

**PALM BEACH CHAPTER
OF THE
AMERICAN INSTITUTE OF ARCHITECTS**

BYLAWS

**APPROVED AS CORRECTED BY MOTION OCTOBER 2, 1980
AT A
REGULAR MEETING OF THE GENERAL MEMBERSHIP
OF THE PALM BEACH CHAPTER
OF THE AMERICAN INSTITUTE OF ARCHITECTS
AND AS AMENDED IN 1997 AND 2006**

ARTICLE 1. ORGANIZATION, COMPOSITION, AND GENERAL POWERS

1.1 Name

- 1.1.1 This Chapter. The name of this organization is the Palm Beach Chapter of The American Institute of Architects, Inc., a non-profit incorporated, chapter organization chartered by the American Institute of Architects and the State of Florida; however excepting for reports to governments, property transfer, and transactions requiring legally correct identification, the name for common use may be contracted to: Palm Beach Chapter of the American Institute of Architects or AIA Palm Beach.
- 1.1.2 In these bylaws the above named Chapter is referred to as this Chapter; the governing Board of this Chapter as the Executive Committee; the Florida Association of the American Institute of Architects as the State Association; the American Institute of Architects as the Institute and the Board of Directors of the Institute as the Institute Board.

1.2 Objects and Powers

- 1.2.1 Objects. The objects of this Chapter shall be to promote and forward the objects of the American Institute of Architects within the territory of this Chapter, which are to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific, and practical efficiency of advancing the standards of architectural education, training, and practice; to coordinate the building industry and the profession of architecture to ensure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.
- 1.2.2 Powers. The powers of the Chapter shall be as provided in the laws of the State of Florida, the certificate of incorporation, and the Institute bylaws.

1.3 Organization

This Chapter is a corporation not for profit under the laws of the State of Florida, by virtue of the Charter approved and recorded in the Fifteenth Judicial Circuit, Palm Beach County, Florida, on the 3rd day of November 1954 and re-chartered by virtue of a Charter approved and recorded in the office of the Secretary of State of the State of Florida on the 24th day of May 1971, and duly chartered by the Institute on the first day of May 1947.

1.4 Territory

The territory within which this Chapter shall represent and act for the Institute is that described in its charter or otherwise prescribed by the Institute.

1.5 Chapter Sections

- 1.5.1 The Executive Committee, with the approval of the Institute Board, may organize chapter sections within its territory. This Chapter organized the Spanish River Section on June 5, 1969.
- 1.5.2 The bylaws of sections of chapters shall be similar to and in accord with the bylaws of the Institute provided that special clauses pertaining to particular needs of a section of this Chapter may be added if approved by both this Chapter and the Secretary of the Institute.
- 1.5.3 The President of any section of this Chapter shall be a member of the Executive Committee of this Chapter.

ARTICLE 2. MEMBERSHIP

2.1 Eligibility

2.1.1 All Architect Members, Members Emeritus, Associate Members, Associate Members and Professional Affiliate Members in the geographic territory of the Chapter shall automatically be members of the Chapter. Members located outside the geographic territory of the Chapter may choose to be Members of the Chapter. Qualifications, admission requirements, and privileges of members are those stated in the Institute Bylaws.

2.1.2 Other Membership. Other types of membership may be created as the need arises and when permitted by the Institute.

2.2 Status of Members

2.2.1 The grant to and the exercise and use by a member of the rights and privileges vested in him by the charter and bylaws shall be conditioned upon the payment of dues to the Chapter, the Association, and the Institute.

2.3 Termination of Membership

2.3.1 AIA membership shall be terminated under the conditions prescribed in the Institute bylaws.

2.3.2 Members of the Chapter must maintain membership in good standing in the Institute and the Association as well as the Chapter.

2.3.3 Any member suspended by the Institute or the Association shall also be terminated by the Chapter.

2.4 Professional Affiliate Members. Qualifications. Professional Affiliate Members are non-architects, registered to practice their professions where such requirements exist, with established professional reputations. Professional Affiliate Members may include engineers, planners, landscape architects, delineators, sculptors, muralists, and other artists, professionals in government, education, industry, research, and journalism, and other professionals whose work is related to the practice of architecture.

2.4.1 Professional Affiliate Members: Rights and Privileges. Professional Affiliate Members in good standing:

1. May serve as a member of any committee of this Chapter that does not perform any duty of the Executive Committee or that is not involved with formal or informal charges of unprofessional conduct;
2. May attend and speak but may not make motions nor vote at any meeting of this Chapter except on dues and assessments for Allied Members.
3. Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter.
4. May not use the initial AIA nor the phrase The American Institute of Architects alone or otherwise, nor the seal, symbol, or insignia of this Chapter or the Institute; violation of this provision being deemed to be prima facie evidence of unprofessional conduct.

2.5 Honorary Members

2.5.1 Qualifications. A person of esteemed character who is not eligible 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 to honorary membership in it as an Honorary Member.

2.5.2 Nomination and Admission. A person eligible for honorary membership may be nominated therefor by member of the Executive Committee. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Executive Committee, at any of its regular meetings, after the nomination of a person for honorary membership, may admit such person as an honorary member.

2.5.3 Rights and Privileges. An honorary member of this Chapter:

1. Shall not pay any admission fee or annual dues to this Chapter, nor be subject to any assessment levied by it, nor have any interest in its property or liabilities;
2. May attend, and on the invitation of the presiding officer, may speak and take part in the discussions, but may not make motions nor 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, nor serve on any of its committee except as advisor.
4. May use the title "Honorary Member of the Palm Beach Chapter, AIA" which title shall not be changed by further abbreviation, amplification, or otherwise, nor shall the words "Honorary Member" be printed in smaller type than the remainder of the title, but may not use the initial AIA nor the phrase The American Institute of Architects alone or otherwise except as prescribed above, nor the seal, symbol, or insignia of this Chapter or the Institute.

ARTICLE 3. CHAPTER REPRESENTATION IN RELATED INSTITUTE ORGANIZATIONS

3.1 The Institute

3.1.1 Delegates to Institute Meetings.

Member delegates shall be appointed from among the members of this Chapter by the Executive Committee. If this Chapter neglects, fails, or refuses to select all such delegates, or should all of such delegates fail to qualify, then the President or a lawful substitute may appoint delegates to represent this Chapter, as provided in the Institute bylaws.

3.1.2 Representation. This Chapter and its members shall be represented at the meeting of the Institute as provided in the Institute bylaws.

3.1.3 Reports. The Secretary shall furnish the Institute with such reports as may be required from time to time; shall, at least annually, furnish the Institute Secretary with the names and addresses of all officers and assigned members of this Chapter required to keep the Institute's records up-to-date and complete; and shall periodically report all resignations, requests for transfer or defaults of its assigned members.

3.2 State Association

3.2.1 Representation. This Chapter shall have representation in the State Association as provided in the bylaws of the State Association.

3.2.2 State Directors. At the regular election of this Chapter, two or more State Directors as may be required by the State Association bylaws, shall represent the members of this Chapter in the State

Association. State Directors shall be elected from Chapter members only. One (or more) alternate State Director(s) shall be elected, who shall serve in the absence any of the elected Directors.

- 3.2.3 Nominations and Elections. Nominations and elections of State Directors shall be made at the same time in the same manner as for the officers and directors of this Chapter.
- 3.2.4 Duties of State Directors. State Directors representing the members of this Chapter shall act for an in their behalf in all matters. State Directors shall attend each regularly scheduled Executive Committee meeting.
- 3.2.5 Term of State Directors. Each State Director shall serve for the term of two years, with staggered terms or until a successor is elected or appointed. The Executive Committee shall name the successor State Director for the unexpired term created by the resignation or incapacity of any representative.
- 3.2.6 Expenses of State Directors. Unless otherwise provided in the State Association bylaws, the expenses of State Directors, in an amount to be determined by the Executive Committee of the Chapter, shall be in accordance with the Chapter reimbursement policy for travel to Association meetings.
- 3.2.7 Reports. The Secretary shall furnish the Institute with such reports as may be required from time to time; and shall, at least annually, furnish the State Association and the Institute with the names and addresses of all officers, directors, and members of this Chapter required to keep the State Association and Institute records up-to-date and complete; and shall periodically report all resignations, suspensions, expulsions, or defaults of its members.
- 3.2.8 Dues to the State Association and the Institute. Each member of this Chapter shall pay annual dues and assessments levied by the State Association and the Institute in the amounts and at the times required by it for its support, in addition to Chapter dues and assessments. The Secretary shall inform the Institute of the Chapter's annual dues and assessments under conditions set forth by the Institute.

ARTICLE 4. MEETINGS

4.1 Meetings

- 4.1.1 Election Meeting. This Chapter shall hold an election meeting at the September regular meeting whereat the officers and directors to succeed those terms of office that are to expire at the end of this term shall be nominated and elected. Officers and directors so elected shall take office upon installation in the month of November of the year of their election.
- 4.1.2 Annual Meeting: This Chapter shall hold an annual meeting during the month of December, for the purposes of receiving the annual reports of the Executive Committee and the Treasurer; and for the transaction of such other business as may be appropriate.
- 4.1.3 Regular Meetings. This Chapter shall hold regular meetings on the second Thursday of each month (or on a day prescribed by the Executive Committee). Any regular meeting may be canceled with the approval of the Executive Committee and notification of the membership.
- 4.1.4 Special Meetings. A special meeting of this Chapter may be called by a meeting of this Chapter, or by the Executive Committee, or by a written petition to the Executive Committee signed by not less than 25 percent of the total number of members of this Chapter then in good standing, provided that the purpose of such meeting is set forth in the meeting notice. No other business

than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

4.2 Notice; Quorum; Minutes

- 4.2.1 Notices and Calls of Meetings. A notice of each meeting of this Chapter, stating the time and place thereof, shall be served by the Secretary on every member, by mailing it, sending by facsimile or by email to the appropriate address, facsimile number or email address of such member on file with the Secretary. The notice of each regular meeting, and the call and notice of each special meeting, shall be served at least five calendar days before the date fixed for the meeting, unless a longer notice shall be required by law, and the time of serving shall be deemed to be the date on which the notice or the call and notice was mailed prior to the meeting.
- 4.2.2 Quorums at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless otherwise required by law, a quorum shall be ten percent of the total number of the members of this Chapter, or three such members, whichever is the greater number.
- 4.2.3 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the Book of Minutes of this Chapter. The minutes of each meeting shall be signed by the Secretary and approved at a subsequent meeting of this Chapter.

4.3 Decisions at Meetings; Eligibility for Voting

- 4.3.1 Majority Vote. Every decision at a meeting shall be by a majority vote of those present and eligible to vote, unless otherwise required by these bylaws.
- 4.3.2 Roll Call Vote. A roll call vote shall be taken whenever one-third of the voting members present shall so require.
- 4.3.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter, except that any vote may be taken by mail ballot as provided in Paragraph 4.5.2.
- 4.3.4 Limitations on Voting Eligibility. Only members in good standing may vote on the following matters:
1. Amendments to these bylaws relating to members;
 2. Matters so designated elsewhere in these bylaws;
 3. Elections of Chapter officers and directors; Institute Directors; delegates to meetings of the Regional and State Association; and State Directors;
 4. Instructions to delegates;
 5. Any matters relating to membership, that are the responsibility of the Chapter;
 6. Chapter dues and assessments of members, except that voting on dues and assessments for Institute members shall be limited to Institute members;
 7. Other matters relating to the government, meetings, affiliations, budget, and finances of the Institute and this Chapter;

8. Any matters relating to the Institute's Code of Ethics and Professional Conduct, on which voting shall be limited to Institute members;
9. All other matters so ruled by the Chair, such rulings being reversible only by a two-thirds vote of the members present and voting at the meeting.

4.4 Election of Officers and Directors

- 4.4.1 Nominations. Nominations for each office and for each directorship of this Chapter about to become vacant shall be made at the election from the floor. However, at a meeting of the Executive Committee held at least one month prior to the election meeting, the President may select a nominating committee to prepare and present to the members slates of candidates for offices and directorships.
- 4.4.2 Voting, When Required. 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 said 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 the voting thereof by the meeting. Such voting shall be by secret ballot in accordance with the procedure prescribed therefor by law and the provisions of Paragraph 4.5.

4.5 Balloting Procedures

- 4.5.1 Tellers. Balloting shall be in charge of tellers appointed by the President, who shall be assigned 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.
- 4.5.2 Results. The nominee for an office or directorship who receives a majority of the ballots cast for the office or directorship shall be elected thereto.
- 4.5.3 Election. The nominee for an office or directorship who receives a majority of the ballots cast for the office or directorship shall be elected thereto.
- 4.5.4 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 run-off election shall be elected to the office.

ARTICLE 5. THE EXECUTIVE COMMITTEE

5.1 Membership of the Executive Committee. The Executive Committee shall consist of the President, Vice President/President Elect, Secretary, Treasurer, Immediate Past President, Section President(s), three Directors, two Associate Directors and State Directors each of whom shall be a member of this Chapter. If the Chapter employs an Executive Director, the Executive Director shall be an Ex-Officio non-voting member of the Executive Committee. Chapter officers (President, Vice President/President Elect, Secretary and Treasurer) must be Architect members of this chapter in accordance with the Institute Bylaws.

5.2 Authority of Executive Committee

- 5.2.1 Powers. The management, direction, control, and administration of the property, affairs, and business of this Chapter shall be vested in the Executive Committee, which shall exercise all authority, rights, and powers granted to it by the laws of the State of Florida and by these bylaws.

- 5.2.2 Custodianship. The Executive Committee shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefor, the Executive Committee shall do all things required and permitted by these bylaws to forward the objects of this Chapter.
- 5.2.3 Awards. As funds or other means become available, this Chapter may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Chapter. Each award shall be bestowed for and on behalf of this Chapter by the concurring vote of all but one of the Executive Committee, after due consideration of the nominees and their work. The token of each award shall be in the form of a medal, an embossed certificate, a scholarship, or otherwise as the Executive Committee shall determine.
- 5.2.4 Delegation of Authority. Neither the Executive Committee nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.

5.3 Terms of Office of Officers and Directors

- 5.3.1 Term. The term of office of each officer and director shall be one year; each shall serve until a successor has qualified.
- 5.3.2 Vacancies. If a vacancy occurs in the membership of the Executive Committee other than on account of the regular expiration of a term of office, the Executive Committee shall fill the vacancy for the unexpired term of office.

5.4 Meetings of the Executive Committee

- 5.4.1 Meetings Required. The Executive Committee must actually meet in a regular or special meeting in order to transact business.
- 5.4.2 Regular Meeting of the Executive Committee. The Executive Committee shall hold a regular monthly meeting at the time and place last determined by it.
- 5.4.3 Special Meetings. A special meeting of the Executive Committee shall be held if requested in writing by a majority of the members of the Executive Committee, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place, and purpose of the meeting and the business to be transacted thereat, and only the business stated in the call and notice shall be transacted at the special meeting.
- 5.4.4 Officer Pro Tem. In the absence of the President and Vice President, the Secretary or the Treasurer, the Executive Committee shall elect from its membership a chairman pro tem, a secretary pro tem, or a treasurer pro tem, as the case may be. Each such officer 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.
- 5.4.5 Officers of the Chapter, Chapter Directors and other members of the Executive Committee shall be required to attend all regularly scheduled meetings of the Executive Committee. Any member of the Executive Committee who fails to attend Executive Committee meetings more than three times during a single calendar year will result in the removal of that member from office and the Executive Committee. The Executive Committee may, under certain circumstances, vote to waive this mandatory attendance requirement from a member who has requested in writing a waiver from attending required meetings. When a member is removed as provided above, the member shall be notified in writing by

the Chapter Secretary. The Executive Committee may elect to replace a member of the Executive Committee and such office as provided for in the Bylaws.

5.5 Notices and Calls of Meetings

- 5.5.1 Notice Required. Every call or notice of a regular or special meeting of the Executive Committee shall be served not less than three days before the date fixed for the meeting.
- 5.5.2 Waiver of Notice. Either the call and notice or any limitations as to the business to be transacted, or both may be waived by the written consent of every member of the Executive Committee.
- 5.5.3 Irregularity in or Failure of Notice. Any irregularity in or failure of notice of a regular meeting of the Executive Committee shall not invalidate the meeting or any action taken thereat.

5.6 Quorum at Meetings; Decisions; Minutes

- 5.6.1 Quorum. Four members of the Executive Committee shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.
- 5.6.2 Decisions of the Executive Committee. Every decision of the Executive Committee shall be by a concurring majority vote, unless required by these bylaws.
- 5.6.3 Minutes. Written minutes of every meeting of the Executive Committee, recording the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the Book of Minutes of this Chapter. The minutes of each meeting shall be signed by the President or other officer who presided at the meeting.

5.7 Reports of the Executive Committee

- 5.7.1 Reports to Members. The Executive Committee shall render a full report in writing to each annual meeting of this Chapter of the condition, interests, activities, and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.
- 5.7.2 Report to Institute. The Executive Committee or the Secretary shall make a written report to the Institute such items as the Institute requests, of the matter and in the forms required by it.

ARTICLE 6. OFFICERS

6.1 Officers. The officers of this Chapter shall include a President, Vice President/President Elect, a Secretary, and a Treasurer.

6.2 The President

- 6.2.1 Duties. The President shall exercise general supervision over the affairs of this Chapter, except such thereof as are placed by these bylaws or by the Executive Committee under the administration and supervision of the Secretary or the Treasurer, and shall preside at meetings of this Chapter and of the Executive Committee; shall 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.
- 6.2.2 Authority. The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Executive Committee. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Executive Committee.

6.3 The Vice President/President Elect

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

6.4 The Secretary

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

6.5 The Treasurer

- 6.5.1 Duties. 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 shall perform all duties usual and incidental to the office.
- 6.5.2 Reports. The Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Executive Committee. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report, and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.
- 6.5.3 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.
- 6.5.4 Succession. When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement and audit, all the records and books of account, and all monies, securities, and other valuable items and papers belonging to this Chapter that are in the Treasurer's custody and possession. The incoming Treasurer and two directors shall check the same, and if found correct, shall give to the retiring Treasurer a receipt therefor and a complete release of the retiring Treasurer from any future liability.

- 6.5.5 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.

ARTICLE 7. DUES, FEES, ASSESSMENTS, AND FINANCES

7.1 Annual Dues

- 7.1.1 Amount of Annual Dues. The Executive Committee, with concurrence of the Chapter Membership, may fix, before the deadline for the Institute's single point dues collection system, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees required to Professional Affiliate members.
- 7.1.2 Period of Annual Dues. Dues shall be due and payable in accordance with the Institute's single point dues system.
- 7.1.3 Individual Exemption for Payment of Dues. A member of this Chapter who is exempted from the payment of dues to the Institute shall be exempted from payment of annual dues to this Chapter.
- 7.1.4 Individual Remission of Annual Dues. The Executive Committee may, in exceptional instances and under exceptional circumstances and for what it deems adequate cause, remit the annual dues of any member in whole or in part for any year, and such remission may be made retroactive.

7.2 Assessments

- 7.2.1 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of the members present at a meeting, may levy an assessment on its members; by the concurring vote of not less than two-thirds of the total number of its members present may levy an assessment on its associate members and Associate members; and by the concurring vote of not less than two-thirds of the total number of its members present may levy an assessment on its Professional Affiliate members. The amount of the assessment on each member, respectively, in any fiscal year, shall not exceed 100 percent of the amount of the Chapter's annual dues required to be paid by such member for that year.
- 7.2.2 Notice of Assessment. Notice of the intention to levy an assessment stating the amount of and the reasons and necessity for the assessment, when it shall be payable, and the time within which it must be paid before a member will be in default for nonpayment, 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.

7.3 Default of Annual Dues and Assessments

- 7.3.1 Payments and defaults in dues payment and appropriate actions shall be in accordance with the policies of the Institute.

7.4 Finances

- 7.4.1 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Executive Committee shall adopt an annual budget showing in detail the anticipated income and expenditures of the Chapter for the immediately succeeding year, make annual appropriations and authorize expenditures in accordance with the budget, and authorize the Treasurer to pay the authorized expenditures when due.
- 7.4.2 Fiscal Year. The fiscal year of this Chapter shall be January 1 to December 31.

ARTICLE 8. PROPERTY, RIGHTS, AND PRIVILEGES

8.1 Acquisition of Property

- 8.1.1 Authority. In order to carry on its affairs and exercise its powers this Chapter may acquire real and personal property for its own use, but shall not execute any chattel mortgage.
- 8.1.2 Gifts. Only the Executive Committee shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter; it shall not accept any gift, bequest, or device if it will not promote the objects or purposes of this Chapter, or if it and its administration will place an undue financial or other burden on this Chapter.

8.2 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.

8.3 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.

8.4 Suspension of Interests, Rights, and Privileges; Good Standing Defined. A member is not in good standing in this Chapter if under formal charges of unprofessional conduct, and is not in good standing and shall be under suspension if and while in default of dues or other obligations to either this Chapter or the Institute. Immediately upon the suspension of a member, the member's rights in this Chapter and the Institute are withdrawn until the number is restored to good standing, except that periodical publications and other regular mailings may be continued if dues are paid.

ARTICLE 9. COMMITTEES

9.1 Committees

- 9.1.1 Chapter committees may be established to perform service for this Chapter, and each such committee may create one or more subcommittees.
- 9.1.2 The Chapter committees shall be established by either the Executive Committee or by the membership at a Chapter meeting.
- 9.1.3 Every committee shall expire with the calendar year but may be recreated. Every subcommittee shall expire with or at will of the committee that created it.
- 9.1.4 The membership, terms of office and duties of each committee and of each subcommittee shall be prescribed by the body that established it, but the Executive Committee may assign supplementary duties to any Chapter committee at any time.

9.2 Chapter Committee Members

- 9.2.1 The members and the chairman of every committee shall be appointed by the President.
- 9.2.2 The term of office of each member of each committee and of each subcommittee shall expire with the committee.
- 9.2.3 The unexpiring terms of office shall expire with the calendar year; provided, however, that a member of a standing committee whose term has expired shall serve until his successor has accepted his committee membership.

9.3 Reports. Every committee shall make an annual report to the Executive Committee at the close of its work, and at such other times as the Executive Committee directs.

9.4 Standing Committees. The Chapter may establish standing committees which are not specifically mentioned in these bylaws, upon adoption of a motion to that effect.

ARTICLE 10. PROFESSIONAL CONDUCT AND DISCIPLINE

10.1 Code of Ethics and Professional Conduct

10.1.1 Institute Code. The Code of Ethics and Professional Conduct of the Institute shall apply to the professional activities of the members of this Chapter, and every interpretation made by the Institute Board of Directors shall be deemed to be the interpretation of this Chapter.

10.1.2 Chapter Amendments Prohibited. No amendments or interpretation of the Code of Ethics and Professional Conduct shall be made by this Chapter.

10.2 Procedure Relating to Unprofessional Conduct by Members

10.2.1 Institute Members and Associate Members. A charge of unprofessional conduct against any Institute member or associate member shall not be heard or adjudged by this Chapter, the Executive Committee or any Chapter committee, nor shall any of them have any right or authority to admonish, censure, suspend, or terminate such member for unprofessional conduct, nor to recommend any penalty with respect to such conduct.

10.2.2 Informal Hearings Permitted. The Executive Committee, in executive session, may conduct an informal conference to attempt to resolve any complaint against a member of this Chapter for unprofessional conduct if a formal charge of unprofessional conduct has not been filed with the Institute Secretary; however, an informal hearing shall not be a prerequisite to the filing of formal charges of unprofessional conduct.

10.2.3 Charges by Non-Members. If a charge against an Institute member or associate member has been made by a non-member, and the Executive Committee finds that the evidence produced supports the complaint, the Executive Committee may file a formal charge of unprofessional conduct against the member complained of, with the Institute Secretary, together with the evidence in the case. In so doing, the Executive Committee may join with the non-member in filing a complaint, or act as complainant on behalf of the non-member in the prosecution of the case.

10.2.4.1 Charges by Members. If a charge against an Institute member or associate member has been made by a member, and the Executive Committee finds that the evidence produced supports the complaint, the Executive Committee may, in the name of this Chapter, join with the member in filing a formal charge of unprofessional conduct against the member complained of.

10.2.5 Action by the Executive Committee. If the Executive Committee chooses not to join in a complaint, it shall advise the complainant that any charges must be filed in the name of the complainant. Except when the Executive Committee files, or joins in filing a complaint against an Institute member or associate member, its interests in, discussion of and action on any charges of unprofessional conduct shall cease upon the conclusion of its informal hearings.

10.2.6 Notice of Institute Discipline. Whenever notice is received from the Institute that a member of this Chapter has been censured, suspended, or terminated by the Institute, such notice shall be duly entered in the minutes and records of this Chapter and read at its next meeting, and may be published in the next official publication of this Chapter.

10.3 Procedures Relating to Unprofessional Conduct by Professional Affiliate Members

- 10.3.1 **Charges.** Every charge of unprofessional conduct on the part of an Professional Affiliate member shall be based upon a violation of one or more of the Rules of Conduct of the Code of Ethics and Professional Conduct in effect at the time of the alleged to constitute the violation, shall be signed by the person or body making the charge, and shall be sent to the Secretary marked “Confidential”.
- 10.3.2 **Notice of Hearing.** When a charge has been so filed, the Executive Committee, in writing, shall request the complainant and the affiliate member against whom the charge is made to appear before it for a hearing, shall fix the time, place, and procedure for such hearing, and shall furnish all parties with a copy of this Article 10 and the rules, if any, that will govern the procedure and hearing. At the hearing the Executive Committee shall examine the complainant and the respondent and such other witnesses as it desires to hear. If either the complainant or the respondent fails to appear, the hearing may proceed without such party.
- 10.3.3 **Judgement.** If the Executive Committee finds the charge to be true and deems the respondent to be guilty of unprofessional conduct, it may admonish, censure, suspend, or terminate such affiliate member, whichever penalty, in its judgement, is in proportion to the seriousness of the offense. If the respondent is exonerated, both parties shall be notified, and if the respondent requests in writing that the exoneration be noticed to this Chapter, then the Secretary shall send notice of the exoneration to each of the members.

10.4 General Provisions Relating to Hearings and Procedure

- 10.4.1 **Authority of the Executive Committee.** The Executive Committee shall not delegate to any other person or body any of its duties or authority in relation to disciplinary matters.
- 10.4.2 **Finality.** The Executive Committee shall be the judge of what constitutes unprofessional conduct by an affiliate member and of whether or not the member has been guilty thereof. Its decisions in every matter concerning their conduct and every penalty imposed by it on any thereof on account of unprofessional conduct shall be final and conclusive and without recourse as to the affiliate member and any person acting for or on behalf of the member.
- 10.4.3 **Timeliness of Charge.** If the alleged unprofessional conduct occurred more than one year before a matter is brought to the attention of the Executive Committee, it may dismiss the charges.
- 10.4.4 **Evidence.** The Executive Committee shall judge the admissibility and value of all evidence brought before it, and shall base its findings on the evidence admitted.
- 10.4.5 **Notice of Decision.** When a case has been concluded by the Executive Committee, the Secretary shall send, under confidential cover, a notice briefly stating the facts, the judgement taken, the penalty imposed, or the dismissal of the charges, as the case may be, to the affiliate member and to the complainant, and, if a penalty was imposed, to each member and affiliate member of this Chapter. The Secretary shall enforce the penalty.
- 10.4.6 **Confidentiality.** The charges, evidence, and action of the Executive Committee in any case of unprofessional conduct shall not be made public. Charges of unprofessional conduct shall be made only in executive session and all proceedings of and before the meeting at which such charges are made shall be and remain confidential.

ARTICLE 11. AFFILIATIONS AND ENDORSEMENTS

- 11.1 **Affiliations With Other Organizations.** This Chapter shall not form nor enter into any affiliation with any individual nor with any organization that is not a component of the Institute.

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

ARTICLE 12. GENERAL PROVISIONS

12.1 Executive Office. The executive offices of this Chapter shall be located at the Office of the President or at the Office of the Executive Director.

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

12.3 Parliamentary Authority. The rules contained in Robert's "Rules of Order Newly Revised" shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Executive Committee, and the Chapter committees in all cases in which the said Rules of Order are applicable and insofar as they are not consistent or in conflict with law, these bylaws, or the rules and regulations adopted by this Chapter or by the Executive Committee.

12.4 Counsel. The Executive Committee shall obtain the written opinion of counsel on all procedures relating to unprofessional conduct concerning every disciplinary case wherein the action of the Executive Committee may result in the expulsion of an affiliate member, concerning all agreements, and concerning any amendments to these bylaws, before any such actions take effect.

12.5 Liability, Indemnification, and Insurance

12.5.1 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.

12.5.2 Indemnification. To the greatest extent authorized or permitted by law, this Chapter shall defend, indemnify and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorney's fees, actually and necessarily incurred in connection with or resulting from the defense or appear of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director or employee of this Chapter; or any other capacity at the request of this Chapter provided that such person shall have acted in good faith for a purpose which he or she reasonably believed to be in the best interests of this Chapter; has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advice or counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe his or her conduct to be unlawful.

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

ARTICLE 13. AMENDMENTS

13.1 Amendments at Meetings of this Chapter

- 13.1.1 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Chapter, provided that a notice stating the purpose of each proposed amendment and the reason therefor and a copy of the proposed amendment is sent to every member eligible to vote on the amendment not less than 21 days prior to the date of the meeting at which the proposed amendment is to be considered.
- 13.1.2 Bylaws Relating to Members. It shall require a vote of not less than 2/3 of the members of this Chapter who are present at the meeting to amend a bylaw relating to such members.
- 13.1.3 Other Bylaws Provisions. It shall require a vote of not less than 2/3 of the members of this Chapter who are present at the meeting to amend other provisions of these bylaws.

13.2 Amendments by the Executive Committee

- 13.2.1 Conformity with Institute Bylaws. The Executive Committee, 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 at the request of the Secretary of the Institute for review for conformity with Institute bylaws.
- 13.2.2 Delegation of Authority. The Executive Committee shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this Chapter eligible to vote thereon.