

# AIA PUERTO RICO

## BYLAWS

Approved Date: July 13, 2023

### ARTICLE 1: ORGANIZATION

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#### 1.0 GENERAL PROVISIONS

1.01 **Name.** The name of this organization is AIA Puerto Rico, Inc., here after referred to as the Chapter.

1.01.1 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the Board of Directors, The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board.

1.02 **Objects.** The object of this Chapter is to be the voice of the Architectural profession, promoting the value of its members and improving the built environment and consistent with The American Institute of Architects objects.

1.03 **Domain.** The domain of this Chapter shall be the territory of the Commonwealth of Puerto Rico or otherwise established by the Institute.

1.04 **Organization.** This Chapter is a non-profit corporation incorporated in the Commonwealth of Puerto Rico on 2004 and chartered by the Institute on 1966.

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. 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

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Institute. This Chapter shall cooperate with the Institute 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

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

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

1.1.2.1 **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 organization, membership, government and operations.

1.1.2.2 **Limitations.** No affiliated organization shall have any voice in the affairs of this Chapter, nor shall it bind or obligate this Chapter to any policy or activity unless the Board of Directors has voted to be so bound or obligated.

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

1.1.3 **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 of Directors, any Chapter committee, nor any of the Chapter's 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

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### 2.0 GENERAL PROVISIONS

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2.0.1 **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 Sections 2.3.

Architect members may also hold the titles Fellow and/or Emeritus. 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, International Associate members may not hold that title.

2.0.2 **Definitions.** In these bylaws, Architect and Associate members who have been assigned to this Chapter by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to Section 2.2 of these bylaws. The term "Allied" shall refer to Allied members (as defined in Section 2.35), and the term "Affiliate" shall refer to Student Affiliates (as defined in Section 2.36) and Honorary Affiliates (as defined in Section 2.37). The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

- 2.0.3 **Qualifications.** This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.
- 2.0.4 **Non-resident Status.** Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the Chapter and not in the territory of another chapter. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 3.
- 2.0.5 **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.
- 2.0.6 **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.
- 2.0.7 **Resignations.** Any member may resign from this Chapter by presenting a written resignation to the Secretary. The resignation of an assigned member in good standing 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.
- 2.0.8 **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.
- 2.0.9 **Loss or Suspension of Interests, Rights and Privileges.** A member who resigns, or whose membership is suspended or terminated by the Institute, loses all rights in this Chapter and the Institute, including any right to use the Chapter's or Institute's name, initials, symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership

does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.

## 2.1 ASSIGNED MEMBERS

- 2.1.1 **General.** The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws.
- 2.1.2 **Action on Applications.** Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the [Secretary/Executive Director] shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under the Institute Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.
- 2.1.3 **Admission Fees Prohibited.** An assigned member shall not pay any admission or initiation fee for membership in this Chapter.
- 2.1.4 **Termination.** Assigned membership in this Chapter is terminated by the death of the member, resignation or termination of membership in the Institute, reassignment of the member to another chapter, or as otherwise provided in the Institute Bylaws or these bylaws.
- 2.1.5 **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 unless otherwise provided in the Institute Bylaws.

## 2.2 UNASSIGNED MEMBERS

- 2.2.1 **Admission.** This Chapter, without action by the Institute, may 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 of Directors.

- 2.2.2 **Rights and Privileges.** Subject to whatever conditions the Institute Bylaws may provide, 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.
- 2.2.3 **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 of Directors may terminate unassigned membership for indebtedness to the Chapter as provided in Section 3.32.

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## 2.3 ALLIED AND AFFILIATE MEMBERS

- 2.3.1 **Admission.** Every application for admission to Allied or Affiliate membership in this Chapter shall be promptly acted upon by the Board of Directors.
- 2.3.2 **Admission Fees.** Every applicant for an Allied or Affiliate membership, except Honorary Affiliate members, may pay an admission fee in an amount determined by the Board of Directors as provided in Section 3.02 of these Bylaws.
- 2.3.3 **Termination.** Allied or Affiliate membership is terminated by the death or resignation of the member, and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors 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.
- 2.3.4 **Rights and Privileges of Allied and Affiliate Members.** Allied members shall have the rights and privileges specified in the Institute Bylaws, including the use of the phrase “Allied Member of the [Name of Chapter] Chapter of the American Institute of Architects” to describe themselves. An Affiliate member in good standing:

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors, but may not vote;
- 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; and
- 4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

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

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2.3.6 **Student Affiliates-Qualifications.** The qualifications, rights and privileges of Student Affiliates shall be as provided in the Institute Bylaws.

**2.3.7 Honorary Affiliates.**

2.3.7.1 **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.

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

2.3.7.3 **Rights and Privileges.** In addition to the rights and privileges set forth in Section 2.34 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of the Puerto Rico Chapter," and

shall not pay any admission fee or annual dues nor be subject to any assessment.

## ARTICLE 3: DUES, FEES AND ASSESSMENTS

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### 3.0 ANNUAL DUES

- 3.0.1 **Obligation to Pay Dues.** All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year.
- 3.0.2 **Amount of Annual Dues (and Admission Fees).** The Board of Directors by the concurring vote of at least 50% of its members present and voting may fix, before the end of any fiscal year and in accordance with timing and other requirements fixed by the Institute, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees required of Allied or Affiliate members.
- 3.0.3 **Dues Upon Admission.** A newly admitted assigned or Allied or Affiliate member shall pay full annual dues, except that those admitted during the last six months of the year shall pay one-half the annual dues in the year they are admitted.
- 3.0.4 **Dues for Nonresident Members.** Non-resident members shall pay reduced dues. The amount of the reduction shall be determined by the Board of Directors pursuant to Section 3.02.
- 3.0.5 **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.
- 3.0.6 **Hardship Dues Reduction.** The Board of Directors may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Board of Directors may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other



assigned components, provided that such waiver is in equal proportions across all levels of membership.

- 3.0.7 **Exemptions.** Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board of Directors pursuant to Section 3.02.

### 3.1 ASSESSMENTS

- 3.1.1 **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 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 (other than Honorary Affiliate members). The amount of the assessment on a member in any fiscal year shall not exceed 50 percent of the amount of the annual dues required to be paid by such member for that year.

- 3.1.2 **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

- 3.2.1 **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.
- 3.2.2 **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.

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

- 3.3.1 **Assigned Members.** If an assigned member is in default to the Institute or this Chapter for nonpayment of dues and assessments, such membership shall be subject to termination.
- 3.3.2 **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.

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## ARTICLE 4: CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

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### 4.0 THE INSTITUTE

- 4.0.1 **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:
- 4.0.1.1 **Delegate Selection Procedure.** Member delegates shall be appointed from among the assigned members of this Chapter by the Board of Directors, except that no more than one-third of the Chapter's delegation shall be Associate members. 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.
- 4.0.2 **Nomination and Election of Institute Directors.** The assigned members of this Chapter shall participate in the nomination and

election of the Strategic Council representative(s) for this Chapter's to the Institute in the manner provided in these and the Institute's bylaws.

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## ARTICLE 5: CHAPTER MEETINGS

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### 5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

- 5.0.1 **Annual Meeting.** This Chapter shall hold an annual meeting during the last quarter of each year/at such time as the Board of Directors may provide, for the purpose of nominating and electing the officers and directors (and representatives to Strategic Council,) to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.
- 5.0.2 **Special Meetings.** A special meeting of this Chapter may be called by the President or the Board of Directors, and shall be called by the President at the written request of not less than 50 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

- 5.1.1 **Notice of Chapter Meetings.** A notice of each meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by mail, to each member entitled to vote at the meeting. Notice shall be given not less than (ten /10) days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members in time for them to receive it at least (ten /10) days prior to the meeting.
- 5.1.2 **Quorum at Meetings.** At any meeting of this Chapter, (ten/10) percent of the membership entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.
- 5.1.3 **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.

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## 5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

- 5.2.1 **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.
- 5.2.2 **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.
- 5.2.3 **Proxies.** Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter.
- 5.2.4 **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 Representatives to the Institute Strategic Council, delegates to meetings of the Institute, and representatives State Organization;
- 3) Instructions to delegates;
- 4) Any matters relating to membership;
- 5) Dues and assessments for Architect members. Voting on such matters shall be limited to Architect members; or
- 6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

## ARTICLE 6: THE BOARD OF DIRECTORS

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### 6.0 AUTHORITY OF BOARD OF DIRECTORS

6.0.1 **Powers.** The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers (and directors<sup>31</sup>) of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the Commonwealth of Puerto Rico, by the articles of incorporation, and by these bylaws.

6.0.1.1 **Custodianship.** The Board of Directors 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 of Directors shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

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

6.0.3 **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 of Directors.

## 6.1 ELECTION OF OFFICERS AND DIRECTORS

6.1.1 **Nominations.** Nominations for each office (and for each directorship) of this Chapter about to become vacant shall be made at the annual meeting from the floor. In addition, at a meeting of the Board of Directors held at least one month prior to the annual meeting, the Board of Directors may select a nominating committee to prepare and present to the members a slate or slates of candidates to be nominated for offices (and directorships).

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6.1.2 **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.

6.1.3 **Tellers.** The President may appoint (three/3) 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.

6.1.4 **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.

6.1.5 **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)

6.2.1 **Term.** Each officer (and director) shall serve a term of one year or until a successor has qualified. In no event shall any officer serve more than three consecutive term(s) in any one office.

- 6.2.2 **Vacancies** If a vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office.
- 6.2.3 **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).
- 6.2.4 **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 of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken.

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### 6.3 OFFICERS

- 6.3.1 **Officers.** The officers of this Chapter shall be the President, Vice President/President-elect, Secretary and Treasurer.
- 6.3.2 **The President.** The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Board of Directors under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Chapter and of the Board of Directors; appoint, with the concurrence of the Board of Directors, 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.
- 6.3.2.1 **Authority.** The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board of Directors. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board of Directors.

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

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

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

6.3.4.1 **Reports.** The Secretary shall furnish the Institute 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.

6.3.4.2 **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.

- 6.3.5 **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.

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

- 6.3.5.2 **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.

- 6.3.5.3 **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 and with reasonable care in conducting the usual business of the office.

- 6.3.6 **Officer Pro Tem.** If any officer is absent or unable to act, the Board of Directors may elect from its membership a chairman pro tem, 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 THE STRATEGIC COUNCIL**

The AIA Strategic Council serves as the members' voice in the national AIA conversation.

- 6.4.1 **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,

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.

**Number of Representatives.** The number of Representatives shall be determined from the Institute's Secretary's annual count of assigned Architect and Associate members in good standing.

6.4.2 Selection of Strategic Council representatives: The Chapter shall establish a State Nominating Committee to develop and oversee the process by which candidates are recruited, evaluated, nominated, and elected to serve as Strategic Councilors

6.4.3 The Nominating Committee should advertise the position to all voting members within the state, often and on a regular basis when nominations are sought, through the component's statewide communication platforms: email, newsletters, social media platforms, etc. Work with the Strategic Council Best Practices Committee on messaging; be timely and consistent across a six- to eight-week period prior to the date of elections.

6.4.4 Strategic Council positions should not be preassigned

or negotiated among/between local components. To ensure the recruitment of the best candidates from a broad talent pool, avoid creating barriers to participation for those not on a traditional leadership ladder. A formal application process should be created that is inclusive. Strategic Council Actions.

- 6.4.4.1 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.

## 6.5 MEETINGS OF THE BOARD OF DIRECTORS

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6.5.1 **Meetings Required.** Except as otherwise provided in these bylaws, the Board of Directors must actually meet in a regular or special meeting in order to transact business.

6.5.1.1 **Regular Meetings.** The Board of Directors may hold regular meetings without notice at a time and place determined by it.

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

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

6.5.1.4 **Meeting Requirements.** 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.

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

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

## 6.6 REPORTS OF THE BOARD OF DIRECTORS

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

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

## 6.7 COMMITTEES AND COMMISSIONS

- 6.7.1 Formation and Composition.** The Board of Directors 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 of Directors. The members of committees and commissions shall be appointed by the President with the concurrence of the Board of Directors.

## **ARTICLE 7: FINANCES**

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### **7.0 FINANCES**

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

#### **7.0.2 Expenditure Limitations.**

- 7.0.2.1 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 of Directors or a specific resolution at a meeting of the Chapter.
- 7.0.2.2 The Board of Directors.** The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the

Chapter for the year unless specifically authorized to do so (by two-thirds majority vote) at a duly called meeting of the members (provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years



without regard to estimated or actual income or expenditures for such years).

7.0.3 **Fiscal Year.** The fiscal year of this Chapter shall be a natural year.

## **7.1 REAL AND PERSONAL PROPERTY**

7.1.1 **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.

7.1.2 **Gifts.** Only the Board of Directors 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.

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## **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**

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## **8.0 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 of Directors, by any member of this Chapter in good standing.

## **8.1 PARLIAMENTARY AUTHORITY**

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

## **8.2 LIABILITY, INDEMNIFICATION AND INSURANCE**

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**8.2.1 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.

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

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

### 8.3 ETHICS

- 8.3.1 **Ethics Charges.** This Chapter shall not adjudicate any claims of violations of the Code of Ethics and Professional Conduct. All such claims shall be referred to the Institute's National Ethics Council for adjudication.

## ARTICLE 9: AMENDMENTS

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### 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 OF DIRECTORS

- 9.1.1 **Conformity with Institute Bylaws.** The Board of Directors, without action by a meeting of this Chapter, may amend any of these bylaws as may be necessary for conformity with Institute Bylaws. These bylaws, and any amendments to them, shall be forwarded to the Secretary of the Institute for review for conformity with Institute Bylaws.
- 9.1.2 **Delegation of Authority.** The Board of Directors 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.