned component to another is not required to pay dues twice in the same year

### **3.4 Waiver of Dues**

In exceptional instances and for what it deems adequate cause, at its own initiative or upon request the institute or a component, the Executive Committee may waive the annual dues, in whole or in part, paid by any member. Waivers may be made retroactive.

### **3.5 Annual Budget**

The Board, by vote of not less than two-thirds (2/3) of those present and voting at a Board meeting, shall adopt an annual budget for the next fiscal year showing in detail the anticipated income and expenditures of the Society. It shall not approve financial commitments or appropriations that in total exceed the estimated income for the immediately succeeding year.

### **3.6 Expenditures**

No person shall have authority to contract any obligation for or on behalf of the Society or expend any money of the Society in excess of unexpended and unencumbered funds in Society accounts.

### **3.7 Assessments**

- 3.71 The Society, at any Annual Meeting or at any special meeting called therefore, may, by a concurring vote of not fewer than two-thirds (2/3) of the votes cast by the accredited member delegates present and voting, levy an assessment on each of its Architect and Associate Members provided the aggregate of such assessments for each member in any fiscal year shall not exceed the amount of regular dues to be paid by the member for that year. Assessment may be levied or authorized only for special or unusual expenses.
- 3.72 A member in default of payment of any assessment levied upon such member in accordance with the above shall be terminated from membership in the Society.

## **Chapter 4. Components**

### **4.1 Purpose**

In order to forward the objectives of the Society, unify its efforts, and better administer its affairs in the various parts of the state, the membership is divided into Components as established in the Institute Bylaws, each of which is known by a territory title as approved by the Institute according to its Bylaws.

### **4.2 Boundaries**

The boundaries of Components now existing or to be established shall coincide with the boundaries of those established by the Institute according to its Bylaws.

### **4.3 Authority**

Within its territory, each Component shall represent and act for its members in such a manner so as to support, comply with, or not nullify or contravene any act or policy of the Society or the Institute.

### **4.4 Chapter Bylaws**

Each Component shall operate under Bylaws adopted by it and approved by the Institute.

### **4.5 Membership**

In each Component, Architect, Associate, and Emeritus membership qualifications are those stated in the Institute Bylaws. Other categories of membership may be established by a Component subject to approval by the AIA Secretary.

### **4.6 Representation**

Each Component shall be represented on the Society's Board by a Director as elsewhere provided herein.

## Chapter 5. Meetings of the Society

### 5.1 Annual Meeting

The Society shall hold an Annual Meeting each year for the purposes of electing the officers and directors, and three (3) members of the following year's Nominating Committee; receiving reports; transacting the business of the Society; and discussing matters pertinent to the profession. The time and place for holding the Annual Meeting shall be fixed by the Board if not fixed at the preceding Annual Meeting. The Secretary shall send a notice of the Annual Meeting, stating the time and place thereof, to every member of the Society and every Component not fewer than thirty (30) days before the opening of the meeting.

### 5.2 Special Meetings

5.21 A special meeting of the Society shall be held if a call for such a meeting, stating its purpose, is approved at a meeting of the Society, or is approved by a two-thirds (2/3) vote of the Board, or by a resolution adopted by a majority of the Voting Components, or by written petition to the Board signed by not fewer than twenty-five percent (25%) of the total number of Architect and Associate Members of the Society.

5.22 The Board shall set a special meeting for the purpose set out in the call within Thirty (30) days after receiving notification, and the Secretary shall provide notice of the special meeting to every member and every Component not fewer than thirty (30) days before the date fixed for the meeting, stating the time, the place, and the purpose thereof.

### 5.3 Authority

All rights, powers, and privileges of an annual or special meeting granted under the Bylaws of the Society shall be vested in and may be exercised by accredited delegates who shall represent the voting members of the Components.

### 5.4 Member Delegates

5.41 Within each Voting Component, the members of the Society shall select the member delegates to represent them in the manner prescribed by the bylaws of the chapter.

5.42 If not all the member delegates from a Voting Component are present at the meeting, then those delegates present from the Voting Chapter, and accredited to vote, shall be entitled to cast the total number of votes which the Voting Component is entitled to cast, and each delegate present and accredited to vote shall be entitled to cast an equal proportionate number of the total votes of the Voting Component.

5.43 If none of the member delegates from a Voting Component can be present at the meeting, then members of that Voting Component may select any accredited delegate to represent them as their member delegate by proxy, but no delegate shall represent more than one Voting Component other than the delegate's own, nor shall more than one delegate in any chapter hold a proxy for any other Voting Component.

5.44 The number of member delegates entitled to be accredited to represent each Voting Component shall be the number entitled to represent the Voting Chapter at the most recent Annual Meeting of the Institute.

5.45 Selection of member delegates from each Voting Component shall be certified by the president or secretary of the Voting Chapter.

### **5.5 Quorum**

A quorum for a meeting of the Society shall be member delegates representing a majority of the membership, and at least half of the Voting Component of the Society.

### **5.6 Actions and Decisions**

5.61 Unless these Bylaws otherwise require, any action or decision of a meeting shall be by concurring vote of a majority of the delegates voting, except that on a roll-call vote any action or decision shall be by concurring vote of a majority of accredited delegate votes cast.

5.62 Voting at a meeting of the Society shall be by voice vote, or at the discretion of the chairperson or on request of at least one accredited delegate; or on request of a majority of the delegates voting or delegates representing a majority of the membership, by roll call; or if required by these Bylaws, by secret ballot.

5.63 On voice votes, every delegate voting shall be presumed to cast all votes, both personally and on behalf of any proxy held, as one vote. On roll-call votes, a record shall be made of each delegate's vote separate from the vote or votes held as member delegate or proxy.

### **5.7 Reports at Annual Meetings**

The President and Treasurer of the Society shall each make an annual report, in writing, to the Annual Meeting. The President's report shall include a report of the activities of the Board, the Executive Committee, standing committees, and task forces.

## Chapter 6. Officers, Executive Committee, and Board of Directors

### 6.1 Officers and Board of Directors

The Officers and Board of Directors shall manage, direct, control, and administer the property, affairs, and business of the Society; shall put into effect all general policies, directions, and instructions adopted at the meetings of the Society; and shall act for the Society in all matters within the jurisdiction granted the Officers and Board by these Bylaws and the membership. No Officer, Director, or committee member of the Board may incur any financial obligation for the Society without first having obtained the approval of the Executive Committee and its authority to act for the Society.

- 6.11 Eligibility: No elected officer, director, or advisor shall be employed by an “allied” or “associated” organization that may cause conflict within the officer position. This shall be not only at time of election or appointment but also for the duration of office term. If an officer, director or advisor, changes employment during the term to an “allied” or “associated” organization, the position will require resignation.

### 6.2 Officers

The Officers of the Society consist of a President, President-elect, Vice-Presidents, a Secretary and a Treasurer. Officers shall be Architect Members or Architect Members Emeritus.

### 6.3 Terms of Office

The term of each Office shall be one (1) year, except the Treasurer’s term shall be two (2) years. Officers shall serve until the close of the calendar year for which they have been elected. The President-elect shall, upon completion of his or her term of office, become President.

### 6.4 Nominations

- 6.41 Nominations for all offices set forth in Section 7.43 of these bylaws shall be made by the Nominating Committee and filed with the Secretary of the Society before six (6) weeks prior to the Annual Meeting. Nominations may be made by any Component, signed by the Component President, and attested by the Component Secretary, if filed with the Secretary of the Society before six (6) weeks prior to the Annual Meeting.

The member delegates at the Annual Meeting may make nominations from the floor. Members of the Component of which the current President-elect is also a member may not be nominated for that office.

### 6.5 Election Procedures

- 6.51 If there is only one nominee for any office, the President shall declare the nominee to be elected by acclamation and direct the Secretary to cast a ballot for the full number of delegate votes for said nominee. Otherwise, the name of each nominee for each office shall be placed by the Secretary on ballots for secret voting by the member delegates.

- 6.52 The President shall appoint three (3) tellers who will count and tabulate the votes cast for each nominee and shall immediately notify the Secretary of the count.

6.53 The nominees for the offices of President-elect, Secretary, and Treasurer who receive a plurality of votes cast shall be elected to those offices. The nominees for the offices of Vice President receiving the greatest number of votes shall be elected to the current open positions thereto.

6.54 The President shall announce to the meeting the results of all balloting and declare all elections.

### **6.6 President**

The President shall be administrative head of the Society and shall exercise general supervision of its affairs, except those placed under the administration and supervision of the Secretary and the Treasurer. The President shall perform the duties usual and incidental to the office, those required to be performed by law and these Bylaws, and those delegated to the office by the Board. The President shall preside at meetings of the Society, its Board, and its Executive Committee.

### **6.7 President-elect**

The President-elect shall serve as Commissioner of the Operations Commission, and assist the President, the Board, and chairs of the Society's committees in coordinating the appointment of incoming committee chairs and vice-chairs. The President-elect shall assume all the duties of the President in the event of the president's absence, disability, resignation, refusal or failure to act, or demise.

### **6.8 Vice Presidents**

The Vice Presidents shall perform such duties as are properly assigned to them by the President.

### **6.9 Secretary**

The Secretary, assisted by the Executive Vice President and staff, shall act as the recording and corresponding secretary, shall issue required notices, keep membership rolls, have custody of the corporate seal, and shall sign for the Society formal instruments under the seal, and shall perform such other duties usual and incidental to the office and as may be delegated by the Board. The duties of the Secretary, under authority of the Executive Committee, may be assigned in whole or in part to the Executive Vice President or to other assistants.



## 6.10 Treasurer

The Treasurer shall be responsible for the financial affairs of the Society. Assisted by the Executive Vice President and staff, the Treasurer shall keep the records and books of accounts thereof, shall prepare budgets, collect for amounts due, and receipt for and have custody of Society funds and make disbursements thereof; shall have custody of its securities and of its instruments involving finances; shall make periodic financial statements for guidance at Board meetings, and shall have a financial report of examination of books of account prepared by a certified public accountant at the end of each fiscal year; shall conduct correspondence relating to the office; and shall perform such other duties usual and incidental to the office and as may be delegated by the Board. The duties of the Treasurer, under authority of the Executive Committee, may be assigned in whole or in part to the Executive Vice President or to other assistants.

## 6.11 Directors

6.111 Component Director: Subject to the provisions of Section 2.821 of these Bylaws, there shall be one Director elected from each Voting Component who may be an Architect Member, Associate Member, or Member Emeritus of the chapter. Component Directors are voting members of the Board. In the event a Component Director is elected an officer of the Society, or for any reason a vacancy occurs in the office of Component Director, that office shall be declared vacant and shall be filled for the unexpired portion of the term by a member elected by the component in which the vacancy exists. The term of office of Component Director shall be two (2) years running concurrent with the calendar year.

6.111a Sections of a Chapter: may have representation on the board in alignment with the sponsor chapter bylaws and any negotiated agreements between the sponsor chapter and the associated section. Any section of chapter representative may attend as a guest attendee as per these bylaws.

6.112 AIA Strategic Councilors: Members or Members Emeriti shall be elected in accordance with election procedures established in these Bylaws to serve staggered terms as AIA Strategic Councilors from the Texas Component AIA. The rights and duties of AIA Strategic Councilors from the Texas Component AIA are as stated in the Institute Bylaws, and the term of office shall as established in the Institute Bylaws. AIA Strategic Councilors from the Texas Component AIA shall be voting members of the Board.

6.113 Public Member Director: The TxA Board shall be permitted to have a member of the general public, not an architect, to serve as a Public Member Director and a voting member of the Board. The term of the Public Member Director shall be one (1) year running concurrent with the calendar year and limited to two (2) consecutive terms.

6.114 Educator Member Director: An individual who is both a member of the faculty or administration of one of the accredited schools of architecture in the State of Texas and an Architect, Associate, or Emeritus Member of the Society shall be an Educator Member Director and a voting member of the Board. The term of office for Educator Member Director shall be two (2) years running concurrent with the calendar year and limited to two consecutive terms.

- 6.115 Associate Member Director: An Associate Member of the Society or an Architect Member who is within the first two (2) years of having been licensed shall be an Associate Member Director and a voting member of the Board. The term of office for the Associate Member Director shall be two (2) years, running concurrent with the calendar year and limited to one term. This position shall have its term staggered with the AIA Regional Associate Director (RAD) in 6.116.
- 6.116 AIA Regional Associate Director: An Associate Member of the Society shall be the Texas Region AIA representative to the AIA National Associates Committee), and a voting member of the Society's Board. The term of office for the AIA Regional Associate Director shall be two (2) years, running concurrent with the calendar year and limited to one term. This position shall have its term staggered with the Young Architect Regional Director (YARD) in 6.117.
- 6.117 Young Architect Regional Director (YARD): An Architect Member of the Society, within the first ten (10) years of having been licensed, shall be the Texas Region AIA representative to the AIA Young Architects Forum and a voting member of the Society's Board. The term of office for the Young Architect Regional Director shall be two (2) years, running concurrent with the calendar year and limited to one term. This position shall have its term staggered with the AIA Regional Associate Director (RAD) in 6.116.

## **6.12 Executive Vice-President**

- 6.121 The Society shall employ a full-time Executive Vice President as chief executive officer of the Texas Society of Architects, whose tenure, salary, and duties shall be recommended by the Administrative Policies Committee and approved by the Executive Committee.
- 6.122 The Executive Vice President shall have full responsibility and authority in the headquarters office staff personnel matters, including day-to-day operations and policies relative to employees of the Society.
- 6.123 The Executive Vice President shall be an ex-officio, non-voting member of the Executive Committee and Board.

## **6.13 Executive Committee**

There shall be an Executive Committee of the Board composed of the Officers as stated in Section 6.2 and the Executive Vice President.

- 6.131 The Executive Committee shall act for the Board between meetings of the Board. The Executive Committee shall not originate any major policy or take any action that would conflict in whole or in part with any action of the Board or of any meeting of the Society or any rule or policy of the Institute. The Executive Committee shall govern the deposit and expenditure of all funds of whatever nature.

## **6.14 Board of Directors**

The Board shall consist of the TxA Officers, Directors, and AIA Strategic Councilors of the Texas Component AIA, and the Executive Vice-President.

### **6.15 Vacancies**

Should a vacancy occur in any office of the Society other than the office of President or President-elect, or should a vacancy occur for any Director other than a Component Director, for any reason other than the regular expiration of a term of office, it shall be the duty of the Board, by roll-call vote at a meeting of the Board or by letter or electronic ballot, to fill the vacancy for the unexpired term of office. A vacancy in the office of President shall be filled by the President-elect. A vacancy in the office of President-elect shall be filled by Board appointment until the next Annual Meeting at which time the delegate members shall elect a President-elect. An elected President-elect fills the unexpired term of President and continues to serve as President the following year.

### **6.16 Delegate to AIA Convention**

The Society shall have delegate representation at the Annual Meeting of the AIA in accordance with Institute Bylaws relating to State Organizations. The Society delegate shall be the President. In the absence of the President, the President-elect shall serve as delegate. In the absence of the President-elect, the Executive Committee shall designate the delegate.

### **6.17 Optional Election Procedures**

Irrespective of any other provision in these Bylaws, the Board may, in its sole discretion and by processes, which it shall design, determine that the officers of the Society shall be elected by mail or electronic ballot submitted to the entire voting membership. Any optional election procedure must be enacted by a two-thirds (2/3) majority vote of all Board members.

### **6.18 Meetings of the Board**

6.181 Regular meetings of the Board shall be held four (4) times a year at times and places fixed by the President.

6.1811 Notice of each Regular meeting of the Board shall be sent in writing to each member of the Board not fewer than fifteen (15) days before the date fixed for the meeting. Minutes of Board meetings shall be recorded by the Secretary and copies sent to each Board member within thirty (30) days after the meeting. At the following meeting, these minutes shall be approved by the Board or corrected to meet Board approval.

6.182 Special meetings of the Board shall be held on the call of the President, or voted by a majority of the Board, or on written request of a majority of the Board. At such special meetings only that business as is stated in the meeting call shall be transacted.

6.1821 Notice of each Special meeting of the Board shall be sent in writing to each member of the Board not fewer than five (5) days before the date fixed for the meeting. Minutes of Board meetings shall be recorded by the Secretary and copies sent to each Board member within thirty (30) days after the meeting. At the following meeting, these minutes shall be approved by the Board or corrected to meet Board approval. For special meetings held via electronic means shall, notification of meeting shall be sent in writing to each member of the Board not fewer than forty-eight (48) hours before the date fixed for the special meeting.

6.183 A majority of the voting members of the Board shall constitute a quorum for the transaction of business. All decisions shall be by majority vote of those members present and voting except where otherwise provided in these Bylaws.

#### **6.19 Meetings of the Executive Committee**

Formal meetings of the Executive Committee shall be held on call of the President and may be conducted by a telephone conference call or other electronic means that allow all participants equal or comparable opportunity to participate simultaneously. The members of the Executive Committee shall be notified in writing at least twenty-four (24) hours before all meetings. Participation by a majority of its voting members shall constitute a quorum. Minutes of formal meetings shall be recorded and distributed as required for meetings of the Board.

#### **6.20 Removal of Elected Officers**

6.21 Removal of Officer, Director, or Advisor. Any or all of the officers, board members, directors, or advisors may be removed for or without cause by a two-thirds (2/3) vote of the voting board 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.

6.22 Board Suspension of an Officer's Authority. The authority of an officer to act may be suspended by the Board for cause, but such action shall not be taken if more than one (1) Board member votes against it. Voting shall be by secret ballot and any such officer shall have the opportunity to address the Board prior to the vote, but the Board's action shall be final.

## **Chapter 7. Committees and Advisors**

### **7.1 Administrative Policies Committee (APC)**

7.11 The Administrative Policies Committee (APC) shall consist of the President, the President-elect, the immediate Past President, and the Treasurer. In the event any member cannot or does not serve, the President may appoint a replacement from among members of the Executive Committee.

7.12 Annually, the committee shall review and recommend the tenure, salary, benefits, bonuses, and duties of the Executive Vice President to the Executive Committee for approval prior to implementation. This shall consist of a written report with all recommendations and summaries of this annual review.

7.13 The committee shall meet two (2) times per year with the EVP; each to review performance and duties. One will be held in conjunction with 7.12.

7.14 Additional meetings may be held between APC and EVP at the request of either party.

### **7.2 Finance Committee**

7.21 The Finance Committee shall consist of the President, the President-elect, the Treasurer, two (2) at-large representatives of the membership not also serving on the Executive Committee, and the Executive Vice President. The terms of the two (2) at-large members shall be for two (2) years, staggered depending on the year of their appointment to the committee. The president-elect each year shall name one current representative to an at-large term that ends December 31st of the following calendar year. Appointment to consecutive full terms as an at-large member is prohibited.

7.22 The duties of the Finance Committee shall be to develop a proposed budget for the following calendar year, recommend to the Executive Committee for approval a Certified Public Accountant to perform an annual independent audit at least every three years, and perform other duties assigned by the Executive Committee.

### **7.3 Architect Licensing Advisors**

7.31 The Society shall maintain two (2) Architect Licensing Advisors whose mission shall be to serve as liaison to Associate Members, TxA Components, and Texas Schools of Architecture to assist in providing appropriate training for eligible candidates to become Texas Registered Architects.

7.32 Each Advisor shall serve a two- (2) year staggered term. Each shall serve one of the two (2) regions as defined by the Society.

#### **7.4 Nominating Committee**

7.41 The Nominating Committee shall consist of five voting members as follows:

- a) the immediate past president
- b) one (1) member named by the Board
- c) three (3) members elected at the Annual Meeting as nominated by this committee.

In the event any member, by resignation or absence, cannot serve or does not serve, the President shall appoint a replacement. The President, President-elect, and Associate Member Director shall be ex-officio, non-voting members of the Committee.

7.42 The immediate past president shall chair the Nominating Committee, shall coordinate the work of the Committee, and shall make the report of the nominations at the Annual Meeting. The Nominating Committee shall file with the Secretary before six (6) weeks prior to the date of each Annual Meeting a qualified nominee for each of the officer and director vacancies due to occur, and three (3) members of the following year's Nominating Committee.

7.43 The Nominating Committee shall be responsible for nominations of members to all elected positions of office.

This includes:

- |   |                                      |
|---|--------------------------------------|
| a) President-elect                        | b) Vice Presidents                   |
| c) Secretary                              | d) Treasurer                         |
| e) AIA Strategic Councilors               | f) Educator Member Director          |
| g) Associate Member Director              | h) AIA Regional Associate's Director |
| i) AIA Young Architects Regional Director | j) Public Member Director            |

#### **7.5 Publications Committee**

The Society shall maintain a Publications Committee whose role shall be to advise the Executive Committee and the Executive Vice-president on the content of its publications.

#### **7.6 Standing Committees**

The Society may establish standing committees to parallel and cooperate with appropriate national level or local AIA committees with similar titles and duties, and may establish other standing committees as needed.

#### **7.7 Special Committees and Task Forces**

The Society may establish special committees and task forces to carry out projects not coming within the fields of standing committees. The tenure of a special committee or task force shall be for the duration of the special task assigned to it, but shall not extend beyond the calendar year in which the committee or task force is established unless reestablished by the following year's President.

#### **7.8 List of Committees and Task Forces**

A current list of committees and task forces shall be attached hereto as an appendix. This list shall be reviewed and may be revised annually by the President with the advice and consent of the Executive Committee, and such list shall be available to each Component within the Society.

## Chapter 8. Commissions

### 8.1 Commissions

8.11 The Society may establish commissions to act as supervisory and liaison agents for the Executive Committee to the committees, task forces, or related entities of the Society.

## Chapter 9. General Provisions

### 9.1 Notification of Membership

When a person is admitted to membership in the Society, the Secretary shall issue a notification of membership stating the class of membership to which the member has been admitted.

### 9.2 Reclassification

Any member of the Society whose membership classification has been changed by the Institute or the member's component shall automatically be reclassified upon notice from the Institute or component secretary that such reclassification has been made.

### 9.3 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall supplement the rules and regulations adopted by the Society and shall govern the Society, the Board, the Executive Committee, and other committees in all cases to which they are applicable, provided that they are not inconsistent or in conflict with the provisions of law or these Bylaws or the rules and regulations adopted by the Society or the Board.

### 9.4 Cooperation With the American Institute of Architects (AIA)

The Society shall represent and act for The American Institute of Architects (AIA) and the components within the State of Texas and their members under a charter issued to it by the Institute Board, on state matters only. The Society shall support the Institute and its activities, and shall not directly or indirectly nullify or contravene any Bylaws, rule, or policy of the Institute. Voting on any questions concerning the affairs of the Institute or its components shall be as determined by the Institute Bylaws.

### 9.5 Titles That May Be Used

9.51 As a State Component of The American Institute of Architects, the Society may use the following title for official business: "Texas Society of Architects, a State Component of The American Institute of Architects."

9.52 An Architect Member of one of the Texas components of the AIA may, in addition to the designation "AIA," use the title "Member of the Texas Society of Architects."

9.53 An Associate Member of one of the Texas components of the AIA may, in addition to the designation "Associate Member of The American Institute of Architects," or "Associate AIA," use the title "Associate Member of the Texas Society of Architects."

9.54 A Member Emeritus of one of the Texas components of the AIA may, in addition to the designation “Member Emeritus of The American Institute of Architects,” use the title “Member Emeritus of the Texas Society of Architects.”

9.55 An Honorary Member of TxA may use the title “Honorary Member, Texas Society of Architects,” or the abbreviation “Hon. TxA,” but may not use the initials “TxA” alone.

9.56 A Student Member of TxA may use the description “Student Member of the Texas Society of Architects” but may not otherwise print or permit to be printed or in any way use the name, title, initials, seal, symbol, or insignia of the Society, any component, or the Institute.

### **9.6 Professional Conduct**

All provisions of the Code of Ethics and Professional Conduct of the Institute shall apply to all members of the Society.

### **9.7 Literature**

Architect, Associate, Emeritus, Honorary, and Student Members of TxA in good standing shall have their names published in any membership listing of the Society and shall receive the magazine Texas Architect and other documents, periodicals, and literature from the Society under terms that the Board shall fix.

### **9.8 Relations with Other Organizations**

The Society shall have no financial interest in or share 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 in writing by both parties and approved by the Board consistent with Institute policies.



## Chapter.10 Amendments

### 10.1 Amendment Procedures

- 10.11 These Bylaws may be amended at a meeting of the Society, by the concurring vote of not fewer than two-thirds (2/3) of the total number of votes of all eligible voting component members as represented by the delegate members accredited and voting at the meeting, provided that a notice stating the purpose of each proposed amendment and its reason for proposal is sent with a copy of the proposed amendment to every member entitled to vote thereon, not fewer than thirty (30) days prior to the date of the meeting at which action is to be taken.
- 10.12 The Board, by the concurring vote of no fewer than two-thirds (2/3) of its members, may modify any provisions of these Bylaws whenever and to the extent and in the manner such authority is expressly given it in these Bylaws, or whenever required to conform with changes or modifications in Institute Bylaws; and the Board, from time to time and without further action of the Society, shall rearrange, retitle, and/or renumber the various divisions and subdivisions of these Bylaws as becomes necessary because of amendments thereto or for clarity and ease of reference, and shall make such changes in provisions of these Bylaws, otherwise unamended, that are necessary to make the unamended provisions consistent with the amended provisions. Wherever the Bylaws are modified or changed by the Board as authorized and in the manner provided in these Bylaws, then every provision of the Bylaws so modified or changed shall be deemed to be amended and shall have the same force and effect as if amended by the Society, and each such modification or change shall be incorporated in these Bylaws.
- 10.13 Every Bylaw amendment shall be submitted to and approved by the AIA Secretary before becoming effective.

### 10.2 Dissolution

In the event of dissolution of the Society, all assets and liabilities of the Texas Society of Architects become the property of the Texas Architectural Foundation. In the event of the dissolution of the Texas Architectural Foundation prior to dissolution of the Society, upon dissolution of Texas Society of Architects, all its assets shall be divided equally among the accredited schools of architecture in the State of Texas after payment of all Society debts existing at the time.

## Chapter 11. Organization Structure

- 11.1 TxA is governed by a Board of Directors, which consists of officers, elected at large by the membership, and component directors, elected by their respective components. Additional members of the board are the public member director, an educator member director, an associate member director, the AIA regional associate director, and the Texas representatives to the AIA Strategic Council — all elected by the membership at large.

## **Appendix**

- A. Current Dues Structure of the Society**
- B. Current List of Committees and Task Forces**
- C. Bylaws Review Policy and Procedures**
- D. Current Copy of Institute Bylaws**
- E. AIA Designations**

# **Appendix**

## **A. Current Dues Structure of the Society**



## **Texas Society of Architects (TxA)**

### **Current list of Membership Dues** (as of July 2021)

#### **Architect Members \$285 / calendar year**

Individuals with an architectural license from the Texas Board of Architectural Examiners are eligible for Architect membership.

#### **Associate Members \$150 /calendar year**

Individuals that are not licensed by the Texas Board or Architectural Examiners and are not eligible for one of the other categories of membership.

#### **Associate Intern Members \$75 / calendar year**

Associate Intern membership is intended for recent graduates of schools of architecture who have just joined the workforce.

The following criteria applies to Associate Intern membership:

- You must have graduated from a school of architecture within the past seven years.
- There is a special offer for new graduates.
- This membership type is only applicable for a full total of five years, after which you will become an Associate Member.

#### **Emeritus Members \$0 / calendar year**

Architect Members or Associate Members may apply for Emeritus status if they have been in good standing in the Institute for 15 successive years immediately prior to their application, and

- have either attained the age of 70, or
- are so incapacitated as to be unable to work in the profession.

#### **Student Members \$0 / per calendar year**

A person who is a student, enrolled in a program of architectural study at any collegiate level institution or enrolled in a high school architecture program of study may qualify as a Student Member of the Society.

# **Appendix**

## **B. Current List of Committees and Task Forces**



## **Texas Society of Architects (TxA)**

### **Current list of Commissions, Committees, and Task Forces**

#### Executive Committee

#### Operations Commission

- Committee: Admirative Policies
- Committee: Finance
- Committee: Convention Futures
- Committee: Nominating
- Committee: Equity, Diversity and Inclusion

#### Advocacy Commission

- Committee: Government Affairs Steering
- Committee: School Safety Workgroup
- Committee: Community-Engaged Designed

#### Communication Commission

- Committee: Publications
- Committee: Education Outreach

#### Practice and Recognition Commission

- Committee: Design
- Committee: Design Conference
- Committee: Honor Awards
- Task Force: Sustainability and Resilience

#### Professional Development Commission

- Committee: Convention
- Committee: Continuing Education
- Committee: Architect Licensing Advisors

#### Other Committees or Task Forces

- Task Force: Component Collaboration Task Force

# **Appendix**

## **C. Bylaws Review Policy and Procedures**



## Texas Society of Architects (TxA)

### Bylaws Review Policy and Procedure

1. The review of these bylaws shall occur at intervals of every two (2) years by a committee.
  - a. This means that every other year the review and amendment process will take place.
  - b. Not every year review will result in amendments to be voted on by the Board or the Society.
  - c. This committee along with the Executive committee may make “house-keeping” amendments without the full action of the board. These may involve the following:
    - i. Conformity with the Institute bylaws. Any changes required to remain in alignment with the AIA National Bylaws.
    - ii. Title and Numbering: re-title, rearrange, re-number the various chapters, articles, sections, or paragraphs to create proper and clear references.
    - iii. Non-substantive: amendments which are intended to correct language and grammar or minor verbiage within the bylaws.
2. The Bylaws Committee shall be comprised of 7 members from the Society.
  - a. These members may be volunteers or appointed by the President or EVP of the Society.
  - b. The committee members shall be comprised as follows:
    - i. Two (2) members shall be from a previous Bylaws committee Review. This shall allow for continuity of institutional knowledge by this committee.
      1. One of these two shall serve as Chair of Bylaws Committee unless otherwise determined by the President or EVP
    - ii. Five (5) new members to the committee of which two (2) shall be reclaimed for the next bylaws review committee.
    - iii. The current Society President and President Elect may choose to join the committee as ex-officio members in addition to the seven (7) committee members
3. The Bylaws committee shall meet over the period of the year in which the bylaws are under review.
4. The process shall follow the general time line for progress and work product(s) as listed below.
  - a. Winter Board meeting:
    - i. Identification or Volunteers of committee members and any items for review
    - ii. Identification of Committee Chair
  - b. Before Spring Board Meeting
    - i. Meets as a committee to
      1. Review bylaws for items of concern, correction or clarification
      2. Work up proposed amendments to bylaw within current structures



3. Meet as many times as necessary to provide work products for Spring board meeting
- c. Spring Board Meeting
    - i. Provide review of proposed amendments to full board for review and discussion
      1. This is time for full board discussion of proposed amendments
    - ii. No vote is required by Board at this time
  - d. Before Summer Board Meeting
    - i. Provide time from Spring board meeting for additional feedback (1-2 weeks maximum is recommended)
    - ii. Utilize and incorporate any feedback from Spring Board discussion and review into the proposed amended bylaws
    - iii. Send proposed bylaws amendments to the AIA National general counsel for review and comment.
      1. As of July 2021 this is
        - a. Terrence “Terry” Ona, Esq., Senior Vice President, General Counsel [tona@aia.org](mailto:tona@aia.org)
    - iv. Meet as committee to discuss and review the comments and requests of the AIA National review process
    - v. Make any modifications to the proposed amendments as requested by the AIA National review
  - e. Summer Board Meeting
    - i. Provide updated proposed bylaws amendments to full TxA Board
    - ii. If AIA National requested modifications require additional board discussion, it will be conducted at this board meeting.
    - iii. At this time, proposed bylaws amendments will require a vote by the TxA Board to put forth for a membership vote at the annual business meeting of the Society.
    - iv. If required due to AIA National review or requests, this “round” may require additional committee meetings to address any issues from TxA Board discussion.
      1. This may then require a secondary review by AIA National if the changes reach beyond the scope previously requested.
      2. This may require modification by the Bylaws Committee to the proposed amendments.
      3. These amendments will then need to be voted on by the TxA Board to put forth at the Annual Business Meeting of the Society.
  - f. Fall Annual Business Meeting of Texas Society of Architects (TxA)
    - i. The amendments will be presented to the voting membership at the annual business meeting for approval.
    - ii. This will follow the standard voting procedures as established in the bylaws of the society or standard procedures adopted.