

# AIA/SWO Bylaws

As approved by the AIA/SWO Board on March 16, 1994

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## **ARTICLE 1 ORGANIZATION**

### **1.0 GENERAL PROVISIONS**

**1.01 Name.** The name of this organization is **the Southwestern Oregon Chapter of The American Institute of Architects** hereafter referred to as this Chapter.

**1.011 Related Institute Organizations.** In these bylaws the governing board of this Chapter is referred to as the Board, the state organization as AIA Oregon, the American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the Institute Board.

**1.02 Objects.** The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Chapter.

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

**1.03 Domain.** The domain of this Chapter shall be that territory as established by the Institute. The Chapter's territory as established in 1990 includes the Oregon counties of Benton, Crook, Coos, Deschutes, Douglas, Benton, Harney, Jefferson, Lane, Lincoln and Linn.

**1.04 Organization.** This Chapter is a non-profit membership corporation incorporated in the State of Oregon on October 18, 1956, under the provisions of Chapter 65 ORS of the State of Oregon and is successor to the Southwestern Oregon Chapter of the American Institute of Architects, an unincorporated association chartered by the Institute on October 1, 1952.

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

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

### **1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS**

**1.11 Purpose of Affiliations.** This Chapter may affiliate with any local organization of a related industry operating within the territory of this Chapter that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.

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

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

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

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

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

### **1.2 ENDORSEMENTS**

Neither this Chapter, nor the Board, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official

capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

## **ARTICLE 2 MEMBERSHIP**

### **2.0 GENERAL PROVISIONS**

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

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

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

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

2.04 Nonresident Status. Nonresident status may be accorded to members who apply for such status even though they do not reside or have their principal place of business in the SWO territory or in the territory of another component. Assigned members with nonresident status shall have the same rights and privileges as those with resident status, except that the Chapter may lower dues and/or assessments for nonresidents.

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

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

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

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

2.09 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute loses all rights in this Chapter and the Institute, including any right to use the Chapter's or Institute's name, initials, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.

### **2.1 ASSIGNED MEMBERS**

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

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Chapter Secretary or the Executive Director will verify eligibility, expedite processing and report to the Board at the next regular meeting.

2.13 Reassignment. The Chapter shall not delay nor impede the transfer of any assigned member in good standing who has applied for assignment to another chapter of the Institute.

2.14 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter.

2.15 Termination. Assigned membership in this Chapter is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another chapter.

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

### **2.2 UNASSIGNED MEMBERS**

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

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

2.23 Termination. Unassigned membership in this Chapter is terminated by the death of the member and by resignation or termination of membership in the Institute. The Board may terminate unassigned membership for indebtedness to the Chapter as provided in section 3.32.

### **2.3 ALLIED AND AFFILIATE MEMBERS**

2.31 Admission. Every application for admission to allied or affiliate membership in this Chapter shall be promptly acted upon by the Board.

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

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

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

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

2.35 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.

2.36 Student Affiliates-Qualifications. Student Affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Chapter.

2.37 Honorary Affiliates.

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

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

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

## **ARTICLE 3 DUES, FEES AND ASSESSMENTS**

### **3.0 ANNUAL DUES**

3.01 Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before February 15 of each year. Except, individual members may petition the Board for an extension of the due date not to exceed one year. A portion of the annual dues shall include assessments made by the state and regional organizations.

3.02 Amount of Annual Dues. The Board may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year. Unless otherwise approved by a majority vote of a quorum of the Assigned Members of the Chapter, the Chapter's portion of the annual dues shall not exceed the dues of the preceding year by more than 10 percent.

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

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

3.05 Individual Waiver of Annual Dues. The Board by the concurring vote of all but one of its members may, in exceptional circumstances, waive the annual dues of any member in whole or in part for any year, and such waiver may be made retroactive.

### **3.1 ASSESSMENTS**

3.11 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of a not less than two-thirds of the total number of its assigned members may levy an assessment on its Associate members and/or allied or affiliate members.

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

### **3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS**

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

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

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

### **3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS**

3.31 Assigned Members. At appropriate intervals, the Secretary of this Chapter shall send to the Institute Secretary a list of all assigned members in default to this Chapter with the amount of such default and request termination of those memberships. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

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

## **ARTICLE 4 CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS**

### **4.0 THE INSTITUTE**

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

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

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

### **4.1 REGIONAL ORGANIZATION**

4.11 Chapter Representation in Regional Organization. This Chapter shall participate in the Regional Organization in the manner provided in the bylaws of that organization. The President or another member appointed by the Board shall represent this Chapter at meetings of the Regional Organization board.

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

4.121 Delegate Selection Procedure. Chapter delegates to meetings of the Regional Organization shall be selected from among the assigned members of this Chapter by the Board.

### **4.2 STATE ORGANIZATION**

4.21 Representation on State Organization Board. The President, President-Elect and Immediate Past President of the Board shall be a representatives of this Chapter in the State Organization. At the annual meeting of this Chapter, the members in good standing of this Chapter shall elect one or more additional representatives, as may be required by the State Organization bylaws, to represent this Chapter in the State Organization.

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

4.23 Term of Representatives. Except for President, President-Elect and Past President, whose terms shall be one year, each representative shall serve for the term of two years, or until a successor is elected or appointed. The Board shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative.

### **4.3 SECTIONS**

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

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

4.32 Section Membership Voluntary. Membership in any Section shall be voluntary and not required as a condition of membership in the Chapter or the Institute.

4.33 Section Dues and Assessments. Sections may levy dues and assessments on members who choose to join the section.

## **ARTICLE 5 CHAPTER MEETINGS**

### **5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS**

5.01 Annual Meeting. This Chapter shall hold an annual meeting not later than the month of October, for the purpose of nominating and electing the officers, directors, and representatives to the State Organization to succeed those whose terms are about to expire; for receiving the annual reports of the Board and the Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. The Chapter shall hold regular meetings at times scheduled by the Board.

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

## 5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

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

5.12 Quorum at Meetings. At any meeting of this Chapter, twenty percent of the membership entitled to vote shall constitute a quorum for the transaction of any business unless state statutes otherwise require. The members present may adjourn the meeting despite the absence of a quorum.

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

## 5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

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

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

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

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

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

## ARTICLE 6 THE BOARD OF DIRECTORS

### 6.0 AUTHORITY OF THE BOARD OF DIRECTORS

6.01 Powers. The business of this Chapter shall be managed by the Board, which shall be composed of the officers and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Oregon, the articles of incorporation and by these bylaws.

6.02 Members. The Members of the Board shall be the Chapter Officers, the Immediate Past President, Director, and Intern Director. The President of a Chapter Section shall be a voting, ex officio member of the Board. Except for the Intern Director, who shall be an Associate Member, all members of the Board shall be Architect Members as defined in Article 2. The President of a Student Chapter and the Component Executive shall be non-voting ex officio members of the Board.

6.021 Custodianship. The Board shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefor, the Board shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

6.03 Delegation of Authority. Neither the Board nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.

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

### 6.1 ELECTION OF OFFICERS AND DIRECTORS

6.11 Nominations. A Nominating Committee shall be appointed by the Board not later than August. The Nominating Committee shall prepare a list of nominees, showing not more than two names of qualified and willing members for each Elective Office due to become vacant. The Chapter Secretary shall publish and distribute the list to the Chapter members not later than one week prior to the regular meeting in September. During the September meeting, the members may present additional nominations from the floor. Except for an emergency so declared by a two-thirds majority roll call vote of the Board, nominations from the floor shall not be accepted later than the September meeting. The Secretary shall prepare the ballot, which shall include the original list of nominees plus those nominated from the floor, plus any written nominations as stipulated below, and the Secretary shall submit a copy thereof, together with a notice of the time and place of the meeting at which the ballots will be counted, to each member of the Chapter at least one week prior to such meeting. This meeting shall be held not later than during the month of October.

6.111 Written Nominations. Members who are unable to attend either the nominations meeting may submit written nominations, provided that written nominations, signed by the nominator, are received by the Secretary no later than the nominations meeting. Unless required by law, nominations by proxy are not accepted.

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

6.121 Absentee Ballots. Members who are unable to attend the elections meeting may submit or mail written ballots, signed by the voter and submitted in a sealed opaque envelope which has been labeled AIA BALLOT on the exterior of the envelope, have been received by the Secretary prior to the elections. The ballot envelope shall be opened only by the election Tellers, and the ballots shall be counted along with those cast during the election meeting. Unless required by law, proxy ballots are not accepted.

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

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

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

## **6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS**

6.21 Term. Each officer and director shall serve a term of one year, except for AIA Oregon delegates, whose term shall be two years, or until a successor has qualified.

6.22 Vacancies. If a vacancy occurs in the membership of the Board other than on account of the regular expiration of a term of office, the Board shall fill the vacancy for the unexpired term of office.

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

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

## **6.3 OFFICERS**

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

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

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

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

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

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

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

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

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

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

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

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

6.353 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

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

#### **6.4 MEETINGS OF THE BOARD**

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

6.411 Regular Meetings. The Board shall hold one regular meeting each month.

6.412 Special Meetings. A special meeting of the Board shall be held if requested in writing by one-third of the members of the Board, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the call and notice shall be transacted at the special meeting. On a single issue, a telephone or Internet email poll of the Board may be taken at the call of the President, if permitted by state law.

6.413 Waiver of Notice. Either the call and notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the majority vote of the Board. Any irregularity in or failure of notice of a meeting of the Board shall not invalidate the meeting or any action taken.

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

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

#### **6.5 REPORTS OF THE BOARD**

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

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

#### **6.6 COMMITTEES AND COMMISSIONS**

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

### **ARTICLE 7 FINANCES**

#### **7.0 FINANCES**

7.01 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

7.02 Expenditure Limitations.

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

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

7.03 Review of Financial Records. At appropriate intervals, the Board shall appoint an audit committee or employ a firm to prepare a compilation of the financial records of the Chapter as the basis for a financial report to the members.

7.04 Fiscal Year. The fiscal year of this Chapter shall be January 1 to December 31.

#### **7.1 REAL AND PERSONAL PROPERTY**

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

7.12 Gifts. Only the Board shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter; it

shall not accept any gift, bequest or devise that will not promote the objects and purposes of this Chapter, or that will place an undue financial or other burden on this Chapter.

## **7.2 DIVIDENDS PROHIBITED**

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the members of this Chapter.

## **7.3 INSTITUTE PROPERTY INTERESTS**

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

## **ARTICLE 8 GENERAL PROVISIONS**

### **8.0 EXECUTIVE OFFICE**

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

### **8.1 RECORDS OPEN TO MEMBERS**

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

### **8.2 PARLIAMENTARY AUTHORITY**

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

### **8.3 LIABILITY, INDEMNIFICATION AND INSURANCE**

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

8.32 Indemnification. If a director or officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, the Board by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

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

## **ARTICLE 9 AMENDMENTS**

### **9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER**

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

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

### **9.1 AMENDMENTS BY THE BOARD**

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

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