



**AMERICAN INSTITUTE OF ARCHITECTS
SAN MATEO COUNTY BYLAWS**

**AIA SAN MATEO COUNTY
BYLAWS**

A Chapter of the American Institute of Architects

Adopted: xx-OCT-2020

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ARTICLE 1. ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name: The name of this organization is AIA San Mateo County hereafter referred to as Chapter.

1.011 Related Institute Organizations: In these bylaws the, governing board of this Chapter is referred to as the Board. California Council, American Institute of Architects is referred to as AIACA. 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 objects of this Chapter shall be to promote and forward the objects of the Institute within the assigned territory of this Chapter. The institute objects are to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of the people through their improved environment and to make the profession ever-increasing service to society.

1.03 Territory. The territory of this Chapter shall be as established by the institute as that territory which comprises the County of San Mateo, California.

1.04 Organization. This Chapter is a California non-profit mutual benefit cooperation chartered by the institute on January 1, 1983, and incorporated in the State of California on August 5, 1988.

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 AIA Board. The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.

1.06 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall



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cooperate with AIACA to further the interests of the member ship, and by agreement with AIACA may represent and act for it within the territory of this Chapter.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

This Chapter shall not form or enter into any affiliation with any individual or organization that is not a component or affiliate of the Institute.

1.2 ENDORSEMENTS

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

ARTICLE 2. MEMBERSHIP

2.0 GENERAL PROVISIONS

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

a. The Architect, Intern 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 which the Chapter may admit as provided in section 2.3 of these bylaws.

2.02 Definitions. In these bylaws, Architect, Intern and Associate members who have been assigned to this Chapter are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2 .2 of these bylaws. The term "allied" shall refer to allied members, and the term "affiliate" shall refer to student affiliates and honorary affiliates. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.



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

2.04 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.

2.05 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.

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

2.07 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, AIACA or the Institute.

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

2.1 ASSIGNED MEMBERS

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

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is received by this Chapter, a member of the Executive Committee shall, within 30 calendar days after the date the application was received, make a recommendation to the Institute Secretary to accept or deny the application.



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2.13 Reassignment. The Chapter shall neither delay nor impede the transfer of any assigned member in good standing who has applied for assignment to another chapter of the Institute.

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

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

2.16 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. All rights, interests, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged. Inactive Emeritus members shall not be included in quorum counts.

2.2 UNASSIGNED MEMBERS

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

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

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

2.3 ALLIED AND AFFILIATE MEMBERS

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



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

2.33 Termination. Allied or Affiliate membership is terminated by the death or resignation of the allied or affiliate and by the admission or eligibility to be admitted as an assigned or unassigned member. The Executive Committee 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 pursuant to the procedures set forth in Exhibit A.

2.34 Allied Members. Individuals not otherwise eligible for membership in the Institute or this Chapter may become Allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture whom the Chapter believes will provide a meaningful contribution by reason of their employment or occupation.

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

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

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

2.37 Honorary Affiliates.



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

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

2.373 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.35 above, Honorary Affiliate members of this Chapter shall not pay any admission fee or annual dues nor be subject to any assessment.

2.374 Termination of Honorary Affiliates. The Board may terminate the membership and withdraw the privileges of any Honorary Affiliate member for any reason it may deem sufficient.

ARTICLE 3. DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.01 Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year.

3.02 Amount of Annual Dues. The Board may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year.

3.03 Dues upon Admission. A newly admitted assigned, allied or affiliate member shall pay full annual dues if admitted in the first quarter and prorated on a quarterly basis thereafter.



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3.04 General Waiver of Annual Dues. This Chapter, by the concurring vote of not less than two-thirds of the total number of assigned members, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class.

3.05 Individual Waiver/Deferment of Annual Dues. The Board may, in exceptional circumstances, waive or defer the annual dues of any member in whole or in part for any year, and such waiver or deferment may be made retroactive.

3.06 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus and Honorary Affiliate members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board pursuant to section 3.02.

3.1 ASSESSMENTS

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

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

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

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

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

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



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3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

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

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

ARTICLE 4. CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

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

4.011 Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of this Chapter by the Board except that no more th1m one third of the Chapter's delegation shall be Interns or Associates. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

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



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4.1 AIACA

4.11 Chapter Participation in AIACA. This Chapter shall participate in AIACA in the manner provided in the bylaws of that organization.

4.12 Representation on the AIACA Board of Directors. Elected, assigned members of this Chapter shall represent this Chapter on the AIACA Board of Directors.

4.13 Nominations and Election. Nominations and elections of Chapter representatives to the AIACA Board of Directors and Alternate AIACA Director shall be made at the same time and in the same manner as for the officers and directors of this Chapter.

4.14 Term of Directors. Each Director shall serve for the term of two years or until a successor is elected or appointed. Terms of Directors shall be staggered one year. The Board shall name the successor of a Director for the unexpired term created by the resignation or incapacity of that Director.

4.15 Alternate AIACA Director. The Alternate AIACA Director shall represent this Chapter on the AIACA Board of Directors in the absence of the AIACA Director. The term of Alternate AIACA Director shall be one year. In the event that the Alternate AIACA Director is not available to represent the chapter when called upon at an AIACA board meeting, any past AIACA Director can be designated by the Chapter President to represent the chapter at the board meeting.

ARTICLE 5. CHAPTER MEETINGS

5.0 ANNUAL, REGULAR AND SPECIAL MEETINGS

5.01 Annual Meeting. This Chapter shall hold an annual meeting no later than October 31 for the purpose of nominating and electing the officers, directors and AIACA directors; for receiving the annual reports of the Board and the Treasurer and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. This Chapter shall hold regular monthly meetings.

5.03 Special Meetings. A special meeting of this Chapter may be called by the President or the Board and shall be called by the President at the written request of



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not less than 33 percent of the total number of this Chapter's assigned and unassigned 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.

5.04 *Virtual Meetings.* A virtual meeting via video screen communication, may be authorized and conducted by the President or the Board, and is deemed the same as in-person held annual and/or regular meeting of this Chapter. Members can vote through electronic transmission or through electronic video screen communication if consent is obtained during the meeting and prior to voting. A record of that vote or action is to be maintained by the Chapter.

5. 1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 *Notice of Chapter Meetings.* A notice of each meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be served on every member, by mailing it to the addresses of such members on file with the Chapter ***OR emailing it to the email addresses on file with the Chapter.*** The notice of each regular meeting and the call and notice of each special meeting shall be served not less than ten nor more than ninety days before the meeting, 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.

5.12 *Quorum at Meetings.* At any meeting of this Chapter, fifteen (15) 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. Should attendance be greater than thirty three (33) percent, other matters may be introduced and considered at the meeting.

5.13 *Minutes of Meetings.* Written minutes of every meeting of this Chapter, at which business has been transacted, 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

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

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

5.23 Proxy and Absentee Ballots. Unless otherwise required by law, there shall be no voting by proxy or absentee ballot at a meeting of this Chapter.

5.24 Balloting. The Board may authorize a ballot to be distributed to assigned members in good standing and returned by means of United States mail or hand delivered to the Chapter Office.

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

- Matters so designated elsewhere in these bylaws;
- Elections of Institute Directors, Chapter Officers and Directors, AIACA Directors and delegates to meetings of the Institute and AIACA;
- Instructions to delegates;
- Any matters relating to membership;
- Voting on dues and assessments for Architect Members shall be limited to Architect Members;
- Other matters relating to the governance, meetings, affiliations, budget and finances of the Institute.

ARTICLE 6. THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers. The business of this Chapter shall be managed by the Board of Directors which shall consist of the Officers, five (5) directors, one (1) associate director, and the AIACA director(s) of this Chapter. One (1) Director shall be an Emerging Professional, meaning that Director is to be an Architect that has been a licensed



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Architect for less than ten years. The immediate past President and the College of San Mateo director shall be a non-voting member of the Board. The Board shall exercise all authority, rights and powers granted to it by the laws of the State of California, the Articles of Incorporation and by these bylaws.

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

6.012 Executive Committee. The Executive Committee of the Board shall consist of the President, Vice-president/President-elect, Secretary and Treasurer.

The immediate past President shall be a non-voting member. The Executive Committee shall deal with personnel, sensitive and other special matters that arise. A meeting of the Executive Committee may be called by any member of this Committee. A quorum shall consist of three members.

6.02 Delegation of Authority. Neither the Board nor 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.

6.1 ELECTION OF OFFICERS AND DIRECTORS

6.11 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. However, at a meeting of the Board held at least two months prior to the annual meeting, the President may select a nominating committee to prepare and present to the members a slate of candidates for offices and directorships.

6.12 Elections. The nominee for an office or directorship who receives a majority and the nominees for directorships who receive a plurality 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



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nominee for each office and each directorship shall be placed by the Secretary on ballots for voting by secret ballot.

6.13 Tellers. The President shall appoint three tellers, who shall be members qualified to vote at the meeting, who shall not be candidates and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

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

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

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.21 Term. The President, Vice President/President-elect and intern/associate director shall each serve a term of one year or until a successor has qualified. The Secretary and Treasurer shall serve a term of two years or until a successor has qualified. Terms of Secretary and Treasurer shall be staggered one year. Each director shall serve a term of two years or until a successor has qualified. The terms of office of not more than three directors shall expire in any one year. Terms of office shall coincide with the Chapter's fiscal year.

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

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

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



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6.3 OFFICERS

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

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

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

6.33 The 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 or the President.

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

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



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

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

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

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

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



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

6.36 Officer Pro Term. If any officer is absent or unable to act, the Board may elect from its membership a president pro term, a secretary pro tern or a treasurer pro tern 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 MEETING OF THE BOARD

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

6.411 Regular Meetings. The Board may hold regular meetings without notice at a time and place determined by it.

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

6.413 Waiver of Notice. Either the call or 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.

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

6.43 Minutes. The Secretary shall keep written minutes of each meeting of the Board, recording the matters considered at the meeting and the actions taken



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Minutes shall be distributed to the members of the Board for approval at the next meeting and thereafter signed by the Secretary and filed with the Chapter's records.

6.5 REPORTS OF THE BOARD

6.51 Report to Members. The Board shall render a report 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 this report shall be published in the Chapter newsletter no later than the end of January of the following year.

6.52 Report to Institute. The Board 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. This report shall be published in the Chapter newsletter no later than the end of January of the following year.

6.6 COMMITTEES AND COMMISSIONS

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

ARTICLE 7. FINANCES

7.0 FINANCES

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

7.02 Expenditure Limitations.

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



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and authorized by the Board or by specific resolution at a meeting of the Chapter.

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

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

7.04 Fiscal Year. The fiscal year of this Chapter shall be the calendar year.

7.1 REAL AND PERSONAL PROPERTY

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

7.12 Gifts. Only the Board shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter. It shall not accept any gift, bequest or devise that will not promote the objects and purposes of this Chapter, or that will place an undue financial or other burden on this Chapter.

7.2 DIVIDENDS PROHIBITED

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

7.3 INSTITUTE PROPERTY INTERESTS

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



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ARTICLE 8. GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

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

- A. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
- B. Assist such staff as the Board may engage as may be necessary to perform the duties assigned by the Board;
- C. Attend all meetings of the Board as a member *ex officio* without vote;
- D. Make reports to the Board on the affairs and business of the Chapter when requested by the Board.

8.1 RECORDS OPEN TO MEMBERS

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

8.2 PARLIAMENTARY AUTHORITY

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

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

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



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

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

ARTICLE 9. AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

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

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

9.1 AMENDMENTS BY THE BOARD

9.11 Conformity with Institute Bylaws. The Board, without action by a meeting of this Chapter, 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.



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