

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. Current Copy of Institute Bylaws

Appendix

A. Current Dues Structure of the Society



Texas Society of Architects (TxA)

Current list of Membership Dues (as of January 2024)

Architect Members

\$315 / calendar year

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

Associate Members

\$165 / 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.

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 / 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 (as of January 2024)

Operations Commission

- Executive Committee
- Committee: Administrative Policies
- Committee: Finance
- Committee: Nominating
- Committee: Equity, Diversity, and Inclusion

Advocacy Commission

- Committee: Government Affairs Steering
- Sub-Committee: School Safety
- Committee: COTE® (Committee on the Environment)

Communication Commission

- Committee: Publications
- Committee: Education Outreach
- Advisors: Architect Licensing Advisors (ALA)

Practice and Recognition Commission

- Committee: Design & Studio Awards
- Committee: Honor Awards

Professional Development Commission

- Committee: Local Conference
- Committee: Conference Continuing Education
- Committee: Design Conference
- Committee: Conference Futures

Appendix**C. Current Copy of Institute Bylaws**



Bylaws

June 2021

CHAPTER 1

ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Organization Name. The name of this membership corporation is The American Institute of Architects. In these Bylaws the corporation is called the Institute.

1.02 Organization Objects. The objects of The American Institute of Architects shall be to organize and unite in fellowship the members of the architectural profession of the United States of America; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

1.03 Organization Domain. The domain of the Institute shall be the United States of America and its territories. Nothing herein shall be regarded as precluding the Institute from establishing or maintaining an international presence outside the United States and its territories, to the degree otherwise provided in these Bylaws.

1.1 AFFILIATIONS

If and while affiliation will promote the purposes and objects of the Institute, any national organization may be affiliated with the Institute unless the other organization was formed, used, or maintained for financial gain, price-fixing, or political purposes.

1.2 THE COLLEGE OF FELLOWS

There shall be a subdivision of the Institute entitled the College of Fellows, the members of which shall be the Fellows and Honorary Fellows of the Institute.

1.21 College of Fellows Purpose. The purpose of the College is to stimulate a sharing of interests among Fellows; to promote the purposes of the Institute; to advance the profession of architecture; and to be of ever-increasing service to society.

1.22 Bylaws of the College of Fellows. The College shall adopt bylaws, which shall specify the organization of the College. The bylaws and activities of the College of Fellows are subject to the approval of the Board.

1.3 ENDORSEMENTS

1.31 Endorsements of Enterprises. The Institute shall not sponsor or endorse any enterprise whether public or private, operated for profit.

1.32 Endorsements of Materials. No officer, director, Strategic Council member, committee member, or employee of the Institute or any of its components in that individual's official capacity shall approve, sponsor, endorse, or do anything that may be deemed or construed to be an approval, sponsorship, or endorsement of any material of construction or any method or manner of handling, using, distributing, or dealing in any material or product. ("Component" as used in these Bylaws shall be defined as set forth in Section 4.01.)

CHAPTER 2

MEMBERSHIP

2.0 GENERAL PROVISIONS - MEMBERSHIP

2.01 Categories of Membership. The Institute is a nonprofit membership corporation incorporated under the laws of the state of New York, with the following categories of membership:

2.011 Architect Members. Individuals admitted to membership with full voting status and privileges are called Architects. Architect members may also hold the titles Fellow and/or Emeritus.

2.012 Associate Members. Individuals admitted with limited voting status and privileges are called Associates. Unless otherwise provided, the term "Associate member(s)" in these Bylaws shall be understood to include International Associate members. Although Associate members may also hold the title Emeritus, however, International Associate members may not hold that title.

2.013 Honorary Fellows, Honorary Members, and Allied Members. There are three categories of non-voting membership: Honorary Fellows, Honorary Members, and Allied Members.

2.014 Definition of Member and Assigned Member. Unless the context indicates otherwise, the term "member" in these Bylaws means any individual in any category of membership, and the term "assigned member" means any Architect (including those with Emeritus or Fellows status), or Associate member (including those with Emeritus status) assigned to a component.

2.02 General Rights and Duties of Members. Every member of the Institute in good standing shall have and may exercise and use all of the rights and privileges of the member's category of membership conferred by law or granted by the provisions of these Bylaws or by the Board.

2.021 Literature. Architect and Associate members in good standing shall have their names published in any membership listing of the Institute and shall receive the magazine of The American Institute of Architects and other documents, periodicals, and literature from the Institute and from the component(s) to which they belong, under terms which the respective governing boards shall fix.

2.022 Component Membership. All assigned members of the Institute shall maintain membership in the component(s) to which they are assigned.

2.03 Amendments to Membership Provisions. Changes in membership eligibility or qualifications set forth in these Bylaws shall not be retroactively applied.

2.04 Good Standing. To be in good standing in the Institute, members must have paid all dues and other obligations due to the Institute and all of its component organizations to which they are assigned. An individual under suspension for violation of the Code of Ethics and Professional Conduct is not in good standing.

2.05 Application for Membership

2.051 Declaration by Applicants. Every applicant for membership shall agree to comply with these Bylaws and to accept the rights, privileges, duties, responsibilities, obligations, and liabilities set forth herein.

2.052 Application for Membership. .Application for membership shall be made in a manner determined by the Institute. Applications are subject to verification of eligibility for membership.

2.06 Reapplication for Admission. An applicant found not qualified for admission may reapply upon becoming qualified for admission.

2.07 Component Assignment.

2.071 Assignment Upon Admission. Once admitted, all Architect and Associate members of the Institute who are resident in the United States are assigned membership in a chapter and state organization. Architect and Associate members not resident in the United States who reside or have their principal place of business in the territory of a component are assigned membership in the component.

2.072 Assignment/Transfer. At the written request of a member, the Institute shall transfer the member's assignment from one chapter to another provided that the transferring member either lives or works within the territory of the new chapter.

2.073 Special Assignment. In special cases, upon receiving written application from a member, the Secretary may assign a member to a chapter that is neither the legal residence nor principal place of business of the member.

2.074 Participation in an Unassigned Chapter. In addition to membership in the assigned chapter, a member may, without action by the Institute, participate voluntarily in any unassigned chapter upon approval of an application by such chapter. The member, however, may not vote for delegates or on matters affecting the Institute in the unassigned chapter and shall be listed in the records of the Institute only in the assigned chapter.

2.08 Termination of Membership. Membership shall be terminated: (1) by resignation from the Institute, (2) by default in payment of obligations to the Institute or its components under the conditions prescribed in these Bylaws (3) for violation of the Code of Ethics and Professional Conduct pursuant to Chapter 8 of these Bylaws (4) by the death of the individual in the membership.

2.081 Resignation from Membership. A member in good standing may resign from the Institute in writing. The resignation shall be offered in writing to the Institute through the assigned chapter, and if the individual is eligible to resign, the chapter shall forward the resignation to the Institute in a timely manner. The resignation shall become effective as of the date of receipt of the letter of resignation by the Institute.

2.082 Termination for Default. If a member is in default, membership shall be terminated and the member and assigned components so notified. Termination for default of component dues will be initiated only on request of the governing board of the component.

2.083 Termination Without Prejudice. When the Institute finds that a member is no longer eligible for membership, judged by the same standards used to admit that member, such membership may be terminated with the same effect as resignation in good standing provided, however, that the member shall be given full opportunity to explain the member's position before being terminated.

2.084 Membership While Ethics Charge is Pending. Notwithstanding any other provision in these Bylaws, a member against whom a charge of violating the Code of Ethics and Professional Conduct is pending may not resign or be terminated from membership until all proceedings related to the charge are completed.

2.085 Loss or Suspension of Interests, Rights, and Privileges. Any individual who resigns, is suspended, or is terminated from membership thereby loses all rights and privileges granted by law or these Bylaws, including the right to use the Institute's name, initials, or symbol until reinstated in good standing.

2.086 Liability. Nothing contained in these Bylaws shall be construed to limit the liability imposed by law on a member. Termination or suspension of membership shall not relieve the person whose membership has been terminated or suspended from indebtedness to the Institute or to any of its component organizations.

2.09 Readmission to Membership.

2.091 Eligibility. Any person whose membership was terminated for violation of the Code of Ethics and Professional Conduct may be readmitted only with the approval of the Board of Directors. In other cases of termination, or of resignation while in good standing, an application for readmission shall be considered in the same manner as an original application.

2.092 Readmission Fee. Former members who are reapplying for membership may be assessed a reinstatement fee, in addition to the dues for the year of reinstatement, in an amount determined by the Board.

2.093 Readmission After Termination Without Prejudice. Persons whose membership was terminated without prejudice may reapply any time they meet the eligibility requirements, without payment of the readmission fee.

2.1 ARCHITECT MEMBERS

2.11 Eligibility for Architect Membership. Individuals who are currently entitled under law to practice architecture and use the title Architect in any state of the United States are eligible to be Architect members in the Institute. Such architects shall demonstrate honorable standing in the profession and in their community.

2.111 Continuing Education Requirement. Architect members shall fulfill a periodic continuing education requirement to remain eligible for membership. The Board shall define the elements of the continuing education requirement in the Rules of the Board. Architect members who fail to meet the requirement shall be subject to termination under section 2.08 of these Bylaws.

2.12 Rights and Privileges of Architect Members

2.121 Title. Architect members in good standing may print and otherwise use in connection with their practice and work:

The initials AIA as a suffix to their names; and

The titles Member of The American Institute of Architects and Member of the (assigned chapter or state organization) of The American Institute of Architects.

2.122 Pin and Symbol. Architect members may use the gold AIA lapel pin and AIA symbol within the limitations established by the Board.

2.123 Privileges. Architect members have full rights and privileges, including but not limited to the following:

To serve as voting members on section, chapter, and state boards.

To speak and vote in component meetings on business matters and in elections on all issues.

To be appointed as members of committees at all levels of the Institute.

To serve as chapter delegates to state and national AIA conventions.

To participate in all Institute group insurance, retirement, and other benefit programs.

To serve as a national officer, national director, or component officer or chair a national committee.

2.2 ASSOCIATE AND INTERNATIONAL ASSOCIATE MEMBERS

2.21 Eligibility for Associate Membership. Individuals without architectural licenses from a U.S. licensing authority who meet any of the following requirements shall be eligible for Associate membership in the Institute:

Those who are eligible by education or experience and are employed, enrolled or participating in circumstances recognized by licensing authorities as constituting credit toward architectural licensure, or

Those who are employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture, or

Those who have a professional degree in architecture, or

Those who are faculty members in university programs in architecture and who are actively involved in research, administration or the teaching of architecture.

2.22 Eligibility for International Associate Membership. Individuals without architectural licenses from a U.S. licensing authority who meet the following requirements shall be eligible for International Associate membership in the Institute:

Those who have an architectural license or the equivalent from a non-U.S. licensing authority and demonstrate honorable standing in the profession in the locale in which they are licensed. Such persons may be resident within or outside the U.S.

2.23 Rights and Privileges of Associates and International Associates.

2.231 Title. Associates in good standing may indicate that they are Associates of The American Institute of Architects, subject to applicable state laws, and may use the title Associate AIA or Assoc. AIA, but not AIA Associate nor the initials AIA alone, as a suffix to their names. International Associates in good standing may indicate that they are International Associates of The American Institute of Architects, subject to applicable state laws, and may use the title International Associate AIA or Intl. Assoc. AIA, but not AIA International Associate nor the initials AIA alone, as a suffix to their names.

2.232 Pin and Symbol. Associates and International Associates in good standing may wear the silver AIA pin. Associates and International Associates shall not be permitted to use the gold AIA pin nor the AIA symbol.

2.233 Privileges. Associates and International Associates shall have the same rights and privileges as Architect members, except as noted below and in Sections 2.231 and 2.232 above:

Associates and International Associates together may not hold more than two seats or one-third of the total seats, whichever number is greater, on component boards. The numerical limits stated in this Subsection (a) shall

apply as to Associate and International Associate members serving as officers of the pertinent component (i.e., such officers shall be included in determining whether the limits stated herein have been reached).

Associates and International Associates may not vote on dues for Architect members; provided, however, that nothing in these Bylaws shall restrict Associate Directors from voting on dues for Architect members when the Associate Directors are performing their duties as members of the Institute's Board of Directors or as delegates-at-large at annual or special meetings of the Institute.

Associates and International Associates together may not constitute more than one-third of any component delegation to state and national AIA conventions.

Neither Associates nor International Associates shall be eligible to serve as a national officer or on the National Ethics Council.

Notwithstanding any other provisions of these Bylaws, each component shall have the discretion, but not the obligation, to include Associate and International Associate members as officers of that component. Such component officers shall be included in the numerical limitations contained in Subsection (a) above with respect to Associates and International Associates Holding seats on component boards of directors.

2.234 Advancement from Associate to Architect Membership. An Associate who receives an initial license to practice architecture thereby becomes eligible for Architect membership and may not renew membership as an Associate.

2.3 MEMBERS EMERITUS

2.31 Eligibility.

2.311 Architect Members. Any Architect member may apply for Emeritus status if:

The member (i) has been in good standing in the Institute for fifteen successive years immediately prior to their application, or (ii) has had a total of at least twenty-five successive or non-successive years of membership in the Institute, and has been a member in good standing for at least three successive years immediately preceding the member's application for Emeritus membership; and

The member either (i) has attained the age of 70 and is retired from the profession of architecture, or (ii) is so incapacitated as to be unable to work in the profession.

2.312 Associate Members. Any Associate member may apply for Emeritus status if:

The member has been in good standing in the Institute for fifteen successive years immediately prior to the member's application, or has had a total of at least twenty-five successive or non-successive years of membership in the Institute, and has been a member in good standing for at least three successive years immediately preceding the member's application for Emeritus membership; and

The member either (i) has attained the age of 70 and is retired from an occupation related to the profession of architecture, or (ii) is so incapacitated as to be unable to work in an occupation related to the profession of architecture.

2.313 Waiver by the Secretary.

The Secretary, in exceptional circumstances and for adequate cause, may, on an individual basis, waive (i) all or part of the period of membership required for Emeritus status; and/or (ii) the age requirement for Emeritus status.

In addition, the Secretary, in exceptional circumstances and for adequate cause, may, on an individual basis:

Waive the requirement that an applicant for Architect Emeritus Member status must be an Architect member at the time of application, so long as the individual was an Architect member in good standing within one year before submitting the application for Emeritus status; and

Waive the requirement that an applicant for Associate Emeritus Member status must be an Associate member at the time of application, so long as the individual was an Associate member in good standing within one year before submitting the application for Emeritus status.

2.32 Rights and Privileges of Members Emeritus. All Architect or Associate member rights, interests, privileges, titles, liabilities and obligations shall remain unchanged upon advancement to Emeritus status, except that:

Members Emeritus shall no longer be required to pay either regular or supplemental dues; and

Architect Members Emeritus shall no longer be required to maintain the right under law to practice and use the title Architect.

2.321 Title. Architect members holding Emeritus status may use the title Member Emeritus written in full after the initials AIA, or after the initials FAIA if they have

been granted Fellowship. Associate members holding Emeritus status may use the title Member Emeritus written in full after the title Associate AIA.

2.4 FELLOWS

2.41 Qualifications for Fellowship. Architect members who have been in good standing for at least ten years may be nominated for Fellowship. Architect members may be advanced to Fellowship under guidelines set by the Board if they have contributed notably to the advancement of the profession of architecture.

2.42 Authority of the Jury of Fellows. The Jury of Fellows has the authority and power to advance or deny advancement to Fellowship, except that an Architect member who wins the Gold Medal or the Edward C. Kemper Award of the Institute shall automatically be elevated to fellowship, without regard to the above qualifications.

2.43 Rights and Privileges of Fellows. Architect members advanced to Fellowship shall retain full Architect member interests, rights, privileges, obligations and liabilities in the Institute and in its components.

2.431 Fellowship Title. Architect members in good standing who are Fellows may print or otherwise use in their practice and work, the title Fellow, The American Institute of Architects, and the initials FAIA, in addition to all other titles and initials which they are privileged to use as an Architect member.

2.432 Fellowship Pin. Architect members who are Fellows may wear the Fellowship lapel pin.

2.433 Fellowship Medal. Architect members who are Fellows may wear the Fellowship Medal as established by the Board.

2.5 HONORARY FELLOWSHIPS

2.51 Qualifications for Honorary Fellowships. An architect of esteemed character and distinguished achievements who is not entitled to practice architecture in any state of the United States, is not a resident of the United States, and does not primarily practice architecture within the domain of the Institute, may be admitted to Honorary Fellowship.

2.52 Rights and Privileges of Honorary Fellows

2.521 Honorary Fellowship Title. An Honorary Fellow may use the title Honorary Fellow, The American Institute of Architects, or the abbreviation Hon. FAIA. Honorary Fellows may not use the initials AIA or FAIA alone.

2.522 Honorary Fellowship Pin and Symbol. An Honorary Fellow may wear the Fellowship lapel pin, but may not use the Institute symbol.

2.523 Honorary Fellowship Medal. An Honorary Fellow may wear the Honorary Fellowship Medal as established by the Board.

2.524 Honorary Fellowship Privileges. An Honorary Fellow may attend the annual convention of the Institute and may speak and take part in the discussions there

and at the meetings of its component organizations and the College of Fellows on all matters except those relating to the corporate affairs, but may not vote.

2.53 Nomination and Election of Honorary Fellows. Any member of the Institute may nominate qualified individuals for Honorary Fellowship. Individuals shall be elected to Honorary Fellowship in the manner determined by the Board in the Rules of the Board.

2.54 Termination of Honorary Fellows. The Board, by a two-thirds majority vote, may terminate the membership and withdraw the privileges of any Honorary Fellow, for any reason it may deem sufficient.

2.6 HONORARY MEMBERSHIPS

2.61 Qualifications for Honorary Membership. A person of esteemed character who is otherwise ineligible for membership in the Institute, but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith, may be admitted to Honorary Membership.

2.62 Rights and Privileges of Honorary Members

2.621 Honorary Membership Title. An Honorary Member may use the title Honorary Member, The American Institute of Architects, or the abbreviation Hon. AIA, but may not use the initials AIA alone.

2.622 Honorary Membership Pin. Honorary Members may wear the gold AIA lapel pin.

2.623 Honorary Membership Privileges. An Honorary Member may attend the annual conventions of the Institute and may speak and take part in the discussions there and at the meetings of its component organizations on all matters except those relating to the corporate affairs, but may not vote.

2.63 Nomination and Election of Honorary Members

2.631 Authority to Nominate Honorary Members. Any member of the Board, a component, or such other constituent bodies or individuals as the Board may find appropriate may nominate persons for honorary membership.

2.632 Jury's Authority to Elect Honorary Members. The authority and power to elect or deny election to any properly nominated candidate for honorary membership is delegated to the Jury of Honorary Members.

2.633 Appointment of Honorary Members. The Board may confer Honorary Membership and a medal or other appropriate insignia on the Presidents of national and international professional architectural associations or organizations pursuant to procedures set forth in the Rules of the Board. This appointment authority is separate from the authority of the Jury for Honorary Members and is not limited by any nominee's eligibility for membership in another class of Institute membership.

2.64 Termination of Honorary Memberships. The Board may terminate the membership and withdraw the privileges of any Honorary Member, for any reason it may deem sufficient.

2.7 ALLIED MEMBERS

2.71 Eligibility for Allied Membership. Individuals who are not otherwise eligible for membership in the Institute and who meet either of the following requirements shall be eligible for Allied membership in the Institute:

2.711 Individual Members: Those with established professional reputations who are registered to practice their professions where such requirements exist, or persons who are employed outside of architectural practice but are involved in positions allied to the field of architecture. Individual 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.

2.712 Organizational Representatives: Those who are employed by firms in the construction industry engaged in research, design, development, testing, manufacture, distribution, or training for building and construction products or systems.

2.72 Rights and Privileges of Allied Members. Allied members may serve in any capacity on Institute committees, attend meetings and conventions, and participate in the scheduled activities and programs of the Institute. They may not vote (except on committees) or be appointed or elected as an officer, director, or delegate or serve in any other policy-setting position. Allied Individual Members may not print or permit to be printed or in any way use the name, initials, emblem, seal, symbol, or insignia of the Institute or any component. Firms that employ Allied Organizational Representatives in good standing may say that they are an Allied Organization of The American Institute of Architects as long as the use of this phrase may not be construed as Institute endorsement, sponsorship or approval of any construction material, product, or service. Except as stated above, neither Allied Organizations nor their representatives may print or permit to be printed or in any way use the name, initials, emblem, seal, symbol, or insignia of the Institute or any component.

2.721 Dues for Allied Members. The Board of Directors shall annually determine the dues payable by Allied members.

CHAPTER 3

DUES, FEES AND ASSESSMENTS

3.0 RIGHT TO LEVY DUES, FEES AND ASSESSMENTS

3.01 Dues. The delegates at any duly called meeting of the Institute may establish and fix annual dues. A two-thirds majority shall be necessary to remit or reduce dues for any class of member for any year. The Board may adjust dues within the limits set forth below in Section 3.15.

3.02 Assessments. A two-thirds majority of the delegates at a convention shall be necessary for approval to levy assessments or for delegation of this authority to the Board. The delegated authority may be for specific purposes, or for a special period of time, and with such limitations as the delegates may choose to impose. Assessments may be levied or authorized only for special or unusual expenses.

3.03 Fees for Application and Readmission. The Board may set application and readmission fees, and may adjust them to reflect reasonable increases in administrative costs, but not as dues enhancement.

3.1 DUES

3.11 Period and Due Date of Dues. Dues shall cover a calendar year and, except as otherwise provided in these Bylaws, shall be due and payable in full on or before January 15 of each year.

3.12 Hardship Dues Reduction by the Component. The component, in exceptional circumstances and after consultation with the Institute Secretary and other assigned components, may waive all or any part of the dues or fees in equal proportions across all components owed by a member at any level of membership in the AIA.

3.13 Regular Dues.

3.131 Obligation to Pay. Except as otherwise provided in these Bylaws, every member, including Fellows, shall pay regular annual dues to the Institute.

3.132 Dues Amount. The regular dues shall be an amount determined in accordance with these Bylaws.

3.133 Dues Incentive Programs. The Board may provide in the Rules of the Board for dues incentive programs that reduce dues for new members and those advancing to Architect membership.

3.134 Dues Payment Programs. Notwithstanding any other provisions of these Bylaws, the Board may provide in the Rules of the Board for programs under which new or renewing members may pay their regular annual dues to the Institute in one or more installments over a period of time during the year in which the dues are due and payable. Any such program may provide for service and interest charges, and include such other terms and conditions, as the Board may find appropriate.

3.135 Dues Upon Readmission. The Board may provide in the Rules of the Board for the dues amount, not to exceed regular dues for the current year, to be paid by former members readmitted to membership.

3.136 Fees and Dues for Members Emeritus. Members Emeritus who wish to continue to receive limited distribution of Institute mailings and publications shall pay to the Institute an annual or a single, lifetime amount, determined by the Board, to help defray the cost of such mailings. Members Emeritus who do not wish to receive Institute mailings and publications need not pay this fee nor dues and will automatically be removed from the mailing list.

3.137 Fees and Dues for Honorary Members and Honorary Fellows. An individual admitted to honorary membership or honorary Fellowship shall not pay any admission fee nor annual dues to the Institute.

3.14 Component Dues. Every assigned member shall, as a condition of membership in the Institute, pay the fixed annual dues of the assigned component. A member who transfers from one assigned component to another is not required to pay dues twice in the same year.

3.15 Adjustments in Annual Dues

3.151 Expenditure Budgets. The Board may adjust dues to provide for a dues income equal to the dues actually collected September 1, 1973-August 31, 1974, plus an increase or decrease computed thereon based upon the Consumer Price Index (July 1-June 30 base), not to exceed an aggregate of 10% per year; and an additional increase/decrease based upon actual, plus the projected, increase/decrease in dues receipts resulting from changes in membership.

3.16 Dues Default.

3.161 Regular Dues Default. Every member who has not paid full regular dues owed for the calendar year shall be in default, provided, however, that no member shall be considered as in default so long the member is current in dues payments made in accordance with any programs approved by the Board in accordance with Section 3.134 of these Bylaws.

3.162 Component Dues Default. An assigned member failing to pay the dues owed to an assigned component shall be in default.

3.17 Default on Other Institute Obligations. Any member who has failed to pay any obligations to the Institute other than dues shall be in default.

CHAPTER 4

COMPONENTS

4.0 ORGANIZATION OF COMPONENTS

4.01 Definition. Institute-chartered chapters, sections, state organizations, and the International Component are referred to in these Bylaws as “components.” Except as otherwise provided in Section 6.5 of these Bylaws, “state” shall refer to a U.S. state, the District of Columbia, or a U.S. territory.

4.02 Names of Components. Each component shall adopt a name which shall include the phrase The American Institute of Architects either as a prefix or suffix. The name shall be subject to approval of the Institute.

4.03 Purposes of Components. Components shall be nonprofit organizations, (except as provided in Section 4.2 with respect to sections with voluntary membership), the objects and purposes of which shall be substantially the same as those of the Institute.

4.04 Domain. The jurisdiction of each component shall be confined to the territory assigned to it by the Institute. The Institute shall refer state matters to state organizations and local matters to chapters.

4.05 Authority and Duties of Components.

4.051 Representation of Component Members. Within the territory assigned to it, each component shall represent and act for its assigned membership under a charter issued to it by the Institute.

4.052 Non-Conformity With Institute Policy. No act of a component shall directly or indirectly nullify or contravene any act or policy of the Institute.

4.053 Establishing Membership Qualifications. Components shall not establish qualifications for membership that vary from the Institute's.

4.054 Establishing Categories of Membership. No component shall establish or maintain categories of membership other than as set forth in these Bylaws (Chapters 2 and 4).

4.055 Limiting Membership Rights. No component shall limit the rights or privileges of any category of membership as set forth in these Bylaws. Components shall permit assigned members to participate in the affairs of the component to the fullest extent permitted in these Bylaws. Persons in other authorized categories of membership may participate in the affairs of the component except as may be prohibited in these Bylaws.

4.06 Bylaws of Components. Except as provided in Section 4.2 with respect to sections with voluntary membership), every component shall adopt bylaws consistent with these Bylaws and of their general form and order, and every such bylaw and every amendment thereto must be submitted to the Secretary for approval before the bylaw

or amendment becomes effective. Every component that adopts bylaws shall amend its bylaws to conform to the Bylaws of the Institute as soon as it can properly do so after these Bylaws or any amendments become effective.

4.07 Component Reorganization. Should the executive committee of any component fail to hold an annual election of officers, or otherwise grossly neglect its prescribed functions, the Secretary of the Institute may, after calling the attention of the executive committee to the delinquency, notify each member of the component and invite a reorganization of the component.

4.08 Dissolution of Components. The Institute may withdraw or suspend any charter it has issued to a component, whereupon the organization shall cease to be a component of the Institute, but such withdrawal shall not be made until and unless the component has been offered an opportunity to be heard in the matter.

4.09 Property Interests of Components. A component shall not have any title to, nor 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, nor interest in, the property of any component unless the Board and the component agree otherwise in writing, and the Institute shall not be liable for any debt or other obligation of any component. The Institute and a component are not agents for each other unless they so agree in writing.

4.010-Centralized Membership Database and Dues Collection. All components shall participate with the Institute in a centralized membership database and dues collection system that shall provide for 1) collection of all component and national dues, and 2) unified membership record keeping. The requirements of the system shall be determined by the Institute, in accordance with procedures stated in the Rules of the Board, and shall include the following:

Each participant shall establish the annual amount of its regular dues, supplemental dues (if charged), and assessments, subject to uniform policies on incentive programs and dues structures.

Funds collected through the system shall be promptly available to the participant to which the funds are due.

4.011 Residency Requirements for Component Officers. Nothing in these Bylaws shall be construed as prohibiting a component from adopting or amending provisions in its bylaws that would require a component officer to reside or maintain a principal place of business within the geographic territory assigned to the component by the Institute during the period the officer serves as a component officer.

4.1 CHAPTERS

4.11 Number of Chapters. The Institute shall charter one or more chapters in each state in the United States and may charter chapters outside the United States.

4.12 Chapter Domain. The Institute shall establish the territory of each chapter so that the interests and objects of the Institute will best be served and the influence of the profession in the local areas of the state will be most effective.

4.13 Authority and Duties of Chapters. Each chapter:

Shall cooperate with its state organization or the International Component as applicable to further the interests of the members, and by agreement with these organizations, may represent and act for it within the chapter's domain.

May establish allied member, student affiliate, and honorary affiliate membership categories, under conditions set forth in the bylaws of the chapter.

May levy and collect annual dues from its members, except Members Emeritus and Honorary Affiliates.

May levy and collect admission fees for admission of allied members and student affiliates.

Shall meet the Core Member Services for the Institute.

4.14 Chapter Composition. Each chapter shall be composed of the Architect and Associate members of the Institute assigned to it, including those on nonresident status, and may include allied and student affiliate members.

4.141 Allied Members. Individuals not otherwise eligible for membership in the Institute or the chapter may become Allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. 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.

4.142 Qualifications of Student Affiliates. Student affiliates shall be undergraduate or post-graduate students of architectural schools, or secondary school students, within the territory of the chapter or state organization.

4.143 Privileges of Allied and Student Affiliate Members. Allied members may serve on chapter committees in any capacity, may vote on committees, and may use the phrase, "Allied Member of the [Name of Chapter] Chapter of the American Institute of Architects," or "Allied Member of [Name of Chapter]," to describe themselves; Student Affiliate members may serve on committees but may not vote or serve as chair. Neither Allied nor Student Affiliate members may hold chapter office, or (except as otherwise expressly provided herein) print or permit to be printed or in any way use the name, title, initials, emblem, seal, symbol or insignia of any chapter or of the Institute, except as otherwise expressly provided in these Bylaws.

4.15 Action on Admission. Upon notification of an applicant's admission to the Institute, the assigned component(s) shall enroll the member without requiring payment of any further admission fee, and shall publicly announce such membership.

4.16 Nonresident Status. A chapter may provide for nonresident status for members who choose to be assigned to the chapter even though they do not reside or have their principal place of business in the chapter or in the territory of another component. Assigned members with nonresident status have the same rights and privileges as those with resident status, except that the chapter may lower dues and/or assessments for nonresidents.

4.2 SECTIONS

4.21 Formation of Sections. A chapter, or the International Component, may form one or more sections under guidelines set by the Board.

4.22 Authority and Duties of Sections. Membership in a section is voluntary and shall not be assigned by the Institute or the chapter, except that sections of statewide chapters or of a state organization may request, by two-thirds majority vote of the section board, that all assigned members of the chapter whose residence or principal place of business is within the territory of the section be required to join the section and pay dues. Upon approval of the request by two-thirds majority vote of the board of the parent chapter, the Institute will assign membership in the section. Members assigned to sections are subject to termination of membership in the Institute for default in payment of section dues as provided in these Bylaws. Sections with required membership have the authority and duties of chapters stated in section 4.1 of the Bylaws, including the obligation to meet the Core Member Services for the Institute. Notwithstanding any other provisions of these Bylaws, sections without required membership do not have the authority and duties of chapters stated in section 4.1 of the Bylaws, do not have the obligation to meet the Core Member Services for the Institute, are not required to be incorporated or to maintain tax-exempt status under federal or state law, and are not required to adopt bylaws.

4.3 STATE ORGANIZATIONS.

4.31 Number of State Organizations. The Institute may charter a state organization in each state. If there is only one chapter in a state, it shall also function as the state organization.

4.32 Authority and Duties of State Organizations. Each state organization shall represent and act for its assigned membership and the chapters within the state on state matters. State organizations may fix and collect annual dues from the chapters, or from the individuals assigned to chapters, within the state and from allied and affiliate members of the state organization. No admission fees may be levied.

4.33 Chapters of State Organizations. The chapters of the Institute within the state shall be the chapters of the state organization on local matters.

4.331 Chapters Functioning as State Organizations. When only one chapter is chartered within a state, its functions and duties shall include those of both the chapter and state organization. Chapters functioning as state organizations shall be governed by the provisions for chapters where there is a conflict with the provisions for state organizations.

4.34 Membership of State Organizations.

4.341 Assigned Architect and Associate Members. Every Architect and Associate member of the Institute assigned to a chapter within a state shall automatically be enrolled in that state organization, or be represented therein, as provided in the state organization's bylaws.

4.342 Allied and Affiliate Members. State organizations, if so provided in their bylaws, may also include in their membership allied members and student affiliates of their component chapters. A state organization may admit allied and student affiliate members who are not members of the chapter where they work or reside if the chapter consents or if the chapter has no allied or student affiliate membership category.

4.4. INTERNATIONAL COMPONENT

4.41 Charter. The Institute may charter an International Component.

4.411 Domain of the International Component. The International Component shall encompass all geographic areas outside the United States and its territories.

4.42 Authority and Duties of the International Component. The International Component shall represent and act for its assigned membership and its chapters and sections on International Component matters. The International Component may fix and collect annual dues from its chapters, or from the individuals assigned to its chapters and from its allied and affiliate members. No admission fees may be levied.

4.43 Chapters and Sections. The chapters and sections chartered outside the United States and its territories shall be the chapters and sections of the International Component on local matters.

4.44 Membership.

4.441 Assigned Architect and Associate Members. Every Architect and Associate member of the Institute assigned to a chapter outside the United States or its territories and Architect and Associate members otherwise unassigned to a chapter shall automatically be enrolled in the International Component.

4.442 Allied and Affiliate Members. If so provided in its bylaws, the International Component may also include in its membership allied members and student affiliates of its chapters. It may also admit allied and student affiliate members who are not members of the chapter where they work or reside if the chapter consents or if the chapter has no allied or student affiliate membership category.

4.45 Powers and Limitations.

4.451 Relation to the Institute. The International Component's governing body shall be a nonprofit organization whose name and bylaws shall be subject to the approval of the Secretary. The International Component may represent and act for the membership assigned to it.

4.452 Non-Conformity with Institute Policy. No act of the International Component shall directly or indirectly nullify or contravene any act or policy of the Institute.

4.453 Dues and Assessments. The International Component may fix and collect annual dues or assessments from its components or members as set forth in its bylaws. No admission fees may be levied.

CHAPTER 5

MEMBERSHIP MEETINGS

5.0 MEETINGS OF THE INSTITUTE

In these Bylaws, a meeting of the Institute shall refer to a corporate meeting of the membership.

5.01 Annual Meeting of the Institute.

5.011 Annual Convention. There shall be an annual meeting of the Institute, also called the annual convention.

5.012 Time and Place of Annual Meeting. The annual meeting shall be held at a time and place determined by the Board.

5.02 Special Institute Meetings.

5.021 Power to Call Special Meetings. A special meeting of the Institute shall be held if a call for it, stating its purpose, has been voted at a meeting of the Institute or by the concurring vote of a majority of the members of the Board or by resolution duly adopted by not less than 25% of the assigned members in each of six chapters, each of which shall be in a different state, or for international chapters, in the International Component.

5.022 Business at Special Meetings. No business other than that specified in the call shall be transacted at a special meeting.

5.1 NOTICE OF MEETINGS

At least thirty days before any meeting of the Institute, the Secretary shall have notice of the meeting publicized to every assigned member and to every Institute component organization. The notice shall state the time and place at which the meeting will be held and the business to be transacted. No failure in, or irregularity of, notice of an annual meeting shall invalidate either the meeting or actions taken at the meeting or as a result of the meeting.

5.2 VOTING AT CONVENTION

5.21 Delegates. Duly accredited representatives of the membership at meetings of the Institute shall be classified as delegates-at-large, member delegates, state delegates, and International Component delegates.

5.211 Delegates-at-Large. The delegates-at-large shall be the members of the Board, the members of the Strategic Council, and the past presidents of the Institute who are present at the meeting.

5.212 State Delegates. Each state organization chartered by the Institute, including state-wide chapters functioning as state organizations, may be represented at a meeting of the Institute by one state delegate, who shall be an Architect member.

5.213 International Component Delegates. The International Component may be represented at a meeting of the Institute by one International Component delegate, who shall be an Architect Member.

5.214 Member Delegates.**Error! Bookmark not defined.** Components may be represented by member delegates at a meeting of the Institute on the following basis:

Each local chapter shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.

Each state-wide chapter functioning as a state organization shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.

In certain states, there may be both a state organization and local chapters. Where the state organization in such a state has formed one or more sections, the state organization shall be entitled to member delegates based upon the number of members in good standing within the territory of the section(s) who are assigned to the state organization. (Members of sections formed by local chapters in that state shall be apportioned to the local chapters, and shall not be included in determining the number of member delegates to which the state organization is entitled.)

The assigned members of each component specified in this section shall select the component's representatives to serve as member delegates in the manner prescribed in the component's bylaws.

5.22 Number of Member Delegates.

5.221 Date of Member Count for Apportioning Member Delegates. The number of member delegates from each component that may be accredited to a meeting of the Institute shall be determined from the Institute records sixty days prior to the date of the meeting.

5.222 Delegate Apportionment. The Secretary shall ensure apportionment of the member delegates based upon the number of assigned members in good standing in each component determined in accordance with Section 5.214. The number of member delegates entitled to be accredited to represent the component shall be as follows:

1 to 6 assigned members, 1 delegate;
7 to 21 assigned members, 2 delegates;
22 to 36 assigned members, 3 delegates;
37 to 51 assigned members, 4 delegates;

And so forth, with one additional delegate for each additional fifteen assigned members.

5.23 Authority and Powers of Delegates. All rights, powers, and privileges of an annual convention and of a special meeting granted under the laws of the State of New York shall be vested in, and may be exercised by, the delegates.

5.231 Limitations of Delegates. Delegates-at-large may not give, or act as, a proxy and may not cast more than one vote on any question or division.

5.24 Accreditation of Delegates. The president or the secretary of each component shall certify the selection and identity of the member delegates from the component and present to each one a credential card furnished by the Institute. At the meeting, the Credentials Committee shall accredit all delegates entitled to represent the Institute membership.

5.241 Representation by Part of Delegation. If not all of the representatives selected by a component to be member delegates are accredited to the meeting of the Institute, then those who are accredited shall be entitled to cast, in equal portions, the total number of member delegate votes to which the component is entitled.

5.25 Representation by Proxy.

5.251 Proxy for Absent Delegation.

5.2511 Components in the U.S. or U.S. Territories. If none of the representatives selected by a component to be member delegates can attend the meeting the component president or the president's designate may distribute the component's votes via written proxy to a member delegate or state delegate from another component in the same state, if possible. The delegate selected to represent the component shall cast the component's total number of votes as instructed in the proxy. A delegate may represent only one component in addition to the delegate's own; provided, however, that: (a) a state delegate may represent by proxy more than one of the components in the delegate's state and (b) the president of a state organization may designate a member delegate from the president's state to represent by proxy more than one component in that state.

5.2512 International Component and International Chapters. If none of the representatives selected by the International Component or an international chapter to be member delegates can attend the meeting, then the component president or the president's designate may distribute the

component's votes via written proxy to a member delegate of another international chapter. The delegate selected to represent the component shall cast the component's total number of votes as instructed in the proxy. A delegate may represent only one component in addition to the delegate's own; provided, however, that: (a) the International Component delegate may represent by proxy more than one of the chapters in the International Component, and (b) the president of the International Component may designate a member delegate from the component to represent by proxy more than one chapter in the International Component.

5.26 Apportionment of Chapter Votes During Roll Call. The member delegate votes allocated to a component shall be cast in equal portions by those member delegates of the component present during a roll call vote, eliminating fractional votes.

5.27 Quorum at an Institute Meeting. A quorum for a meeting of the Institute shall be one hundred member delegates.

5.28 Voting Methods at Meetings of the Institute. Electronic voting shall be the exclusive method of voting at a meeting of the Institute, subject to the following exceptions:

Other methods of voting may be used at a meeting of the Institute if they are approved for the meeting by a majority vote taken in accordance with Section 5.28 of these Bylaws, or if the electronic voting system experiences a substantial failure at that meeting. The other methods of voting that may be used are:

Voice vote;
Roll call (conducted manually or by any other method approved by the Board of Directors), or
Secret ballot, if required by these Bylaws.

Resolutions of appreciation shall not require an electronic vote, but may be conducted by voice vote.

5.29 Minimum Number of Votes Required for Action. Unless these Bylaws require otherwise, any action or decision of a meeting of the Institute shall require approval by a majority vote.

5.30 Recording of Votes.

5.301 Voice Votes. On all voice votes each delegate voting shall be presumed to cast one vote.

5.302 Proxy Votes at Convention. On voice votes, proxy votes shall be presumed included in each delegate's single vote. On every roll call vote or secret ballot, delegates holding proxies shall record separate votes for their assigned chapter and the proxy chapter.

5.3 NON-DELEGATES AT MEETINGS

Members who are not delegates, and Allied and Affiliate members of chapter and state organizations, may attend any meeting of the Institute and may speak at the invitation of the presiding officer.

CHAPTER 6

DIRECTORS AND OFFICERS

6.0 DIRECTORS

6.01 Associate Director. The Associate members of the Institute shall be represented on the Board by one Director selected from the Associate member category in the manner prescribed in the Rules of the Board. Each Associate Director shall serve a term of one year in that position. Nothing in this Section 6.01 shall preclude an Associate member from becoming a Director under other provisions of these Bylaws (for example, through selection as an at-large Director under Section 6.04).

6.02 Student Director. The American Institute of Architecture Students shall have a representative on the Board of Directors, selected in a manner prescribed by the American Institute of Architecture Students.

6.03 CACE Director. The immediate past President of the Council of Architectural Component Executives (CACE), shall be a Director. Nothing in this Section 6.03 shall preclude a member of CACE from becoming a Director under other provisions of these Bylaws (for example, through selection as an at-large Director under Section 6.04).

6.04 At-Large Directors. Additional directors are to be selected in the following manner:

6.041 Selection by the Delegates at Convention. The delegates at each annual convention of the Institute shall elect one of three at-large Directors to serve on the Board. Each Director so elected shall serve for a three-year staggered term. No fewer than two-thirds of the at-large Directors selected by the delegates at convention shall be Architect members. The Board of Directors shall adopt appropriate procedures governing the nomination of at-large Directors and their selection by the delegates, and shall publish such procedures in the Rules of the Board.

6.0411 Votes Required. Nominees for At-large Director must receive a majority of the votes cast in order to be elected to office. Therefore, if more than two candidates are nominated for this position, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board.

6.042 Selection by the Strategic Council.

6.0421 Election of Directors. The Strategic Council shall elect three at-large Directors to serve on the Board for three-year staggered terms.

6.0422 Eligibility. The Strategic Council shall have broad discretion in electing Directors, who may include Associate members, members of the Council of Architectural Component Executives, public representatives, or such other individuals as the Strategic Council may deem appropriate. In no event, however, shall fewer than two-thirds of the Directors elected by the Strategic Council and serving on the Board at any one time be Architect members.

6.04221 Votes Required. Nominees for At-large Director must receive a majority of the votes cast in order to be elected to office. Therefore, if more than two candidates are nominated for this position, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board.

6.043 Selection by the President. Subject to approval by the Board, the President may select as many as two individuals to serve as Directors, with each such Director serving for a term which shall last no longer than the term of the President making the selection(s).

6.044 Minimum Number of Architect Members. No fewer than five at-large Directors at any time shall be Architect members.

6.05 Removal of Directors. Any Director may be removed for or without cause by affirmative vote of those entitled to elect the Director to office.

6.1 ELECTED OFFICERS

The elected officers shall be the President, the First Vice President/President-elect, the Secretary, and the Treasurer. The elected officers must be Architect members of the Institute.

6.11 Nomination of Officers. Candidates for election as officers may be nominated by petition, by member delegates or qualified state delegates from the floor at the meeting, or by a nominating committee as prescribed in the Rules of the Board.

6.12 Election of Officers. All elected officers of the Institute shall be elected by secret ballot at the annual convention, unless a special meeting is called for that purpose. The President, however, is not elected directly, but assumes office by automatic succession from the office of First Vice President/President-elect. The delegates shall elect the President only when an Acting President is serving under the provisions of Section 6.161 of these Bylaws, or when the First Vice President is unable or unwilling to assume the office of President or is serving under the provisions of Section 6.162.

6.121 Votes Required Electing Officers. Nominees for First Vice President, Secretary, and Treasurer must receive a majority of the votes cast in order to be elected to office. Therefore, if more than two candidates are nominated for these offices, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board.

6.122 Announcement of Election. The President shall declare the results of the balloting to the convention or meeting.

6.13 Terms of Office of Elected Officers.

6.131 Elected Officers - General Practices. Elected officers shall take office upon adjournment of the annual meeting of the Board of Directors following their election, except that those who are appointed by the Board to fill a vacancy shall take office immediately. No person may serve more than a total of four consecutive years in any combination of the offices of Secretary and Treasurer.

6.132 President's Term of Office. The term of office for President shall be one year. The President may serve only one term.

6.133 First Vice President's Term of Office. The term of office for First Vice President/ President-elect shall be one year. The First Vice President/President elect may serve only one term in that office, succeeding automatically to the office of President.

6.134 Secretary's Term of Office. The term of office for Secretary shall be two years, and shall expire in even-numbered years. The Secretary may not serve more than two terms.

6.135 Treasurer's Term of Office. The term of office for Treasurer shall be two years, and shall expire in odd-numbered years. The Treasurer may not serve more than two terms.

6.14 Roles of Elected Officers.

6.141 Role of the President. The President shall perform all the duties incident to the office, those required to be performed by law and these Bylaws, and those properly delegated to the office by the Board.

6.142 Role of the First Vice President/President-Elect. The First Vice President shall assume all the powers and the duties of the President in the absence, or the disability, refusal or failure of the President to act, and shall perform other duties properly assigned by the Board or the President.

6.143 Role of the Secretary. The Secretary shall act as the secretary of each meeting of the Institute and of the Board. The Secretary shall perform the duties required to be performed by law and these Bylaws, and other duties properly assigned by the Board or the President.

6.144 Role of the Treasurer. The Treasurer shall exercise general oversight of the Institute's financial affairs and shall perform all the duties incident to the office of Treasurer and other duties properly assigned by the Board or the President.

6.15 Delegation of Duties of Officers. The Secretary and the Treasurer may delegate to the Executive Vice President who may further delegate to other executive officers the actual performance of such of their duties as the Executive Vice President agrees to perform; provided, however, that the Secretary and Treasurer shall not delegate the signing of any minutes or official reports required by these Bylaws, the Rules of the Board, or applicable law.

6.16 Succession of Officers.

6.161 Succession to the Office of President. The First Vice President shall succeed to the office of President upon the expiration of the President's term, or if the office of President becomes vacant, in which case the First Vice President/President-elect shall become President and shall complete the unexpired term and continue to serve as President the following year. If both the offices of President and of First Vice President/President-elect become vacant,

the Board shall appoint, from the officers serving or elected to serve at the time the vacancy occurs, an Acting President to serve until the next annual meeting of the Institute, at which time the delegates shall directly elect the President.

6.162 Succession to the Office of First Vice President. The Secretary shall succeed to the office of First Vice President if there is a vacancy in that office. No Secretary, however, shall become President-elect by succeeding to the office of First Vice President under this provision.

6.163 Succession to Other Offices. Under procedures set forth in the Rules of the Board, the Board may appoint a successor to complete an unexpired term in the office of Secretary or Treasurer in the event one or both of those offices becomes vacant, whether through the succession of the Secretary to the office of First Vice President or otherwise. In the event that a Secretary or Treasurer temporarily refuses, fails, or is unable to act, then the Board may appoint a director or officer of the Institute to temporarily perform the duties of the office.

6.17 Removal of Elected Officers.

6.171 Removal of Officers by Delegates. Any or all of the elected officers may be removed for or without cause at any meeting of the Institute by majority vote of the delegates entitled to vote.

6.172 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 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.

6.2 EXECUTIVE OFFICERS

6.21 Executive Vice President/Chief Executive Officer. The Board shall appoint an Executive Vice President, who shall be the chief executive and administrative officer of the Institute, and an ex-officio member of the Board, without vote.

6.22 Duties. The Executive Vice President shall be responsible for the management and administration of the affairs of the Institute and shall perform such other duties as may be properly assigned by the Board.

6.23 Other Executive Officers. The Executive Vice President may appoint executive officers to assist in the management of the Institute's affairs, and shall define their duties.

6.3 INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

To the full extent permitted by law, the Institute shall indemnify directors, officers, employees, and committee members against reasonable expenses incurred in connection with an action, suit, or proceeding, as follows:

6.31 Suits, Actions and Proceedings Indemnified. Indemnification under this section shall be available with respect to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative.

6.32 Persons Indemnified. Indemnification shall be available to any person who is or was a party or threatened to be made a party to any such action, suit, or proceeding by reason of the fact that the person is or was a director, officer, employee, or committee member of the Institute.

6.33 Amount Indemnified. Indemnification shall extend to all sums paid by the person in the way of judgments, fines, amounts paid in settlement, and reasonable expenses (including counsel fees) actually and necessarily incurred in connection with the action, suit, or proceeding.

6.34 Advancement of Funds. The Institute shall advance to such person all sums found by the Board to be necessary and appropriate to enable the person to conduct a defense or appeal in the action, suit, or proceeding.

6.35 Authority to Approve Funds. No money shall be paid by the Institute under this section except upon the affirmative vote of a majority of the Board while a quorum of directors are present who are not parties or threatened to be made parties to the action, suit, or proceeding.

6.4 THE BOARD OF DIRECTORS

6.41 Composition of the Board of Directors. The directors and the elected officers, together with the Executive Vice President/CEO, shall constitute the Board of Directors of the Institute, herein called the Board. Architect members shall comprise a majority of the members of the Board.

6.42 Meetings of the Board.

6.421 Meeting Requirements. The Board may meet in a regular or special meeting in order to transact business. Any one or more members of the Board may participate in a meeting of the Board by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting. The Board may take action without meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.

6.422 Quorum at Board Meetings. A majority of the entire voting membership of the Board shall constitute a quorum for the transaction of business. In the absence of a quorum, those directors and officers present may adjourn the meeting to another time and place.

6.423 Annual Meeting of the Board. The annual meeting of the Board shall take place in November or December of each year.

6.43 Powers and Duties of the Board. The general management of the affairs of the Institute shall be vested in the Board of Directors, which shall have control of the Institute's property, fix its policies, authorize expenditures, and take all necessary and proper steps to carry out the purposes of the Institute and promote its best interest.

6.431 Delegations by the Board. The Board may authorize others than the Board to perform certain duties of the Board under these Bylaws and the Rules of the Board. The Board may at any time take over the performance of any or all of these duties unless explicitly provided otherwise in these Bylaws. Only those to whom authority is delegated by the Board may perform duties of the Board, and each duty so performed shall be done under the general directions and instructions of the Board, which shall be responsible therefor.

6.432 Specific Duties of the Board. The Board, subject in each instance to the conditions fixed in these Bylaws and in the Rules of the Board, shall perform the following specific duties:

It shall establish and adopt rules and regulations from time to time to supplement the provisions of these Bylaws.

It shall approve all major contractual agreements before the Institute shall enter into them; provided, however, that such approval may be delegated in specific cases to the Executive Vice President.

Subject to the provisions of Section 6.16, it shall appoint a successor if a vacancy occurs in the office of Treasurer or Secretary, and may not delegate this authority. In the event of a conflict between this paragraph and Section 6.16, the provisions of Section 6.16 shall govern.

6.44 Board Actions.

6.441 Board Majority Vote. Every decision of the Board shall be by a majority vote unless otherwise required by law, the Rules of the Board, or these Bylaws. Upon request, the vote of a member of the Board shall be entered in the minutes.

6.442 Board Actions Requiring a Two-Thirds Vote. Unless the provisions of the laws of the state of New York require otherwise, an affirmative vote of not less than two-thirds of the total membership of the Board shall be required:

To adopt, amend, suspend or rescind rules or regulations supplementing these Bylaws;

To suspend or withdraw the charter of a chapter or state organization;

To form an affiliation;

To fix admission fees and annual dues;

To change the provisions of the Code of Ethics and Professional Conduct;

To purchase, sell, lease or pledge any real property or to recommend the purchase, sale, lease or pledge thereof, or

Act on any matter for which a two-thirds vote is required by these Bylaws.

6.443 Board Roll Call Vote. The vote of the Board shall be taken by roll call on demand of any member of the Board or when required by these Bylaws.

6.5 THE STRATEGIC COUNCIL

There shall be a Strategic Council, which shall be a committee of the corporation under the laws of New York. The Strategic Council shall determine its own leadership structure.

6.51 Composition of the Strategic Council. The Strategic Council shall be composed of the following:

6.511 Current and Past Officers of the Institute. The membership of the Strategic Council shall include the Institute's First Vice President/President-elect, immediate past President, and Executive Vice President/CEO (as an ex-officio, non-voting member).

6.512 State Representatives. Each state organization shall be represented on the Strategic Council by one or more state representatives. Nothing in these Bylaws shall be construed as prohibiting a state organization from adopting or amending provisions in its bylaws that would require a state representative to reside or maintain a principal place of business in that state. (As used in this Section 6.5, "state organization" shall only refer to AIA components chartered in the fifty U.S. States, the District of Columbia, and Puerto Rico.)

6.513 International Component Representatives. The International Component shall be represented on the Strategic Council by one or more International Component representatives. Nothing in these Bylaws shall be construed as prohibiting the International Component from adopting or amending provisions in its bylaws that would require its representative(s) to reside or maintain a principal place of business in a particular country or geographic region.

6.514 Terms of Office. Terms of office of the state representatives and International Component representatives to the Strategic Council (collectively referred to as “Representatives” for purpose of this Section 6.5) shall take office upon the adjournment of the annual meeting of the Board following their election. Their terms of office shall be for three years, and (unless otherwise prohibited or restricted by the bylaws of the state organization or the International Component by which they are selected) Representatives may serve more than one term, whether consecutive or otherwise. When a Representative has been apportioned and no new Representative has been selected, a Representative from that organization whose term is expiring at the same time the new Representative would be taking office may serve one additional year.

6.515 Number of Representatives. The number of Representatives shall be determined from the Secretary's annual count of assigned Architect and Associate members in good standing according to the following percentages of the membership of components:

7.5 % or less:

1 Representative

More than 7.5%, up to and including 10%:

2 Representatives

More than 10%, up to and including 12.5%:

3 Representatives

More than 12.5%, up to and including 15%:

4 Representatives

with one additional Representative for each 2.5% increment of the membership or fraction thereof above 15%.

6.5151 Reapportionment of Representatives. The Board shall adjust the number of Representatives for each state organization or the International Component whenever the application of the formula requires such adjustment.

6.516 At-Large Representatives. At-Large representatives to the Strategic Council shall be selected in a manner proposed by the Strategic Council with approval from the Board.

6.517 Associate Representative. Associate members shall be entitled to a representative on the Strategic Council, selected in a manner prescribed by the Board. This representative shall not be the same person as the Associate Director selected in accordance with Section 6.02. Nothing in this Section 6.514 shall preclude an Associate member from becoming a representative on the Strategic Council under other provisions of these Bylaws (for example, through selection as an at-large representative under Section 6.513).

6.518 Student Representative. The American Institute of Architecture Students shall be entitled to a representative on the Strategic Council, selected in a manner prescribed by the Board. This representative shall not be the same person as the Student Director selected in accordance with Section 6.02. Nothing in this Section 6.515 shall preclude a student from becoming a representative on the Strategic Council under other provisions of these Bylaws (for example, through selection as an at-large representative under Section 6.513).

6.519 CACE Representative. The Council of Architectural Component Executives (CACE) shall be entitled to a representative on the Strategic Council, selected in a manner prescribed by the Board. This representative shall not be the same person as the CACE Director selected in accordance with Section 6.03. Nothing in this Section 6.516 shall preclude a CACE member from becoming a representative on the Strategic Council under other provisions of these Bylaws (for example, through selection as an at-large representative under Section 6.516).

6.52 Meetings of the Strategic Council.

6.521 Meeting Requirements. The Strategic Council may meet in regular meetings in person as often as twice annually, or more frequently if authorized by the Board, and in special meetings by virtual or other similar means in order to transact business. Any one or more members of the Strategic Council may participate in a meeting of the Strategic Council by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting. The Strategic Council may take action without meeting if all members of the Strategic Council consent in writing to the adoption of a resolution authorizing the action.

6.522 Quorum at Strategic Council Meetings. A majority of the entire voting membership of the Strategic Council shall constitute a quorum for the transaction of business. In the absence of a quorum, those members present may adjourn the meeting to another time and place.

6.53 Purpose of the Strategic Council. The Strategic Council shall advance the profession of architecture by informing the Board and other Institute bodies of important professional issues and opportunities. It shall have the following authority and responsibilities:

Identify issues and opportunities for Institute consideration;

Disseminate information and insight to constituencies about the Institute's priorities and activities;

Ensure that its composition reflects and represents the geographic and demographic diversity of the profession;

Elect at-large Directors to the Board of Directors, pursuant to Section 6.042:

Commission a rigorous, regular process to survey the profession, identify opportunities and threats, and inform the goals, objectives and strategies of the Institute in order to help guide the Institute's planning process;

Develop and recommend public policy positions on behalf of the Institute for consideration and potential approval by the Board;

Engage in strategic planning for the Institute;

Review the Institute's operating plan and budget, and provide its endorsement and/or recommendations for the Board's consideration;

Engage in leadership development; and

Subject to Board approval, propose such committees, ad hoc workgroups and task forces as it deems appropriate to advance its purpose. This authority shall not apply to standing Board committees (such as the Finance and Audit Committee and the Compensation Committee), which shall be subject to the sole authority of the Board.

6.54 Strategic Council Actions.

6.541 Strategic Council Majority Vote. Every action of the Strategic Council shall be by a majority vote unless otherwise required by these Bylaws or such rules as the Strategic Council may adopt.

CHAPTER 7

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

7.0 GENERAL PROVISIONS - FINANCE

7.01 General Institute Powers Regarding Finance. In furtherance, but not in limitation, of the powers conferred upon it by the articles of incorporation and amendments thereto, the Institute may carry on its business and exercise its corporate powers as a scientific and educational society within the limits of the state of New York and beyond, and may take and acquire real property and personal property to advance its objects by purchase, lease, gifts, devise, bequest or otherwise, and may exercise all of its legal rights relating to such property and the proceeds and income therefrom.

7.1 REAL AND INTANGIBLE PROPERTY

7.11 Title to Property. All title to, and interest in, the real, personal, and intangible property of the Institute imposed, granted, and conferred by the laws of the state of New York and by these Bylaws is vested and shall remain solely in the Institute; no member shall have any right, title, or interest in such property at any time.

7.12 Successor Property Interests. If the Institute terminates its affairs, then all property of the Institute shall be transferred and conveyed by deed of trust to, and accepted by, some successor organization or organizations with purposes and objects similar to those of the Institute and best suited to carry on and maintain those purposes and objects. If there is no such successor organization, then all such property shall be devoted and applied to such professional and educational purposes as the Board shall deem best suited to carry on the purposes of the Institute as designated in a resolution duly adopted by the Board; provided, however, that such disposal must be approved as required by the laws of the state of New York.

7.13 Authority to Sell, Lease, Mortgage, Transfer, or Convey Real Property. The real property of the Institute, and the improvements thereon, may be sold, leased, mortgaged, transferred or conveyed by way of deed of trust or otherwise by the affirmative vote of not less than two-thirds of the total membership of the Board.

7.131 Real Property in Washington, D.C. The real property of the Institute in Washington, D.C. shall be under the jurisdiction of the Board; provided that the Board may delegate to the Executive Vice President/CEO the responsibility for the supervision, maintenance and operation of such real property and its improvements.

7.14 Authority to Purchase, Lease or Improve Real Property. Real property shall not be purchased by the Institute, nor shall any improvements be placed thereon, nor shall any agreement be entered into by it as lessee whereby, either severally or collectively, the Institute shall be obligated to pay an aggregate sum in excess of one percent (1%) of its assets until and unless the Board shall have approved the transaction by two-thirds majority vote.

7.2 DIVIDENDS PROHIBITED

Unexpended and unencumbered income in a fund at the close of a fiscal year shall be used only to further the objects of the Institute, safeguard its future, and perfect its members in the art, practice, and science of architecture, and shall never be distributed as dividends to the membership.

7.3 FISCAL YEAR AND BOOKS OF ACCOUNT

7.31 Fiscal Year. The fiscal year of the Institute shall be the calendar year.

7.32 Inspection of Books and Records. Correspondence, books of account, and records of the Institute, except as otherwise provided by law or in these Bylaws, shall be open at the executive offices during the Institute's regular business hours to the inspection of any member in good standing.

7.4 ENDOWMENT FUNDS

7.41 Inviolability of Endowment Capital. The capital of each endowment fund shall be held inviolate for the purposes of the fund so long as The American Institute of Architects shall endure, and shall not be transferred to any other organization or be pledged or distributed in whole or in part until and unless the Institute shall cease to exist, except as permitted by law or unless the donor has otherwise provided in the original gift, devise, or bequest.

7.42 Successor Endowments. If the Institute terminates its affairs and has no successor with similar purposes, aims, and objects and with the ability to maintain the endowment funds, then before the assets of the Institute are transferred and conveyed in accordance with the provisions of Section 7.12, the amounts held in each of the endowment funds shall be transferred to, accepted by, and conveyed by deed of trust or otherwise, to some organization or organizations most suited at that time to maintain those endowment funds and to carry on the purposes according to the conditions of the donors.

7.43 Obsolete Endowment Funds. If the purposes for which an endowment fund was given or established become obsolete, then the Institute may, pursuant to procedures required by law, transfer such capital in whole or in part to any other endowment fund, or may establish therewith one or more new endowment funds, in order that the aims of the Institute shall be most usefully advanced.

7.5 EXPENDITURES AND LIABILITIES

7.51 Annual Budget. After consulting with the Strategic Council, the Board shall annually adopt a general budget, which shall show the anticipated revenue and authorized expenditures for the ensuing fiscal year.

7.52 Financial Reserves. For the purpose of providing long-term financial stability for the Institute, the Board shall adopt a policy requiring the maintenance of minimum financial reserves. The Board may not decrease the minimum financial reserves required by the policy in any year in which budgeted expenses are to exceed budgeted revenues under Section 7.53.

7.53 Expenditure Limitations, the Board.

7.531 If the minimum financial reserves requirements in the policy established under Section 7.52 have been satisfied for a given fiscal year (as calculated from the Institute's most recent audited financial statements), the Board may expend or authorize expenditures in an amount exceeding the total estimated revenues to be received by the Institute in the fiscal year under the next annual budget to be approved by the Board; provided, however, that such amount in any given year shall not exceed 2.5 percent of that year's annual budgeted operating revenue. In the event this causes the Institute to fall out of compliance with its reserves policy, the Board shall develop and implement a plan to return the Institute to compliance within two years after the pertinent expenditures are made.

7.532 If the minimum financial reserves requirements in the policy established under Section 7.52 have not been satisfied for a given fiscal year, the Board shall not expend or authorize expenditures in that fiscal year of an amount exceeding the total estimated revenues to be received by the Institute during such year, as shown in the budget for that year, unless directed and authorized so to do at a duly called meeting of the Institute by the affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting.

7.54 Expenditure Limitations, General. No member, officer, director, committee, jury, department, employee, agent or representative of the Institute shall have any right, authority or power to expend any money of the Institute, to incur any liability for and in its behalf, or to make any commitment that will or may be deemed to bind or involve the Institute in any expense or financial liability, unless such expenditure, liability or commitment has been authorized and budgeted by the Board or by a specific resolution at a duly called meeting of the Institute, except that the Board may provide for the adjustment and reallocation of accounts within the overall approved budget and for increased expenditures balanced by increased revenues.

CHAPTER 8

PROFESSIONAL CONDUCT

8.0 CODE OF ETHICS AND PROFESSIONAL CONDUCT

8.01 Code of Ethics General Practice.

8.011 Canons of Ethics, Ethical Standards and Rules of Conduct. Changes to the Canons of Ethics, Ethical Standards and Rules of Conduct, referred to as the "Code of Ethics and Professional Conduct" or as the "Code of Ethics," shall be adopted by the convention of the Institute or by a two-thirds vote of the entire Board of Directors. The Code of Ethics shall be published and distributed to all members and applicants for membership in all classes of membership.

8.012 Code of Ethics Interpretation. The National Ethics Council has the authority to interpret the Code of Ethics. Individual members, officers, directors, employees and component organizations have no authority to make binding interpretations or clarifications of the Code.

8.013 Code of Ethics Application. The Code of Ethics and Professional Conduct applies to the professional activities of all classes of membership wherever they occur. Members are not immune from charges of violations of the Code of Ethics or disciplinary action by reason of their practice or position as partners, associates, or as members, stockholders, executive officers, directors or employees of any association, corporation or other legal entity.

8.02 Code of Ethics Violations.

8.021 Code of Ethics Compliance. It is the duty of all members to conduct themselves at all times in conformity with the standards established by the Institute in the Code of Ethics and Professional Conduct and its published interpretations.

8.022 Code of Ethics Charges of Violations. A charge shall be based upon an allegation of violation of one or more of the Rules of the Code of Ethics in effect at the time of the alleged violation. Disciplinary action by a state board of licensing or registration may constitute grounds for a charge of violation of the Code of Ethics.

8.03 Code of Ethics Formal Charges of Violation.

8.031 Formal Charge. Every charge alleging a violation of the Code of Ethics shall be in the form prescribed by the Rules of the National Ethics Council and signed by the person making the charge.

8.032 Limitation on Actions. If the alleged violation of the Code of Ethics and Professional Conduct occurred more than one year before the Complaint is filed, the Complaint may be dismissed for that reason unless the Chairman, during initial review of the Complaint, finds that the delay was for good cause.

8.1 THE NATIONAL ETHICS COUNCIL

8.11 National Ethics Council Responsibilities. The National Ethics Council shall be responsible for the conduct of hearings on charges of violations of the Code of Ethics. However, the National Ethics Council shall defer action on a charge to allow a component, which wishes, an opportunity to obtain an informal settlement.

8.111 Hearing Panels. The Rules of the National Ethics Council may provide for hearing panels, to be appointed by the Chairperson of the National Ethics Council from the membership of the National Ethics Council, to conduct hearings of charges of violation of the Code of Ethics.

8.12 National Ethics Council Authority. The National Ethics Council shall have exclusive authority to determine the appropriate disposition of charges of violation of the Code of Ethics, subject to the appellate process set forth in these bylaws.

8.121 Penalties. The National Ethics Council may impose any of the following penalties:

- Admonition
- Censure
- Suspension, for a period of time
- Termination of membership

The Council may also impose reasonable conditions in addition to the penalties listed above, and increase the penalty if the conditions are not met.

8.13 National Ethics Council Practices.

8.131 Composition of and Appointment to the National Ethics Council. The National Ethics Council shall be composed of not more than twelve Architect members of the Institute appointed by the Board of Directors.

8.132 Term. The members of the Council shall be appointed to staggered three-year terms. No member of the Council shall serve more than two three-year terms consecutively.

8.133 Filling Vacancies. In the event of a vacancy, the President may make a temporary appointment to the Council. Service under a temporary appointment shall not count toward the service of two consecutive three-year terms. At its next regular meeting, the Board of Directors shall fill any vacancies for unexpired terms.

8.134 Eligibility. Any AIA Architect member in good standing is eligible for appointment to the National Ethics Council except members of the Board of Directors, and employees of the Institute and its component organizations. Any member of the National Ethics Council, upon becoming a member of the Board or an employee of the AIA or component organization, shall resign from the National Ethics Council.

8.135 Chairperson of the National Ethics Council. A chairperson of the Council shall be designated, from among the members of the Council, by the Board for a term of up to two years, and shall have the following responsibilities:

To review charges initially to decide whether they shall be dismissed without hearing or be heard;

To designate the members of the Council who shall hear the charges;

To administer procedures as developed and approved pursuant to these Bylaws for the prompt and orderly enforcement of the Code of Ethics.

8.14 Rules of the National Ethics Council.

8.141 Establishment. The National Ethics Council shall establish Rules of Procedure. The Rules shall set forth such matters as are necessary for a fair and expeditious disposition of the business of the National Ethics Council. The Rules shall provide for the admission of all relevant and useful evidence and shall not require adherence to the strict rules of evidence.

8.142 Provision for Appeals. In addition to the matters otherwise specified in the Bylaws, the Rules shall provide for the right of appeal to the National Ethics Council from a decision by the chairperson to dismiss a charge, and without limitation, for the right of appeal to the Board by any member upon whom discipline has been imposed by the National Ethics Council. All terminations of membership shall be reviewed and concurred in by the Board of Directors. The standards and procedures for treating such appeals shall be set forth in the Rules of the Board.

8.2 CONFIDENTIALITY

8.21 Privilege.

8.211 Charge and Proceedings. Every charge of violation of the Code of Ethics and all records and proceedings relating to the charge shall be confidential and shall not be disclosed or discussed except in connection with the proceedings or as otherwise allowed in the Bylaws. Any hearings concerning charges under the Code shall be closed unless the parties agree to an open hearing.

8.212 Release of Confidentiality. In unusual situations, the President of the Institute (or the Secretary in the absence of the President) may determine, after consideration of all of the circumstances, that the best interests of the profession, or of the Institute, or of a member or a component require authorization of release of information concerning a charge of violation of the Code of Ethics beyond that otherwise authorized herein.

8.3 PUBLICATION AND ENFORCEMENT OF NATIONAL ETHICS COUNCIL RULINGS

8.31 Record of Case Brought Before National Ethics Council. In all cases where a penalty has been imposed for violation of the Code of Ethics and Professional Conduct, the Secretary shall place a record of the case in the individual's file. The record shall be kept in confidence except under compulsion of law or for appropriate use in any other disciplinary matter concerning the same member.

8.32 Publication of Penalty. In all cases, except those where the penalty is admonition, when an accused member has been found in violation of the Code of Ethics by final action of the National Ethics Council or the Board, a notice of the disciplinary action shall be published in a periodical publication of the Institute, explaining in enough detail to be meaningful to the membership the nature of the violation and the penalty imposed.

8.33 Notice of Exoneration. When an accused is found not in violation of the Code of Ethics by final action of the National Ethics Council or the Board, a notice of exoneration from charges of unprofessional conduct shall be published in a periodical publication of the Institute, upon request, but not otherwise.

8.4 INDEMNIFICATION

The provisions of Section 6.3 of these Bylaws regarding indemnification shall apply to members of the National Ethics Council and its chairperson.

CHAPTER 9

AMENDMENTS AND INTERPRETATIONS OF BYLAWS

9.0 AMENDMENTS OF BYLAWS

9.01 Bylaws Amendment at a Meeting of the Institute.

9.011 Requirements to Amend Bylaws. These Bylaws may be amended at any meeting of the Institute in the following manner:

The Secretary shall send to each member notice of the proposed amendment and a notice of the meeting at which it is to be voted upon.

If delegates holding at least three-fourths of the votes accredited to be cast at the meeting are present, then the amendment shall require an affirmative vote of not less than two-thirds of all votes actually cast on the proposed amendment at the meeting.

If the delegates attending the meeting hold less than three-fourths of the votes accredited to be cast at the meeting, then the amendment shall require an affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting.

9.012 Notice of Bylaws Amendment. Such notice of proposed amendment shall be deemed to have been sent if it has been published in a periodical publication of the Institute and this publication has been sent to each member not less than thirty days before the day of the meeting at which the proposed amendment is to be voted upon.

9.013 Sponsorship of Amendments. Every proposed amendment must be sponsored by the Board or by a written petition signed by Architect or Associate members in good standing in the Institute. A petition by members must bear the signatures of not less than 1% of the total number of Architect and Associate members then in good standing in the Institute, and must be received by the Secretary not less than sixty days before the opening day of the meeting at which the proposed amendment is to be voted upon.

9.02 Amendments by the Board of Directors. In addition to the power to amend certain provisions of these Bylaws in the manner and to the extent herein elsewhere given, the Board, by the affirmative vote of not less than two-thirds of its entire membership, may amend any other provision of these Bylaws to forward the objects and facilitate the activities of the Institute or to eliminate from said Bylaws any inconsistency, subject to the limitations set forth below in Section 9.021.

9.021 Limitations on the Board's Power to Amend Bylaws. The Board may not amend the Bylaws to:

Increase the power of the Board;

Change the name or objects of the Institute, its membership or the qualifications therefor, its government, meetings, conditions of affiliations or the terms of office or manner of election of its officers and directors;

Lessen or diminish the rights and interests of any member;

Increase the fees, dues, and other financial liability of any member, unless the Board is herein elsewhere authorized to do so;

Lessen or weaken the safeguarding of the investments, securities, money, special funds, and other property of the Institute or the limitations placed on its expenditures nor extend the authority to make such expenditures or to incur indebtedness;

Change the provisions regarding gifts, advertising, the inspection of records, or the requiring of advice of counsel.

9.022 Legal Review of Bylaws Amendments. Before any amendment to any provision of these Bylaws made by the Board shall become effective, the counsel of the Institute shall approve it as being within the power of the Board to make, in correct legal form, and legally proper.

9.023 Amendments' Effect. Every provision of these Bylaws so amended by the Board shall have the same force and effect as if amended by a meeting of the Institute, and each such amendment shall be incorporated in these Bylaws as a part thereof.

9.024 Publication of Proposed Bylaws Amendments. The proposed amendments shall be published in a periodical publication of the Institute and sent to each member not less than sixty days before action by the Board.

9.03 Titling and Numbering of Bylaws. From time to time and without further action of the Institute, the Secretary shall rearrange, retitle, and renumber the various chapters, articles, sections and paragraphs of the Bylaws as necessary for proper reference.

9.1 INTERPRETATION OF BYLAWS

These Bylaws shall be interpreted according to the laws of the state of New York.

9.2 PARLIAMENTARY AUTHORITY

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