

AIA CLEVELAND
A CHAPTER
OF
THE AMERICAN INSTITUTE OF ARCHITECTS

BYLAWS

August 8, 2003

First Revision Draft 04.24.09

Second Revision Draft 07.23.09

MISSION STATEMENT

AIA Cleveland is a catalyst for the profession to make a difference through:

- Awareness of Design and Building
- Community Involvement
- Education
- Network Interaction

And, to be the voices of the built environment.

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AIA CLEVELAND
A CHAPTER OF THE AMERICAN INSTITUTE OF ARCHITECTS INCORPORATED

ARTICLE 1 ORGANIZATION, COMPOSITION AND GENERAL POWERS

Section 1.1 Name

- 1.1.1 The name of the organization is the AIA Cleveland Chapter of the American Institute of Architects, Incorporated.
- 1.1.2 Related Institute Organizations. In these bylaws the above named Chapter is referred to as the Chapter, the governing board of this Chapter as the Executive Board; the AIA Ohio referred to in these Regulations as AIA Ohio; the American Institute of Architects as the Institute; and the Board of Directors of the Institute as the Institute Board

Section 1.2. Objects and Powers

- 1.2.1 Objects. The objects of this Chapter shall be to promote and forward the objects of the Institute and AIA Ohio within the territory of this Chapter. These objects shall include but not be limited to:
- a. Organization and uniting in fellowship the members of the architectural profession
 - b. Promoting the aesthetic, scientific and practical efficiency of the profession.
 - c. Advancing the science and art of planning by advancing the standards of architectural education, training and practice.
 - d. Coordinating the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment.
 - e. Making the profession of ever-increasing service to society.
 - f. Encouraging and assisting in the establishment and maintenance of scholarships, endowments, or trusts of philanthropic nature which further the objectives of the Chapter.
- 1.2.2 Powers. The powers of the Chapter shall be as provided in the laws of the State of Ohio, the certificate of incorporation, and AIA National bylaws.

Section 1.3. Organization

- 1.3.1 This Chapter is a non-profit, membership association organized and existing under and by virtue of a chapter granted by the Institute the 16th day October, 1890, and incorporated as a corporation not for profit under the Ohio Laws on April 10th, 1954.

Section 1.4 Territory

- 1.4.1 The territory within which this Chapter shall represent and act for the Institute is the described in its charter or otherwise prescribed by the Institute with headquarters located in the City of Cleveland, County of Cuyahoga, and State of Ohio.

ARTICLE 2 MEMBERSHIP

Section 2.1 Members: General Provisions

- 2.1.1 Categories of Membership. The members of this Chapter shall consist of the Institute members and associates members who have been assigned to membership in this Chapter by the Institute, or who have been admitted to membership in this Chapter as provided in Paragraph 2.2, and of the professional affiliates, student affiliates and honorary affiliates it may admit as provided in Section 2.4
- 2.1.2 Definitions. In these Bylaws, Institute members and associate members who have been assigned to membership in this Chapter are referred to as “assigned members”. The term “unassigned members” shall refer to Institute members and associate members other than assigned members. The term “affiliate” shall refer to professional affiliates, student affiliates, and honorary affiliates it may admit as provided in Section 2.4.
- 2.1.3 Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute’s policies for membership.
- 2.1.4 Non-Resident Status. Non-Resident status shall be provided for members who apply for such status because of their intended absence from the United States for at least 16 consecutive months. Non-resident members shall have the same rights and privileges as other members in the same category, except that they shall be required to pay only twenty-five percent (25%) of the proper dues and/or assessments for such members as provided in Article 7.
- 2.1.5 Enrollment of Members. Every member assigned to or admitted by this Chapter, and shall be enrolled and duly notified by the Secretary as a member of this chapter without requiring payment of an admission fee, and such membership shall be announced at the next regular meeting of this Chapter and in its next official publication.
- 2.1.6 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 7.
- 2.1.7 Resignations. Any person admitted to this Chapter, other than an assigned member, may resign from this Chapter; provided that such member present a resignation in writing to the Secretary and is in good standing at the time of resignation. If the Secretary finds the member qualified to resign, the resignation shall be effective, as of the date of the letter of resignation by the Secretary.
- 2.1.8 Suspensions and Terminations. Assigned members may be suspended or terminated only by action of the Institute. Affiliate members may be suspended or terminated only by the action of this Chapter through its Executive Board.

Section 2.2 Assigned Members

- 2.2.1 General. The Qualifications. Rights and privileges of assigned the Institute members and associate members shall be as provided in the Institute Bylaws, current edition.
- 2.2.2 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Executive Board shall examine and act thereon within thirty calendar days after the date the application was filed with it, and shall certify such action to the Institute Secretary.
- 2.2.3 Transfers. The Executive Board shall not delay or impede the transfer of any assigned member of this Chapter in good standing who has applied for admission to another Chapter of the Institute.
- 2.2.4 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter.
- 2.2.5 Termination. Each assigned member of this Chapter shall remain a member of it until such membership in the Institute is terminated or is reassigned by the Institute to another chapter. Associate membership shall ipso facto be terminated on January 1 of the year following receipt by an associate member of an initial license to practice architecture.
- a. No assigned member may resign from of be terminated by the Institute or AIA Ohio and remain a member of this Chapter.
- 2.2.6 Members Emeriti. Any member who has been granted member status in accordance with the Institute By-laws shall ipso facto be a member Emeritus of this Chapter. All rights, interest, privileges, titles, liabilities and obligations, other than the payment of regular and supplemental dues, shall remain unchanged.

Section 2.3 Unassigned Members

- 2.3.1 Admission. The Executive Board, without action by the Institute, shall admit to unassigned membership in this Chapter any Institute member or associate member assigned to another chapter, provided such member applies for such membership in writing directly to the Executive Board in the manner prescribed by it.
- 2.3.2 Rights and Privileges. An unassigned member shall by subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not hold any office or directorship in this Chapter, vote at any of its meetings on matters described in Paragraph 4.3.4, nor represent its members as delegate or otherwise at any meeting of the Institute or AIA Ohio
- 2.3.3 Termination. An unassigned member shall remain a member of this Chapter until such membership in the Institute is terminated or until such member resigns in accordance with paragraph 2.1.8. The Executive Board may terminate unassigned membership in this Chapter for indebtedness.

Section 2.4 Affiliate Members

- 2.4.1 Admission. Every application for admission to affiliate membership in this Chapter shall be made to the Executive Board and shall be promptly acted upon by the Executive Board.

- 2.4.2 Transfers. Any affiliate in good standing who has a change of residence or place of business or employment from the territory of this Chapter to the territory of another chapter, may be transferred to the other chapter by the Executive Board; provided, that the applicant applies for the transfer in writing and that the Executive Board of this Chapter and of the other chapter mutually agree to the transfer. Under similar circumstance, affiliates transferred from other chapters may be admitted to this Chapter by the Executive Board without examination; provided, that each thereof files a written application for affiliate membership, as the case may be, and makes the payments required of an applicant.
- 2.4.3 Admission Fees. Every application for an affiliate membership shall pay such admission fee as may be set under the provisions of Article 7 of these Bylaws.
- 2.4.4 Termination. Affiliate memberships shall be terminated by the death or resignations of an affiliate; shall ipso facto be terminated by admission to or becoming eligible for Institute membership or associate membership, and may be suspended or terminated for unethical conduct as provided in Article 11 or for indebtedness as provided in Section 7.4. Student affiliates shall be automatically transferred to the professional affiliate classification by the Executive Board whenever they become eligible for that classification. No affiliate member may resign while not in good standing.
- 2.4.5 Professional Affiliates. Qualifications. The qualifications of Professional Affiliates are those stated in the Institute Bylaws, and these Bylaws. Professional Affiliates of this Chapter must have legal residence or principal place of business within the territory of this Chapter.

The Institute Bylaws have “Allied” membership for individuals and organizations. See a prepared chart of membership categories prepared separately from this document as reference to clarifying this aspect of these bylaws.

- 2.4.6 Professional Affiliates: Rights and Privileges. Professional affiliates in good standing:
- a. May serve as a member of any committee of this Chapter that does not perform any duty of the Executive Board.
 - b. May attend and speak but may not make motions nor vote at any meeting of the Chapter except on dues and assessment for professional affiliates;
 - c. Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter;
 - d. May not use the initials AIA nor the phrase The American Institute of Architects alone or otherwise, not the seal, symbol or insignia of this Chapter or the Institute; violation of this provision being deemed to the prima facie evidence of unethical.
- 2.4.7 Student Affiliates: Qualification. Student affiliates shall be undergraduate or post-graduate of architectural schools or secondary schools within the territory of this Chapter.
- 2.4.8 Student’s Affiliates: Rights and Privileges. Student affiliates in good standing:

- a. May serve as a member of any committee of this Chapter that does not perform any duty of Executive Board;
 - b. May serve as the Student Affiliate representative to the Executive Board as provided in Article 5;
 - c. May attend and speak but may not make motions nor vote at any meeting this Chapter on matters set forth in Paragraph 4.3.4.
 - d. Shall not be eligible to serve as an officer or director or the chair a committee of this chapter;
 - e. May use the “Student Affiliate Member of the Cleveland Chapter, AIA,” which title shall not be changed by further abbreviation, amplification or other wise, not shall the words “Affiliate Member” be printed in small type than the remainder of the titled, but may not use the initials AIA nor the phrase The American Institute of Architects alone or other wise except as prescribed above, nor the seal, symbol or insignia of this Chapter or AIA National; violation of this provision being deemed to the prima facie evidence of unethical conduct.
- 2.4.9 Honorary Affiliate Members: 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 honorary affiliate membership in it as an Honorary Affiliate member.
- 2.4.10 Honorary Affiliate Members: Nomination and Admission. A person eligible for honorary affiliate membership may be nominated therefor by and member of the Executive Board. 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 nomination. The Executive Board, at any of its regular meetings, after the nomination of a person for honorary affiliate membership, may admit such person as an honorary affiliate member. Not more than one honorary affiliate member shall be elected in any one calendar year.
- 2.4.11 Honorary Affiliate Members: Rights and Privileges. An honorary affiliate member of this Chapter:
- a. 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.
 - b. May attend, and on the invitation of the presiding officer, may speak and take part in the discussions, but may not make motion 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, nor serve on any of its committees except as advisor, unless otherwise determined by the Chapter President. Honorary Affiliate Members can with approval by the Chapter President co-chair committees or special task forces.
 - d. May use the title “Honorary Affiliate Member of the Cleveland Chapter, AIA”, which title shall not be changed by further abbreviation, amplification, or otherwise, nor shall the words “Honorary Affiliate Member” be printed in smaller size type than the remainder of the title, by may not use the initials 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 INSTITUTION ORGANIZATIONS

Section 3.1 the Institute

- 3.1.1 Delegates to Institute Meetings. The assigned member of this Chapter in good standing shall select the number of member delegates they are entitled to have represent them at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the

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 and as follows:

REVISED WORDING FROM MODEL COMPONENT BYLAWS

Institute Bylaws in the manner set forth below:

- a. Member delegates shall be appointed from among the assigned members of this Chapter by the Executive Board. If this Chapter neglects, fails or refuses to select any or all such delegates, or should any or 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.
 - b. Any section of this Chapter shall be entitled to select its own delegate to Institute meetings. The number of such delegates shall be appointed to each Section in direct proportion to its number of assigned members in good standing relative to the number of assigned members in good standing in the Chapter as a whole, rounded off to the nearest integer.
 - c. The President and President-Elect/Vice President of this Chapter shall ex officio be delegates to Institute Meetings, and their expenses of transportation, lodging, and a per diem cost of meals, as per policy established by the Executive Board, may be reimbursed by this Chapter, less any amount that may be reimbursed by the Institute.
- 3.1.2 Representation. This Chapter and its members shall be represented at meetings of the Institute as provided in the Institute Bylaws.
- 3.1.3 Nominations and Elections of Institute Directors. Nominations and elections of Regional Directors shall be held, in accordance with the Institute Bylaws, in the manner set forth below:
- a. The Regional Institute Director shall be elected by a regional convocation of delegates representing each Chapter within the Region, as set forth in the AIA Ohio's Bylaws.
- 3.1.4 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 or assigned members.

Section 3.2 State Organization (AIA Ohio)

- 3.2.1 Representation. This Chapter shall have representation in the AIA Ohio as provided in the AIA Ohio Bylaws.
- 3.2.2 Representatives (AIA Ohio Directors). An AIA Ohio Director shall be elected by the assigned members in good standing of this Chapter in the AIA Ohio. The AIA Ohio Director shall be elected from the assigned Institute members of this Chapter only. The First Vice President shall serve as the Alternate AIA Ohio Director.
- 3.2.3 Nominations and Elections. Separate Nominations and elections of the AIA Ohio Director shall be made at the same time and in the same manner as for the officers and directors of this Chapter.
- 3.2.4 Duties of AIA Ohio Director. The AIA Ohio Director of this Chapter shall act for and in its behalf in all matters that may properly come before the AIA Ohio, and shall carry AIA Cleveland state and regional issues forward on behalf of AIA Cleveland to AIA Ohio.
- 3.2.5 Term of AIA Ohio Director. The AIA Ohio Director shall serve for the term of three years, or until a successor is elected or appointed, unless removed from office under the provisions of Section 5.4. The AIA Ohio Director shall not serve two consecutive terms of office, except such conditions as provided for in the AIA Ohio Bylaws.
- 3.2.6 Duties of the Alternate AIA Ohio Director. The Alternate AIA Ohio Director shall serve in the absence of the AIA Ohio Director. Should the office of AIA Ohio Director become vacant, the Alternate AIA Ohio Director shall serve until a new AIA Ohio Director can be designated.
- 3.2.7 Term of Alternate AIA Ohio Director. The Alternate AIA Ohio Director duties shall be fulfilled by the First Vice President and therefore will serve for the term of one year.
- 3.2.8 Report. The Secretary shall furnish the AIA Ohio with such reports as may be required from time to time; shall, not less frequently than annually, furnish the Secretary of the AIA Ohio with the names and addresses of all officers, directors and members of this Chapter required to keep the AIA Ohio's records up-to-date and complete; and shall periodically report all resignations, suspensions, expulsions, or defaults of its members.
- 3.2.9 Delegation of Duties. The Executive Board may delegate to the AIA Ohio such of its duties as the AIA Ohio may provide for the Chapter's benefit, including but not necessarily limited to the collection of Chapter dues and assessments.

ARTICLE 4 MEETINGS

Section 4.1 Meetings

- 4.1.1 Annual Meeting. This Chapter shall hold an Annual Meeting of the membership in each calendar year for the purpose of transacting any business, which may properly come before the membership. The date and place of the Annual Meeting shall be determined by the Executive board.

- 4.1.2 Regular Meetings. In addition to the Annual Meeting, this Chapter shall hold not less than six regular meetings each year, at such dates and places as determined by the Executive Board or its duly designated committee(s) in charge of such meetings.
- 4.1.3 Special Meetings. A special meeting of this Chapter may be called by a meeting of this Chapter, or by the Executive Board or by a written petition to the Executive Board signed by not less than 25 percent of the total number of assigned 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 notices of the special meeting shall be transacted thereat, unless agreed upon by the majority of assigned members present same as those for an annual meeting.

Section 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 to every member, by mailing it to the 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 ten 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 (10%) of the total number of the assigned members of this Chapter.
- 4.2.3 Minutes of Meeting. Written minutes of every meeting of this Chapter in which any business is transacted, recording the matters before the meeting and every action taken thereat, shall be kept by Secretary in the Book of Minutes of this Chapter. Minutes shall be approved at the subsequent Executive Board meeting, signed by the Secretary and the President and filed in the Book of Minutes.

Section 4.3 Decisions at Meeting: 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 law or by these Bylaws.
- 4.3.2 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 shall so request.
- 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 4.5.3.
- 4.3.4 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters:
- a. Amendments these Bylaws relating to assigned members;
 - b. Matters so designated elsewhere in these Bylaws;
 - c. Elections of Chapter officers and directors, and AIA Ohio Directors and delegates to meetings of the Institute;

- d. Instructions to delegate;
- e. Other matters relating to the government, meetings, affiliation, budget and finances of the Institute and this Chapter;
- f. All other matters so ruled by a Committee Chair, or the Executive Board, such rulings being reversible only by a two-thirds vote of the assigned members present and voting at the meeting.

Section 4.4 Election of Officers and Directors

- 4.4.1 Nominations. The nominating Committee, as provided in Article 9, shall prepare a single slate of candidates for the office of Vice President/President Elect, Secretary or Treasurer and or directorships as they become vacant. The committee shall present its slate to the members in the issue of this Chapter's official publication preceding the official Chapter annual business meeting and at the subsequent regular Chapter meeting, thereby designated as the Chapter annual business meeting.
- a. Additional nominations for any office and directorship may be made by petition addressed to the Secretary and signed by any five assigned members in good standing at least five business days prior to the Annual Chapter Business regular meeting.
- 4.4.2 Voting; When Required. If a nominee should withdraw his name as a candidate so that there is only one nominee for any office, directorship, or AIA Ohio Directorship, the Secretary shall cast a unanimous ballot for the said nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each position shall be placed by the Secretary upon a letter ballot, mailed within ten days after the deadline for receipt of petitions, to each assigned member in good standing for voting thereof.

Section 4.5 Balloting Procedures

- 4.5.1 Mail Ballots – Elections. If there is a slate of multiple candidates or additional nominations, pursuant to article 4.4.1.a., paper ballots identifying offices and candidates shall be mailed with a return envelope to each assigned Member within 14 day of the meeting at which nominees were presented to the membership. Each member shall mark their ballot, enclose it within the provided return envelope and deliver same to the Secretary by hand or mail prior to the date and time set by the President, which shall not be less than 30 days after the meeting at which the slate of nominees was presented, and which may coincide with the Annual Meeting or next Chapter meeting. At the slated time the Secretary shall open all ballots submitted, shall void all ballots not submitted in accordance with the above provisions and shall transmit the ballots to the tellers.
- 4.5.2 Tellers. Balloting shall be the charge of three tellers appointed by the President, who shall be assigned members qualified to vote, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.
- 4.5.3 Other Mail Ballots. Any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot of the members of this chapter, provided that the matter voted on have been introduced and discussed at a regular or special meeting of this Chapter.

- 4.5.4 Results. The President shall announce to the meeting and to all members via the Chapter's official publication the results of all balloting, and shall declare all elections.
- 4.5.5 Election. The nominee for an office, directorship or AIA Ohio Directorship who receives a plurality of the ballots cast for the office, directorship or AIA Ohio directorship shall be elected thereto.
- 4.5.6 Tie Votes. In the event of a tie vote, the list of nominees for each office, directorship or AIA Ohio 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.
- a. The run-off election shall be held by secret ballot by the voting members present at the meeting held on the election date. Should there be no such meeting, the run-off election shall be held by mail ballot.

ARTICLE 5 THE EXECUTIVE BOARD

Section 5.1 Membership of the Executive Board

- 5.1.1 Membership. The Executive Board shall consist of: The five officers (President, President Elect/Vice President, First Vice President, Secretary, Treasurer), the Immediate Past President, the Section Presidents, the AIA Ohio Director, the Chapter Directors, the Associate Member Director and, as a non-voting member, the Chapter Executive. In addition at the pleasure of the Executive Board, the following persons may be seated as non-voting member: a Student Affiliate Representative, the KSU Liaison, and a Chapter Advisor.
- 5.1.2 AIA Ohio Director and Alternate AIA Ohio Director. The qualifications, duties and terms of office of the AIA Ohio Director and Alternate AIA Ohio Director shall be set forth in Section 3.2.
- 5.1.3 Chapter Directors. There shall be Chapter Directors, who shall be assigned Institute Members or Associate Member. Directors positions will be as designated by the Executive Board. A minimum of two Directors shall exist at all times.
- 5.1.4 Associate Member Director. There shall be one Associate Member Director on the Executive Board who shall be an assigned Associate Member.
- 5.1.5 Student Affiliate Representative. If there are at least six Student Affiliate Members of this Chapter, and if the Executive Board shall vote affirmatively to fill the position, there shall be one Student Affiliate Representative on the Executive Board, nominated and elected by the Student Affiliate Members of this Chapter.
- a. The Executive Board may vote not to fill the position of Student Affiliate Representative for the coming term of office at any time prior to the acceptance of the Nominating committee's slate of nominees for the coming term.
- 5.1.6 Chapter Advisor. If the Executive Board shall vote affirmatively to fill the position, there shall be one Chapter Advisor on the Executive Board who shall be elected by the Executive Board.
- a. The Chapter Advisor shall be an assigned Institute Member or Member Emeritus, who, by reason of his wisdom and experience and the high esteem in which he is held by the

membership, can advise and counsel the Executive Board and this Chapter in their activities, deliberations and actions.

- b. The Chapter Advisor shall serve at the pleasure of the Executive Board and may be replaced or the position may leave unfilled at the discretion of the Executive Board.

5.1.7 Concurrent Offices Prohibited. No member of the Executive Board, except for Section Presidents, shall hold any concurrent office in any Section during their term of office on the Executive Board.

5.1.8 Membership in Good Standing Required. No members of the Executive Board shall sit on said Board if and while said member is not in good standing. Should any member remain not in good standing for more than three consecutive meetings of the Executive Board, his seat shall be automatically declared vacant and filled as provided in Section 5.3.

Section 5.2. Authority of Executive Board

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 Board, which shall exercise all authority, rights and powers granted to it by the laws of the State of Ohio, Articles of Incorporation, and by these Bylaws.

5.2.2 Custodianship. The Executive Board shall be and act as the custodian of the properties and interest 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 Executive Board shall do all things required and permitted by these Bylaws and is not contrary to law to forward the objects of this Chapter.

5.2.3 Delegation of Authority. Neither the Executive nor any of its members 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.

Section 5.3 Terms of Office

5.3.1 Calendar Year Basis. All terms of office for members of the Executive Board shall be on a calendar year basis – January 1 through December 31.

5.3.2 Officers. The terms of office for all officers shall be one year set forth below.

- a. The President shall serve only one term of one year and shall ascend automatically from the office of President Elect/Vice President.
- b. The President Elect/Vice President shall serve only one term of one year, and shall ascend automatically to the office of the President.
- c. The First Vice President shall serve only one term of one year and shall ascend automatically to office of President Elect/Vice President.
- d. The Secretary, whose term shall be for two years, shall not serve more than two terms. The Secretary's term of office shall expire on even-numbered years.

- e. The Treasurer, whose term shall be for two years, shall not serve more than two terms. The Treasurer's term of office shall expire on odd-numbered years.
 - f. No person shall serve more than a total of four consecutive years in any combination of the office of Secretary and Treasurer.
 - g. The President shall serve as the Immediate Past President the year immediately subsequent to the one year term of President.
- 5.3.3 Section Presidents. The term of office for Section President shall be as established in each Section's Bylaws.
- 5.3.4 Chapter Directors. The term of office for Chapter Directors shall be two years, so arranged that the term of office on only one half of the quantity of directorships shall expire in any one year. No person shall serve more than two consecutive terms as Chapter Director.
- 5.3.5 Associate Member director. The term of office for Associate Member Director shall be two years; said person shall serve not more than two terms.
- 5.3.6 Student Affiliate. The term of office for a Student Affiliate shall be one year.
- 5.3.7 Chapter Advisor. The term of office for Chapter Advisor shall be set at the pleasure of the Executive Board.
- 5.3.8 Each member shall serve until his successor has qualified unless removed from membership in the Executive Board under Section 5.4.
- 5.3.9 Vacancies. If a vacancy occurs in the membership of the Executive Board other than on account of the regular expiration of a term of office, as per these Bylaws the Nominating Committee shall recommend to the Executive Board persons to fill the vacancies for the unexpired term of offices as may occur.

Section 5.4 Removal of Officers, Directors or Society Directors

- 5.4.1 If there is not more than one vote of the entire voting membership of the Executive Board to contrary, the Executive Board, by secret ballot, may remove any officer, director or AIA Ohio director of this Chapter for refusal, neglect or failure to perform the duties of the office or instructions of the Executive Board deemed to have injured this chapter. The Executive Board shall offer the opportunity to such officers, directors, or AIA Ohio Directors to be heard on their

FROM THE MODEL BYLAWS:

"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 Executive Board when there is a quorum of not less than a majority at the meeting at which the vote is taken.

own behalf, but its action shall be final and conclusive and without recourse. The vacancy thus created shall be filled as provided in these Bylaws.

Section 5.5 Meetings of the Executive Board

E-COMMUNICATIONS IF TO BE CONSIDERED SHOULD BE INCORPORATED HERE; AS WELL AS WRITTEN COMMUNICATIONS HARD COPY

- 5.5.1 Meeting Required. The Executive Board must actually meet in a regular or special meeting in order to transact business.
- 5.5.2 Regular Meeting of the Executive Board. The Executive Board shall hold a regular meeting not less than seven times a year at the time and place last determined by it.
- 5.5.3 Special Meetings. A special meeting of the Executive Board shall be held if requested in writing by a majority (OR 1/3 or 2/3) of the members of the Executive 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 thereat, and only the business stated in the call and notice shall be transacted at the special meetings.
- 5.5.4 Office Pro Tem. In the absence of the President the President Elect/Vice President, the First Vice President, the Secretary or the Treasurer, the Executive Board 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.

Section 5.6 Notices and Call of Meetings.

- 5.6.1 Notice Required. Every call or notice of a regular or special meeting of the Executive Board shall be sent not less than seven days before the date fixed for the meeting. EMAIL ???
- 5.6.2 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 seventy-five percent of the members of the Executive Board.
- 5.6.3 Irregularity in or Failure of Notice. Any irregularity in or failure of notice of a regular meeting of Executive board shall not invalidate the meeting or any action taken thereat.

Section 5.7 Quorum at Meetings; Decisions; Minutes

- 5.7.1 Quorum. A majority of voting members of the Executive Board 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.
- 5.7.2 Decisions of the Executive Board. Every decision of the Executive Board shall be a concurring majority vote of those present, unless otherwise required by these Bylaws or by law.
- 5.7.3 Minutes. Written minutes of every meeting of the Executive Board, 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. Minutes shall be approved at the next sequential Executive Board meeting. Minutes shall be reported to the Institute and or AIA Ohio upon request of either entity by the Secretary.

Section 5.8 Reports of the Executive Board

- 5.8.1 Reports to Members. The Executive Board shall render full reports in writing, not less than annually, to the members of this Chapter of the condition, interest, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper. Publication of said reports in the Chapter's official publication shall fulfill this obligation.

ARTICLE 6 OFFICERS

Section 6.1 Officers

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

Section 6.2 The President

- 6.2.1 Duties. The President shall exercise general supervision over the affairs of the Chapter, except such thereof as are placed by these Bylaws or by the Executive Board under the administration and supervision of the Secretary and/or Treasurer, and shall preside at meetings of this Chapter and of the Executive Board; 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; appoint with the concurrence of the Executive Board all committees, committee chairs, and task forces; and shall perform all other duties usual and incidental to the office.
- 6.2.2 Authority. The President shall act a spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless other wise delegated by the President of Executive Board. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Executive Board.

Section 6.3 President Elect/Vice President and First Vice President

6.3.1 Duties:

- a. The President Elect/Vice President shall possess all the powers and perform all of 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 duties as are properly assigned by the Executive Board or the President.
 - b. The First Vice President shall possess all the powers and perform all of the duties of the President in the event of the absence of both the President and President Elect/Vice President or of their disability, refusal, or failure to act and shall perform said duties as are properly assigned the by Executive Board or the President.
- 6.3.2 Succession. The President Elect/Vice President shall succeed to the office of President upon expiration of the term of office of the President. The First Vice President shall succeed to the office of President Elect/Vice President upon expiration of the term of office of the President Elect/Vice President.

Section 6.4 The Secretary

- 6.4.1 Duties. The Secretary shall act as the recording and corresponding secretary for meetings of this Chapter and of the Executive Board; have custody of and shall safeguard and keep in good order all property of this chapter, except property this 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 minutes of meetings and reports of the Executive Board and this Chapter; in collaboration with the President have charge of all matters pertaining to the meeting of this Chapter; and shall perform all other duties usual and incidental to the office.
- 6.4.2 Reports. The Secretary shall provide upon request of either the Institute or AIA Ohio, 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 records of those organizations up-to-date and complete.
- 6.4.3 Delegation and Authority. The Secretary may delegate to the Executive staff of this Chapter the actual performances of any of 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.

Section 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 periodic written reports, not less than quarterly, to regular meetings of the Executive 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 recommendation on matters relating to the finances and general welfare of this Chapter.
- 6.5.3 Delegation and 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 the Executive staff of 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 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. The Executive Board shall determine at each transition of Treasurer the necessity of audit or review of the Chapter financial records.

6.5.5 Liability. The Treasurer shall not be personally liable for any loss of money for 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.

6.5.6 Fidelity Bond. No fidelity bond shall be required of the Treasurer, unless voted otherwise by the Executive Board. Should such bond required, its sum shall be fixed by the Executive Board, not to exceed the total receipts of the Chapter for the previous year.

Section 6.6 Order of Succession of Officers

6.6.1 In the event that the president, president elect and first vice-president shall be all absent or unable, refuse or fail to act, then the secretary and treasurer in that order, shall perform as may be required, the duties of any or all of those offices.

ARTICLE 7 DUES, FEES, ASSESSMENTS AND FINANCES

Section 7.1 Annual dues

7.1.1 Amount of Annual Dues and Admission Fees. The Executive Board, by the concurring vote or not less than two-thirds of its entire voting membership, shall fix, prior to November 1st, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees, if any, required of affiliate members.

7.1.2 Period of Annual Dues. Dues shall be due and payable to this Chapter at the first day of each fiscal year. (National dues due 15 January of each year)

7.1.3 Allocation of First Annual Dues. If an assigned or affiliate member is admitted at any time during the first quarter of a fiscal year, the Treasurer shall allocate the entire annual dues as dues for the year of the admission; if such a member is admitted during the second or third quarter of the fiscal year of the admission, The Treasurer shall allocate an amount equal to two-thirds of the prepaid annual dues as dues for the year of the admission and the remainder as succeeding fiscal year; and if the member is admitted during the last quarter of the fiscal year, the Treasurer shall allocate an amount equal to one-third of the prepaid dues as the dues for the year of the admission and the remainder as a prepaid installment of the annual dues for the succeeding fiscal year.

7.1.4 Individual Exemption from 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.

- a. The Executive Board may levy an annual fee on exempted members who wish to receive distribution of Chapter mailings to help defray the cost of such mailings. If such a fee is levied in any year exempted members who do not wish to receive Chapter mailings need not pay such fees and will be removed from the mailing list.

7.1.5 General Remission of Annual Dues and Admission Fees. The Executive Board, by the concurring vote of not less than two-thirds of its entire voting membership, may remit for any

fiscal year any part or all of the annual dues required to be paid by any class of member, or any part of the admission fee required to be paid by affiliate members

- 7.1.6 Individual Remission of Annual Dues. The Executive board by the concurring vote of not less than two-thirds of its entire voting membership, 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 retroactive, provided said member has made a written request to the Executive Board for such remission.

Section 7.2 Assessments

- 7.2.1 Authority. This Chapter, by the concurring vote of the total number of the assigned Institute members present at a meeting, may levy an assessment on its assigned members and by the concurring vote of the total number of its assigned members may levy an assessment on its associate members and or its allied or affiliate members. Any assessment shall be alike and equal for all members of each membership categories, but may be different for different membership categories.
- 7.2.2 Notice of Assessment. Notice of the intention to levy, renew or increase an assessment stating the amount of, the duration of, and the reasons and necessity for the assessment, when it shall be payable, and the time within 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.
- 7.2.3 Increase of Assessment. The Executive Board, by the concurring vote not less two-thirds of its entire voting membership, may increase the amount of any existing assessment levied for a period if more than one year after the first year, up to maximum limit of fifty percent (50%) of the total assessment. (consider percent of membership maximum annual increase ???)

Section 7.3 Default of Annual Dues and Assessments

- 7.3.1 Due Date for Annual Dues. Every member who has not paid the entire amount of the required annual dues for the then current fiscal year on or before March 31st shall be in default for unpaid amount, or as otherwise allowed by amended policy of the Institute.
- 7.3.2 Due date for 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.
- 7.3.3 Notice of Default to Member. Every member who is in default to this Chapter shall be given thirty-day notice in writing of impending termination because of said default.
- 7.3.4 Notice of Default to the Institute. At the end of the first three months period of each fiscal year, at the end of each fiscal year, and at such other times as the Institute requests, the Secretary of this Chapter shall send to the Institute Secretary a list of all assigned members in default to this Chapter, with the amount of each default. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.
- 7.3.5 Limitation of Privileges while in Default. The Executive Board shall have the right to limit the participation in the privileges of Chapter membership of all members while in default

Section 7.4 Termination or Suspension for Default of Dues or Assessments

- 7.4.1 Assigned Members. If an assigned member is in default to this Chapter for nonpayment of dues and assessments at the end of the fiscal year, the Secretary or the Executive Board shall so advise the Institute Secretary, and request termination of the membership.
- 7.4.2 Unassigned Members and Affiliates. If an unassigned member or affiliate member is in default to this Chapter for non-payment of dues and assessments at the end of the fiscal year, 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 thirty 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.
- 7.4.3 Reinstatement Penalty. Any member of this Chapter who has been terminated by the Institute or the Chapter shall, upon reinstatement, pay a reinstatement penalty of \$10.00 to this Chapter.

Section 7.5 Finances

- 7.5.1 Budgets and Appropriations. Prior to November 1st of every year, the Executive Board, by the concurring vote of not less than two-thirds of its total voting membership, shall adopt an annual budget for the coming fiscal year showing in detail the anticipated income and expenditures in accordance with the budget, and authorize the Treasurer to pay the authorized expenditures when due. (At the November regular Executive Board meeting ???)

MODEL BYLAWS HAVE AN "EXPENDITURE LIMITATION", TWO PARAGRAPHS IN THE FINANCE SECTION, ONE IS GENERAL, THE OTHER IS EXECUTIVE COMMITTEE. ??? SEE MODEL BYLAWS 7.02 Expenditure Limitations, 7.021 and 7.022.
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- 7.5.2 Vouchers and Checks. Every expenditure of money shall be evidenced by voucher or other instrument signed by the Treasurer. All checks shall be signed by two officers.
- 7.5.3 Audits. Whenever a new Treasurer is elected, and whenever the Executive Board shall appropriate necessary funds, the books of the Treasurer and the rolls of this Chapter shall be audited or reviewed, as determined by the Executive Board, by certified public accountant employed by the Executive Board.
- 7.5.4 Fiscal Year. The Fiscal year of this Chapter shall be January 1 to December 31.

ARTICLE 8 PROPERTY, RIGHTS AND PRIVILEGES

- 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, but shall not execute any chattel mortgage.
- 8.1.2 Gifts. Only the Executive 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 if it will not promote the objects and purposes of this Chapter, or if it and its administrations will place an undue financial or other burden on this Chapter.

Section 8.2 Dividends Prohibited

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

Section 8.3 Institute and Society Property Interests

8.3.1 This Chapter shall not have any title to or interest in any property of the Institute of the AIA Ohio, nor be liable for any debt or other pecuniary obligation of the Institute or the AIA Ohio. The Institute and AIA Ohio shall not have any title to or interest in the property of this Chapter, and neither the Institute nor AIA Ohio shall be liable for any debt or other obligation of this Chapter.

Section 8.4 Suspension of Interest, Rights and Privileges; Good Standing Defined

8.4.1 A member is not in good standing in this Chapter while under charges of unethical 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, AIA Ohio or the Institute. Immediately upon the suspension of a member, the member's rights in this Chapter, AIA Ohio and the Institute are withdrawn until the member is restored in good standing, except that periodical publications and other regular mailings may be continued if dues are paid.

ARTICLE 9 COMMITTEES, TASK FORCES AND COMMISSION

Section 9.1 Committees – General

9.1.1 Composition. The committees, their membership, terms of office and duties shall be as determined by the Executive Board, except where proscribed in these Bylaws. With the approval of the Executive Board, committees may form subcommittees and take on an additional duties related to their purpose, but the Executive Board may assign additional duties to any committees at any time.

9.1.2 Committee Members. The chair of every committee shall be approved by the President.

9.1.3 Reports. Every committee shall make periodic reports to the Executive Board at the close of its work and at such other times as the Executive Board directs.

Section 9.2 Nominating Committee

9.2.1 Duties. The Nominating Committee shall perform the following duties:

- a. Select a single slate of candidates for the office of Vice President/President Elect, First Vice President, Secretary, Treasurer and slate of all candidates for directorships.
- b. Select a candidate to fill any vacancy in an unexpired term of office of the Executive Board.
- c. Recommend to the Executive Board Chapter members qualified to be nominated for Institute or AIA Ohio Offices, Regional Director, Institute fellowship and honors, and AIA Ohio honors.
- d. Recommend to the Executive Board persons qualified to be nominated for honorary affiliate membership.

9.2.2 Committees Members. The president-elect shall serve as Chairman and the President shall serve as a voting member. The president shall appoint three additional voting members, including an assigned Associate Member and two additional assigned Chapter Members at large, to be approved by the Executive Board at the January meeting. The Chapter Executive shall sit as a non-voting member.

- a. Should any Nominating Committee member resign his membership in the Committee, or decline to serve his term of office, the Executive Board shall elect a replacement for the unexpired term of office.

9.2.3 Terms of Office. The Nominating Committee shall serve for the calendar year.

Section 9.3 Task Force

The President or the Executive Board may appoint Task Forces for special studies and to make recommendations to the Executive Board. At the completion of its work the Task Force shall be disbanded.

Section 9.4 Commissions

9.4.1 Right to Establish Commissions. The Executive Board may establish commissions to act as supervisory and liaison agents of the Executive Board for the committees and task forces of this chapter.

9.4.2 Composition. The number of Commissioners and their duties shall be as determined by the President. Commissioners shall report directly to the President and the Executive Board

9.4.3 Terms of Office. Commissioners shall serve at the pleasure of the President.

ARTICLE 10 CHAPTER SECTIONS

Section 10.1 Organization and Powers

10.1.1 Territory. This Chapter may function in local areas within its territory through the formation of one or more Sections, if approved by the Institute Board. This Chapter shall define the territory of each Section.

10.1.2 Names of Sections. Each Section shall adopt a name which shall begin with the name of the area served by the Sections, and which shall close with the phrase "A Section of AIA Cleveland", the name shall be subject to the approval of the Executive Board.

10.1.3 Objects and Powers. The objects and powers of Sections shall be identical with those of this Chapter, and begin with name of the areas served by the Section. No act of any Section shall directly or indirectly nullify or contravene any act or policy of this Chapter, AIA Ohio, or the Institute, nor shall this Chapter be held liable for any act by any Section which violates this provision.

Section 10.2 Section Bylaws

10.2.1 The Bylaws Applicable. Each Section shall be bound by these Bylaws. A Section may, notwithstanding, adopt their own Bylaws to serve its needs; such Bylaws shall be consistent with, and shall not nullify or contravene these Bylaws or the Bylaws of the Institute and AIA Ohio. Section Bylaws or and any amendments thereto, shall be subject to the approval of the Executive Board and the Institute.

Section 10.3 Membership

10.3.1 Composition. Membership in a Section shall be composed of assigned and affiliate Chapter members who have their place of business or are employed within the territory of the Section and who request to the Secretary of the Chapter assignment to this Section.

10.3.2 Obligations and Rights of Members. Membership in a Section shall not relieve any member of any obligations or duties, including the obligations of annual dues and assessments, or membership in this Chapter, nor shall it cause any member to forfeit any rights and privileges of membership in this Chapter, except as outlined in Section 7.3.

10.3.3 Good Standing Required. A Section member shall not be in good standing in this Chapter while in good standing in the Section, and conversely, shall not be in good standing in the Section while not in good standing in this Chapter, AIA Ohio or the Institute.

Section 10.4. Dues, Fees, Assessments and Finances

10.4.1 Dues and Assessments. Each Section may levy and collect annual dues and assessments from its membership as provided by its Bylaws.

10.4.2 Admission Fees. No Section shall charge a fee for admission to membership in the Section.

10.4.3 Finances. Each Section shall conduct its financial affairs in accordance with Section 7.5 of these Bylaws.

Section 10.5 Delinquency and Dissolution

10.5.1 Delinquency. Should the governing board of any Section fail to hold an annual election of officers and members of the governing board, or fail to fill all vacancies in the prescribed functions on a Section, the Executive Board may, after notifying the governing board of its delinquency and allowing it not more than sixty days to correct the delinquency, notify each Section member in writing of the delinquency, notify each Section member in writing of the delinquency and invite a reorganization of the Section.

10.5.2 Dissolution of Sections. Should any Section delinquency not be corrected, or should the membership in a Section fall below that which its governing board or the Executive Board determines to be the minimum required membership, or should the Section governing board or the Section membership so determine, the Section may be dissolved by either of the following procedures;

- a. The Section governing board may make a written request, or the Section membership may take a written petition, signed by a majority of its members, to the Executive Board for dissolution, and if the Executive Board so votes, the Section shall be dissolved.

- b. The Executive Board may give written notice to the Section membership of its intention to dissolve the Section, including as part of the notice a date and time set for a hearing on the matter at a duly called regular or special meeting of the Executive Board. At the conclusion of the hearing, the Executive Boards, by the concurring vote of not less than two-thirds of its voting members present, may dissolve the Section.

ARTICLE 11. PROFESSIONAL CONDUCT

Section 11.1 Ethical Principles

- 11.1.1 Institute Principles. The Ethical Principles of the Institute shall apply to the professional activities of the members of the Chapter, any every interpretation made by the Institute Board of Directors shall be deemed to be the interpretation of this Chapter.
- 11.1.2 Chapter Amendments Prohibited. No amendment or interpretation of the Ethical Principles of the Institutes shall be made by this Chapter.

ARTICLE 12. AFFILIATIONS AND ENDORSEMENTS

Section 12.1 Affiliations with Other Organizations

- 12.1.1 This Chapter shall not form nor enter into any affiliations with any individual, but it 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 affiliations.

Section 12.2 Conditions of Affiliation

- 12.2.1 Authorization. Every affiliation must be authorized by the Executive Board and shall be subject to such terms and conditions as fixed by or agreed to by the Executive Board.
- 12.2.2 Termination. Any affiliation my be terminated by the Executive Board, but the Executive Board must give notice in writing to the affiliated organization of its intention to cancel and give it an opportunity to be heard in the matter, and a like provision pertaining to cancellation by the affiliated organization must be included in any agreement of affiliation.

Section 12.3 Endorsements Prohibited

- 12.3.1 Neither this Chapter, nor the Executive Board, any Chapter Section or Committee, nor any of its officers, directors, or committee members, in any official capacity as such, shall make endorsements or recommendations, directly or indirectly, of a political party, or of a nominee for elective office, or of a commercial material or object.

ARTICLE 13. GENERAL PROVISIONS

Section 13.1 Executive Office

13.1.1 The executive offices of this Chapter shall be located within the Central Business District of Cleveland, Ohio, at such location as selected by the Executive Board.

Section 13.2 Chapter Executive and Staff

13.2.1 The Chapter Executive. Under its power and duties, the Executive Board may employ a Chapter Executive to as an administrator of this Chapter. The Chapter Executive shall be responsible solely to the Executive Board and shall perform such duties as may be delegated by them.

13.2.2 Assistants to the Chapter Executive. The Executive Board may employ assistants to the Chapter Executive to perform such duties as may be assigned to them by the Executive Board and by the Chapter Executive. Such assistants shall be responsible to the Chapter Executive for the performance of their duties.

13.2.3 The duties, compensation and benefits of the Chapter Executive and any assistants shall be established and reviewed at least annually by the Past President, President and President Elect/Vice President

Section 13.3 Records Open to Members

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

Section 13.4 Parliamentary Authority

13.4.1 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 Board and the Chapter committees in all cases in which the said Rules for Order are applicable and are not inconsistent or in conflict with the law, these Bylaws, or the rules and regulations adopted by this Chapter or the by the Executive Board.

Section 13.5 Counsel

13.5.1 The Executive Board shall obtain the written opinion of counsel on all procedures relating to unethical conducts concerning every disciplinary case wherein the action of the Executive Board may result in the expulsion of any affiliate member, concerning all agreements, concerning any amendments to these Bylaws, and concerning the dismissal of any employee, before any such actions take effect

Section 13.6 Liability

13.6.1 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 debt, obligations or liabilities.

Section 13.7 Indemnifications and Insurance

- 13.7.1 Third Party Actions. The Chapter shall indemnify any person who was or is a party or is threatened to be made a part to any threatened, pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, including all appeals (other than an action, suit, or proceeding by or in the right of the Chapter) by reason of the fact that he or she is or was a member of the Executive Board, officer, or employee of the Chapter, against expenses (including attorneys' fees), judgements, decrees, fines penalties, incurred by him or her in connection with such action, suit, or proceeding, if said person acted in good faith not opposed to the best interest of the Chapter and, with reasonable cause to believe his or her conduct was unlawful the termination of any action, suite, or proceedings by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Chapter and, with respect to any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.
- 13.7.2 Derivative Actions. The Chapter shall indemnify and person who was or is a party or is threatened to be made a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Chapter to procure a judgment in its favor by reason of the fact that he or she was a member of the Executive Board, officer, or employee of the Chapter against expenses (including attorney's fees) actually and reasonably incurred by said person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in manner he or she reasonably believed to be in or not opposed to the best interests of the Chapter, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been finally adjudged to be liable for negligence or misconduct in the performance of his duty to the Chapter unless and only to the extent that action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the Court of Common Pleas or such other court shall deem proper.
- 13.7.3 Right After Successful Defense. To the extent that a member of the Executive Board, officer, or employee has been successful on the merits or otherwise in defense of any action, suit, or proceedings referred to in Section 13.7. 1 or 13.7.2, or in defense of any claim, issue, or matter therein, that person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.
- 13.7.4 Other Determination of Rights. Except in a situation governed by Section 13.7.3, any indemnification under Section 13.7.1 or 13.7.2, (unless ordered by a court) shall be made by the Chapter only as authorized in the specific case upon determination that indemnification of the member of the Executive Board, officer or employee is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 13.7.1 or 13.7.2. Such determination shall be made (a) by a majority vote of the Executive Board acting at meeting at which a quorum consisting of members of the Executive Board who were not parties to such action, suit, or proceeding is present, or (b) if such a quorum is not obtainable (or even in obtainable), and a majority of disinterested members of the Executive Board so directs, by independent legal counsel (compensated by the Chapter) in a written opinion, or (c) by the affirmative vote at a meeting held for such purposes at which a quorum consisting of Assigned Members who were not parties to such action, suit, or proceeding is present.
- 13.7.5 Advance of Expenses. Expenses of each person indemnified hereunder, incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals),

or threat thereof, may be paid by the Chapter in advance of the final disposition of such action, suit, or proceeding as authorized by the Executive Board, whether a disinterested quorum exist or not, upon receipt of an undertaking by or on behalf of the director, officer, or employee to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the Chapter.

13.7.6 Non-Exclusivity; Heir. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles of Incorporation, these Bylaws, any agreement, vote of the Members, any insurance purchased by the Chapter, or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or employee and shall insure to the benefit of the heirs, executors, and administrators of such a person

13.7.7 Purchase of Insurance. The Chapter may purchase and maintain insurance on behalf of any person who is or was a member of the Executive Board, officer, or employee of the Chapter, against any liability asserted against and incurred by said person in any such capacity, or arising out of his or her status as such, whether or not the Chapter would have the power to indemnify said person against such liability under the provisions of this Article or of the Ohio Non-Profit Corporation Law.

Section 13.8 Publications

13.8.1 The Executive Board may prepare, edit, publish, print, sell or otherwise distribute any document, book data, information or other literature concerning any matter that will tend to promote the objects of this Chapter. The publication of official chapter notices in the Chapter Newsletter or other official bulletin of communication with Chapter members shall satisfy the requirements of law and of these Bylaws regarding publication, provided that the Chapter Newsletter or other official bulletin of communication to be mailed on a date which meets the requirements specified by law or in these Bylaws.

Section 13.9 Awards of Honor

13.9.1 This Chapter, from time to time as funds or other means become available therefor 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 in behalf of this Chapter by the concurring vote of all or of all but one of the Executive Board, after due consideration of the nominees and their work. The token of each award shall be in the form of a medal, and engrossed certificate, determine the deed of gift shall fix.

Section 13.10 Student Chapters

13.10.1 This Chapter may establish and sponsor student chapters in Schools of Architecture located within the territory of the Chapter under the conditions established by the Institute.

ARTICLE 14. AMENDMENTS

Section 14.1 Amendments at Meetings of this Chapter

- 14.1.1 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 is sent to every member eligible to vote on the amendment not less than thirty days prior to the date of the meeting at which the proposed amendment is to be considered.
- 14.1.2 By-laws 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 the Bylaws relating to such assigned members.
- 14.1.3 Other Bylaw Provisions. It shall require a vote of not less the two-thirds of the assigned members of this Chapter who are present at the meeting to amend other provisions of these Bylaws.

Section 14.1 Amendments by the Executive Board

- 14.2.1 Conformity with Institute Bylaws. The Executive Board, without action of a meeting of this Chapter, shall amend any these Bylaws as may be necessary for conformity with the Institute Bylaws. The 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.
- 14.2.2 Delegation of Authority. The Executive Board shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a vote of the members of the Chapter eligible to vote thereon, in attendance at a meeting of this Chapter, provided a notice of proposed delegation of power and the reason therefore is provided to membership not less than thirty day prior to the meeting.