

AIA ORANGE COUNTY

A Chapter of the American Institute of Architects
Bylaws – 2017 Edition
Member Required Revisions

In the year 2017 and under the direction of
Deb Sands, AIA, Secretary of AIA Orange County,
the Bylaws were modified for conformance with National AIA Bylaws
and put to a member vote for acceptance.

The following represents actions taken:

- 1) Made revisions to punctuation, grammar and spelling throughout, not related to policy.
- 2) Had Bylaws reviewed by AIA National Counsel for compliance to National Bylaws.
- 3) Made changes suggested by National AIA not required for a member vote to align with Institute Bylaws.
- 4) Put forth additional changes required for a vote by the members.

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THE AMERICAN INSTITUTE OF ARCHITECTS, ORANGE COUTNY
CHAPTER BYLAWS

ARTICLE 1. ORGANIZATION, COMPOSITION AND GENERAL POWERS

1.2.1 **Objects.** The objects of This Chapter shall be to promote and forward the objects of the American Institute of Architects

ARTICLE 2. MEMBERSHIP

2.1 **Members: General Provisions**

2.1.1 **Classes of Membership.** The members of This Chapter shall consist of the Architect members and Associate 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 2.3, and of the Allied, and Honorary Members it may admit as provided in Paragraphs 2.4 and 2.5.

2.1.2 **Definitions.** In these Bylaws, Architect members and Associate members who have been assigned to membership in This Chapter are referred to as "assigned members." The term "unassigned member" shall refer to Architect members and Associate members who have not been assigned to This Chapter by the Institute. The term "Allied" shall refer to Allied and Honorary Members. The term "member" if not otherwise qualified, shall refer to all classes of membership in This Chapter. The term "good standing" if not otherwise qualified, shall apply to members who are neither in default to, nor under suspension by This Chapter or the Institute.

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 **Nonresident Status.** Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of The Chapter and not in the territory of another chapter. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that The Chapter may lower dues and/or assessments for such members as provided in Article 7.

2.1.5 **Enrollment of Members.** Every member assigned to or admitted by This Chapter shall be duly notified to that effect by This Chapter, and shall be enrolled by the Secretary as a member of This Chapter 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 Assessment.** 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 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.

2.2 **Assigned Members**

2.2.1 **Action on Applications.** Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Executive Director shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

2.2.2 **Transfers.** The Board of Directors shall not delay or impede the transfer of any assigned member of This Chapter who has applied for admission to another chapter of the Institute, as long as their transfer complies with Institute Bylaws.

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

2.2.4 Termination. Each assigned member of This Chapter shall remain a member of it until such membership in the Institute is terminated or the member 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.

2.2.5 Institute Members; Qualifications:

.1 Any architect holding a valid license to practice architecture in the United States of America, and whose residence or principal place of business or employment is within the territory of This Chapter may apply for admission to the Institute with assignment to This Chapter as an Architect member.

2.2.6 Architect Members; Rights and Privileges:

Assigned Architect members in good standing;

.1 Are entitled to all rights and privileges granted by these and the Institute bylaws;

.2 May speak, make motions and vote on any business matter or election coming before a meeting of This Chapter;

.3 May serve as committee members at all levels of the Institute whose membership is not otherwise limited by these bylaws or by the bylaws of the Council or the Institute;

.4 May hold any office or directorship and may serve as a representative or otherwise to the Council and the Institute; and

.5 May use the term "Member of the American Institute of Architects" or the abbreviation "AIA"

2.2.7 Associate members; Qualifications:

Individuals without architectural licenses from a U.S. licensing authority who meet any of the following requirements shall be eligible for Associate membership:

- a) Those who are eligible by education or experience and are employed, enrolled or participating in circumstances recognized by licensing authorities as constituting credit toward architectural licensure, or
- b) Those who are employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture, or
- c) Those who have a professional degree in architecture, or
- d) Those who are faculty members in university programs in architecture and who are actively involved in research, administration or the teaching of architecture.

2.2.8 Associate members; Rights and Privileges:

Associate members in good standing:

.1 Are entitled to all rights and privileges granted by these and the Institute Bylaws;

.2 May speak on and vote in chapter meetings on business matters and in elections on all issues except dues and assessments for all membership categories;

.3 May serve as committee members at all levels of the Institute, whose membership is not otherwise limited by these bylaws or by the bylaws of the Council or the Institute;

.4 May serve as chapter delegates to regional and national AIA conventions but may not constitute more than one-third of any component delegation to such conventions.

.5 Shall be eligible to participate in all Institute group insurance, retirement and other benefit programs on the same basis as Architect members;

.6 Shall not be eligible to serve as a chapter officer, national officer.

.7 May use the title "Associate Member of The American Institute of Architects" or Assoc. AIA and may wear a silver metal AIA pin; but shall not be permitted to use the gold AIA pin, the AIA emblem, or the title "AIA" or "AIA" as a suffix to their names.

2.2.9 Members Emeriti. Any assigned Institute Member who has been granted Member Emeritus status in accordance with the Institute bylaws shall ipso facto be a Member Emeritus of This Chapter. All rights, interests, privileges, titles, liabilities and obligations, other than the payment of regular dues, and assessments shall remain unchanged.

2.3 Unassigned Members

2.3.1 Admission. The Board of Directors, without action by the Institute, shall admit to unassigned membership in This Chapter any Architect member or Associate member assigned to another chapter, provided that such member applies for such membership in writing directly to the Board of Directors in the manner prescribed by it.

2.3.2 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 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 a representative or otherwise at any meeting of the Council or the Institute.

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 2.1.7. The Board of Directors may terminate unassigned membership in This Chapter for indebtedness to it.

2.4 Allied Members

2.4.1 Admission. Every application for admission to Allied membership in This Chapter shall be made to the Board of Directors and shall be promptly acted upon by the Board of Directors.

2.4.2 Not Used

2.4.3 Not Used

2.4.4 Termination. Allied memberships shall be terminated by the death or resignation of an Allied member; shall ipso facto be terminated by admission to or becoming eligible for Architect membership or Associate membership and may be suspended or terminated for indebtedness as provided in Paragraph 7.4.

2.4.5 Allied Member: Qualifications. Allied members are non-architects, registered to practice their professions where such requirements exist, with established professional reputations. Allied members may include engineers, planners, landscape architects, vendors, sculptors, muralists and other artists; professionals in government, education, industry, research and journalism, and other professionals whose work is related to the practice of architecture.

2.4.6 Allied Members Rights and Privileges:

Allied members in good standing:

- .1 May serve as a member of any committee of This Chapter that does not perform any duty of the Board of Directors;
- .2 May attend and speak but may not make motions nor vote at any meeting of This Chapter;
- .3 Shall not be eligible to serve as an officer or director or to chair a committee of This Chapter; and
- .4 May not use the initials AIA or the phrase The American Institute of Architects alone or otherwise, nor the seal, symbol or insignia of This Chapter or the Institute, but may use the phrase, "Allied Member of the AIA Orange County Chapter of the American Institute of Architects" to describe themselves.

2.4.7 Student Affiliates: Qualifications. Student Affiliates shall be undergraduate or postgraduate students of architecture attending schools within the territory of This Chapter.

2.4.8 Student Affiliates: Rights and Privileges.

Student affiliates in good standing:

- .1 May serve as a member of any committee of This Chapter that does not perform any duty of the Board of Directors or that is not involved with formal or informal charges of unprofessional conduct;
- .2 May attend and speak but may not make motions nor vote at any meeting of This Chapter;
- .3 Shall not be eligible to serve as an officer or director or to chair a committee of This Chapter'
- .4 May use the title "Student Affiliate Member of the Orange County Chapter, AIA" which title shall not be changed by further abbreviation, amplification or otherwise, or shall the words "Affiliate Member" be printed in smaller type than the remainder of the title, but may not use the initials AIA nor the phrase The American Institute or Architects alone or otherwise except as prescribed above, nor the seal, symbol or insignia of This Chapter or the Institute.

2.5 Honorary Members

2.5.1 Qualifications. A person of esteemed character who is not eligible for membership in the Institute or This Chapter but who has rendered distinguished service to the profession of architecture or to the arts and sciences allied therewith within the territory of This Chapter, may be admitted to honorary membership as an Honorary Member.

2.5.2 Nomination and Admission. A person eligible for honorary membership may be nominated thereto by any member of This Chapter. The nomination must be in writing to the Board of Directors over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any of its regular meetings, after the nomination of a person for Honorary Membership, may admit such person as an Honorary Member.

2.6 Membership Certificates. Not Used

ARTICLE 3. CHAPTER REPRESENTATION IN RELATED INSTITUTE ORGANIZATIONS

3.1 The Institute

3.1.1 Representation. This Chapter and its members shall be represented at meetings of the Institute as provided in the Institute Bylaws.

3.1.2 Delegates to Institute Meetings. The assigned members in good standing of This Chapter may serve as member delegates at meetings of the Institute in the number prescribed in the Institute Bylaws. No more than 1/3 of the Chapter delegation shall be Associate members.

- 3.1.3 Nomination and Election of Regional Representatives to the Institute Strategic Council.** The assigned members of this Chapter shall nominate and elect the Regional Representatives to the Institute Strategic Council for this Chapter's region in the manner provided in the bylaws of the Regional Organization
- 3.1.4 Elections of Regional Representatives to the Institute Strategic Council.** Elections of Regional Representatives to the Institute Strategic Council shall be held in accordance with the Institute Bylaws, in the manner set forth in these bylaws.
- 3.1.5 Reports.** The Secretary of This Chapter shall furnish the Institute with such reports as may be required at the request at the Institute. From time to time; shall, at least annually, furnish the Institute Secretary with the names and addresses of all officers.
- 3.2 The California Council**
- 3.2.1 Representation.** The members of This Chapter shall have representation in the Council as provided in the Bylaws of the Council.
- 3.2.2 Representatives to the Council Meetings.** The assigned members in good standing of This Chapter shall select representatives to represent them at meetings of the Council from among the assigned members of This Chapter in the number prescribed in the Bylaws of the Council and in the manner set forth in these Bylaws.
- 3.2.3 Representatives.** The President and the Vice President/President-Elect shall be representatives of the members of This Chapter to the Council. At the annual meeting of This Chapter, the assigned members in good standing of This Chapter shall elect one or more additional representatives, as may be required by the Council Bylaws, to represent the members of This Chapter to the Council for a term of one year. Representatives shall be elected from the assigned members only.
- 3.2.4 Nominations and Elections.** Nominations and elections of representatives shall be made at the same time and in the same manner as for the officers and directors of This Chapter.
- 3.2.5 Duties of Representatives.** Representatives of the members of This Chapter shall act for and in their behalf in all matters that may properly come before the Council.
- 3.2.6 Term of Representatives.** Each representative shall serve for the term of one year, or until a successor is elected or appointed. The Board of Directors shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative.
- 3.2.7 Expenses of Representatives.** Unless otherwise provided in the Council Bylaws, the expenses of representatives, in an amount to be determined by the Board of Directors, shall be defrayed in an amount not to exceed the actual hotel and necessary traveling expenses to the Council meetings.
- 3.2.8 Reports.** The Secretary of This Chapter shall furnish the Council with such reports as may be required from time to time; shall, at least annually furnish the Secretary of the Council with the names and addresses of all officers, directors and members of This Chapter required to keep the Council's records up-to-date and complete; and shall periodically report all resignations, suspensions, expulsions, or defaults of its members.
- 3.2.9 Dues to the Council.** Each member of This Chapter shall pay annual dues and assessments levied by the Council in the amounts and at the times required by it for its support, in addition to Chapter dues and assessments. The Secretary of This Chapter collects and forwards such annual dues and assessments to the Council Treasurer, under conditions set forth in the Bylaws of the Council.
- 3.3 Not Used**

ARTICLE 4. MEETINGS

4.1 Meetings

4.1.1 Annual Meeting. This Chapter shall hold an annual meeting during the month of October for the purpose of electing the officers and directors of This Chapter, and representatives to the Council to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.

4.1.2 Regular/General Meetings. Except for the month of December, This Chapter shall hold regular meetings each month.

4.1.3 Special Meetings. A special meeting of This Chapter may be called by a meeting of This Chapter, or by the Board of Directors, or by a written petition to the Board of Directors signed by not less than one quarter (1/4) of the total number of This Chapter's assigned members in good standing, provided that the purpose of such meeting is set forth in the meeting notice. No other business than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

4.2 Notice; Quorum; Minutes

4.2.1 Notices and Calls of Meetings. A notice of each meeting of This Chapter, stating the time and place thereof, shall be served by the Secretary on every assigned member, emailing it to the address of such member on file with the Institute. The notice of each regular meeting, and the call and notice of each special meeting, shall be served at least ten (10) 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 emailed 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.

.1 Unless otherwise specified in these bylaws or required by law, a majority of the total number of the attending members in good standing of This Chapter.

.2 A quorum to elect officers and directors of This Chapter, representative to the Council, to act on Institute affairs and to amend these bylaws shall be a majority of the total number of the attending members in good standing of This Chapter.

4.2.3 Minutes of Meetings. Written minutes of every meeting of This Chapter, recording the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the Book of Minutes of This Chapter. The minutes of each meeting shall be signed by the Secretary and approved at a subsequent meeting of This Chapter.

4.3 Decisions at Meetings; Eligibility for Voting

4.3.1 Majority Vote. Every decision at a meeting shall be by a majority vote of those present and eligible to vote, unless otherwise required by these Bylaws.

4.3.2 Roll Call Vote. A roll call vote shall be taken whenever one-third (1/3) of the voting members present shall so require.

4.3.3 Proxy Vote. Any member entitled to vote at a meeting of this Chapter may authorize another person or persons to act for him or her by proxy. Every proxy must be in writing and signed by the member. No proxy shall be valid after the expiration of eleven months from the date it is signed unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law."

.1 All proxy forms must be submitted in person or by email to the Chapter 48 hours in advance of the vote by the person assigning the proxy. Proxy forms submitted by anyone other than the person assigning the proxy will not be accepted.

4.3.4 Limitations on Voting Eligibility

Only assigned Architect members and assigned Associate members in good standing may vote on the following matters:

- .1 Amendments to these Bylaws relating to assigned members.
- .2 Matters so designated elsewhere in these Bylaws.
- .3 Elections of Chapter officers and directors; Institute Directors; delegates to meetings of the Institute—and the Regional and State Organization; and representatives to the State Organization—and Council Directors.
- .4 Instructions to Council Representatives Directors.
- .5 Instructions to Chapter Committees
- .6 Any matters relating to membership, such as passing on admission of applicants.
- .7 Other matters relating to the government, meetings, affiliations, budget and finances of the Institute and This Chapter.
- .8 All other matters so ruled by the Chair, such rulings being reversible only by a two-thirds (2/3) vote of the assigned members, present and voting at the meeting.

Only Assigned Architect members in good standing may vote on the following matters:

- .9 Chapter dues and assessments of assigned members.

4.4 Election of Officers and Directors

4.4.1 Nominations

Nominations for each office and for each directorship of This Chapter about to become vacant:

- .1 Shall be made by the Nominating Committee at the regular August meeting of This Chapter. The nominating Committee shall nominate from among the assigned members in good standing of This Chapter one (1) candidate for each office and each directorship;
- .2 May be made from the floor of the regular August and September meetings of This Chapter;
- .3 Shall be closed with the adjournment of the regular September meeting of This Chapter;
- .4 Not less than twenty (20) days prior to the regular September meeting of This Chapter, the secretary shall send a list of all nominees to each assigned member in good standing of This Chapter.

- 4.4.2 **Voting.** When Required. If there is only one nominee for an 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 the said nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office and each directorship shall be placed by the Secretary on ballots for the voting thereof by the meeting. Such voting shall be by secret ballot in accordance with the procedure prescribed therefore by law and the provisions of Paragraph 4.5.

4.4.3 Elections:

Elections shall be held at the regular October meeting of This Chapter for each office about to become vacant, (except that of President), and each directorship about to become vacant.

.1 The President shall assume office by automatic succession from the office of Vice-President/President Elect.

4.4.4 Vacancies/Special Elections:

.1 In the event the Vice-President/President Elect, the Secretary, or the Treasurer is unable or unwilling to assume office or to continue in office, a Special Election to fill the unexpired term will be held at any regular meeting of This Chapter, or at a special meeting called for that purpose.

.2 In the event the President is unable or unwilling to assume office or to continue in office, the Vice-President/President Elect shall assume the office of President for the unexpired term and remain President for the term for which he is President-Elect.

.3 A notice of a Special Election, stating the time and place thereof, shall be served by the Secretary on every member of This Chapter at least fifteen (15) calendar days prior to the Special Election.

4.5 Balloting Procedures

4.5.1 Tellers. The President shall appoint three (3) tellers, who shall be assigned members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

4.5.2 Ballot. Election voting shall be by secret ballot deposited in person, or by duly assigned non-transferable proxy.

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

4.5.4 Election. The nominee for an office or directorship who receives a majority of the ballots cast for the office or directorship shall be elected thereto.

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

ARTICLE 5. BOARD OF DIRECTORS

5.1 Membership of the Board of Directors. The Board of Directors shall consist of the officers and seven (7) elected directors, each of whom shall be an assigned member of This Chapter.

5.1.1 Associate Representation. At least one (1) elected Director shall be an assigned Associate Institute Member. Either two (2) or one-third (1/3) of the total number of directors, whichever is greater, may be Associate Members.

5.2 Authority of Board of Directors

5.2.1 Power. The management, direction, control and administration of the property, affairs and business of This Chapter shall be vested in the Board of Directors, which shall exercise all authority, rights and powers granted to it by the laws of the State of California and by these Bylaws.

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

5.2.3 Awards. As funds or other means become available, This Chapter may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of This Chapter. Each award shall be bestowed for and on behalf of This Chapter by the concurring vote of all but one of the Board of Directors, after due consideration of the nominees and their work. The token of each award shall be in the form of a medal, certificate, a scholarship or otherwise as the Board of Directors shall determine.

- 5.2.4 Delegations of Authority.** Neither the Board of Directors nor any officer or director of This Chapter shall delegate any of the authority, rights or power conferred by law or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws and is not contrary to law.
- 5.3 Terms of Office of Directors**
- 5.3.1 Term.** The term of office of chapter directors shall be two years, arranged so not more than four (4) shall expire in any one year. Each shall serve until a successor has qualified. The term of office of each director shall begin on January 1st.
- 5.3.2 Vacancies.** If a vacancy occurs in the membership of the Board of Directors, other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office by vote. Notwithstanding any other provisions hereof, vacancies in the offices of President, Vice-President/President-Elect, Secretary, and Treasurer shall be filled in the manner provided in Section 4.4.4.
- 5.3.3 Failure to Attend/Removal from office.** If a member of the Board of Directors is unable or unwilling to attend, without a valid excuse, three (3) regular meetings of the Board of Directors the member's office or directorship may be declared vacant by the Board of Directors.
- 5.3.4 Resignations.** Any Board member may resign at any time by giving written notice to the Board. Such resignation will be accepted at the next meeting of the Board and the vacancy shall be filled in accordance with section 4.4.4 (for the offices of President, Vice-President/President-Elect, Secretary, and Treasurer) or section 5.3.2 (for all other Board members).
- 5.4 Meetings of the Board of Directors**
- 5.4.1 Meeting Required.** The Board of Directors must actually meet in a regular or special meeting in order to transact business.
- 5.4.2 Regular Meeting of the Board.** The Board of Directors shall hold a regular meeting each month.
- 5.4.3 Special Meetings.** A special meeting of the Board of Directors shall be held if requested in writing by a majority of the members of the Board of Directors, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted thereat, and only the business stated in the call and notice shall be transacted at the special meeting.
- 5.4.4 Officer Pro Tem.** In the absence of the President and Vice-President/President-Elect, the Secretary and the Treasurer, the Board of Directors shall elect from its membership a chairman pro tem, a secretary pro tem or a pro tem, as the case may be. Each such officer shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.
- 5.4.5 Organization Meeting.** The Board of Directors shall hold an organization meeting to plan the next year and mentor the new Board.
- 5.5 Notices and Calls of Meetings**
- 5.5.1 Notice Required.** Every call or notice of a regular or special meeting of the Board of Directors shall be served not less than three (3) days before the date fixed for the meeting.
- 5.5.2 Waiver of Notice.** Either the call and notice or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Board of Directors.
- 5.5.3 Irregularity in or Failure of Notice.** Any irregularity in or failure of notice of a regular meeting of the Board of Directors shall not invalidate the meeting or any action taken thereat.

5.6 Quorum at Meetings; Decisions; Minutes

5.6.1 Quorum. A majority of members of the Board of Directors shall constitute a quorum for the transaction of its business and if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

5.6.2 Decisions of the Board of Directors. Every decision of the Board of Directors shall be by a concurring majority vote, unless otherwise required by these bylaws or by law.

5.6.3 Minutes. Written minutes of every meeting of the Board of Directors, recording the members in attendance, the matters before the meeting and every action taken thereat shall be kept by the Secretary, or as delegated in Paragraph 6.4.2, in the Book of Minutes of This Chapter.

5.7 Reports of the Board of Directors

5.7.1 Report to Members. The Board of Directors shall render a summary 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.

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

5.8 Delegates to Meetings – Not Used

5.8.1 Not Used

ARTICLE 6. OFFICERS

6.1 Officers. The officers of This Chapter shall include a President, Vice-President/President-Elect, a Secretary and a Treasurer who shall be elected from among the assigned Architect Members of This Chapter.

6.2 The President

6.2.1 Duties. The President shall exercise general supervision over the affairs of This Chapter, except such thereof as are placed by these Bylaws or by the Board of Directors under the administration and supervision of the Secretary or the Treasurer, and shall preside at meetings of This Chapter and of the Board of Directors; supervise the Executive Director of This Chapter, and shall perform all other duties usual and incidental to the office.

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

6.2.3 Term of Office. The term of office of the President shall be one year.

6.2.4 Representative. The President shall be a representative to the Council and a delegate to the annual meeting of the Institute.

6.3 The Vice-President/President-Elect

6.3.1 Duties. The Vice-President/President-Elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act, shall have charge of all matters pertaining to the meetings of This Chapter, and shall perform such other duties as are properly assigned by the Board of Directors or the President.

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

- 6.3.3 Term of Office.** The term of office for the Vice-President/President Elect shall be one year.
- 6.3.4 Representative.** The Vice-President/President Elect shall be a representative to the Council and a delegate to the annual meeting of the Institute.
- 6.4 The Secretary**
- 6.4.1 Duties.** The Secretary shall act as the recording and corresponding secretary and as secretary of meetings of This Chapter and of the Board of Directors, have custody of and shall safeguard and keep in good order all property of This Chapter, except property that is placed under the charge of the Treasurer; issue all notices of This Chapter, keep its membership roll; sign all instruments and matters that require the attestation or approval of This Chapter, except as otherwise provided in these Bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and This Chapter; and shall perform all other duties usual and incidental to the office.
- 6.4.2 Delegation of Authority.** The Secretary may delegate to an assistant secretary, executive assistant, 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.
- 6.4.3 Term of Office.** The term of office of the Secretary shall be two (2) years.
- 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 the amounts due This Chapter, and give receipts for and have the custody of its funds and monies and make all disbursement 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 summary report to each annual meeting of This Chapter and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of This Chapter, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of This Chapter.
- 6.5.3 Term of Office.** The term of office for the Treasurer shall be two (2) years.
- 6.5.4 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 financial officer or other assistant employed by This Chapter the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of This Chapter, or the signing of any document requiring the signature of the Treasurer.
- 6.5.5 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 therefore and a complete release of the retiring Treasurer from any future liability.
- 6.5.6 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.
- 6.5.7 Fidelity Bond.** The Board of Directors may at its option authorize the purchase and maintain a fidelity bond in favor of This Chapter in a sum which shall be fixed from time to time by the Board of Directors. Such bond shall be issued by a

surety company satisfactory to the Board of Directors, and shall insure the full reimbursement to This Chapter by the surety company, in the event of death, resignation, or removal from office of the Treasurer, for any and all loss This Chapter may sustain of monies, funds, securities, negotiable instruments, or other personal property belonging to This Chapter that may have come into the hands or possession of the Treasurer, including that for which the Treasurer is responsible.

ARTICLE 7. DUES, FEES, ASSESSMENTS AND FINANCES

7.1 Annual Dues

7.1.1 Amount of Annual Dues. The Board of Directors, by the concurring vote of all but one of its entire membership, shall fix before the end of any fiscal year, the annual dues to be paid by each class of member for the immediately succeeding fiscal year. Consumer Price Index (CPI) will be used as a guide to set dues. Maximum permitted annual dues increase shall not exceed ten percent (10%) of the previous year's dues without a special vote of the entire membership.

.1 Every assigned Institute Member enrolled in This Chapter shall pay dues as set forth in Paragraph 7.1.1. A proposal to increase basic annual dues over this set amount must be voted on at a duly noticed meeting of This Chapter passed by a majority vote of the Chapter Members attending and voting at the meeting.

.2 Every assigned Associate Institute Member enrolled in This Chapter shall pay not more than one-half (1/2) the annual dues of an assigned Institute Member enrolled in This Chapter.

.3 Members Emeriti shall pay no dues to This Chapter.

.4 Every Institute Member affiliated with This Chapter shall pay Chapter dues and Assessments in the same amount and in the same manner as those of like memberships assigned to This Chapter.

.5 Allied members shall pay Chapter dues, but shall pay no Chapter fee or assessments.

.6 Honorary Allied Members shall pay no dues, fees or assessments to This Chapter.

7.1.2 Period of Annual Dues. Dues shall be due and payable to This Chapter on the first day of each fiscal year.

7.1.3 Allocation of First Annual Dues. A newly admitted assigned member shall pay dues per the Institutes dues payment system. An Allied member shall pay dues as stipulated by The Chapter.

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.

7.1.5 General Remission of Annual Dues. This Chapter, by the concurring vote of not less than two-thirds (2/3) of the total number of assigned members and allied members present at a meeting may remit for any fiscal year any part or all of the annual dues required to be paid by any class of member.

7.1.6 Individual Remission of Annual Dues. Hardship dues reduction – The Secretary may, in exceptional circumstances, waive all or any part of the annual dues of a member.

7.2 Assessments

7.2.1 Authority. This Chapter, by the concurring vote of not less than two-thirds (2/3) of the total number of the assigned Institute Members present at a meeting having a quorum, may levy an assessment on its assigned Institute Members, by the concurring vote of not less than two-thirds (2/3) of the total number of its assigned Institute Members may levy an assessment on its Associate Institute Members, and by the concurring vote of not less than two-thirds (2/3) of the total number of its assigned Institute Members may levy an assessment on its Allied members. The amount of the assessment on each member, respectively, in any fiscal year, shall not exceed the amount of the annual dues required to be paid by such member for that year.

7.2.2 Notice of Assessment. Notice of the intention to levy an assessment stating the amount of and the reasons and necessity for the assessment, when it shall be payable, and the time within which must be paid before a member will be in default for nonpayment, shall be mailed to every member not less than twenty (20) days prior to the meeting of This Chapter at which the proposed assessment is to be voted on.

7.3 Default of Annual Dues and Assessments

7.3.1 Due Date for Annual Dues. Every member who has not paid the entire amount for the required annual dues for the then current fiscal year per the date established by The Institute shall be in default for the unpaid amount.

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 to Default to Member. Every member who is in default to This Chapter shall be given thirty (30) days notice in writing of impending termination because of said default.

7.3.4 Notice of Default to the Institute. Not used.

7.3.5 Reinstatement. Reinstatement of a member who is in default shall be as directed by The Institute.

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 Institute Secretary will terminate that membership.

7.4.2 Unassigned Members and Allied Members. If an unassigned member or allied member is in default to This Chapter for nonpayment of dues and assessments at the end of the fiscal year, such membership shall be suspended or terminated. In all cases of suspension and impending termination, the Member shall be given thirty (30) days from the effective date of the action to remedy the default, during which period the member shall remain in good standing.

7.5 Finances

7.5.1 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors by the concurring vote of two-thirds (2/3) of its total membership shall adopt an annual budget showing in detail the anticipated income and expenditures of This Chapter for the immediately succeeding year, make annual appropriations and authorize expenditures in accordance with the budget, and authorize the Treasurer to pay the unauthorized expenditures when due.

7.5.2 Audits. At appropriate intervals, the Executive Committee 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.

7.5.3 Fiscal Year. The fiscal year of This Chapter shall be January 1 to December 31 of the succeeding year.

7.5.4 Expenditures. The Board of Directors shall not expend or authorize expenditures in any fiscal year which exceed the total estimated income to be received by This Chapter during such a year, unless directed and authorized to do so by resolution as voted at a regular meeting of This Chapter.

7.5.5 Authority to Expend and Disburse Money. No member, officer or director of This Chapter shall have any right, authority or power to expend any money of This Chapter or to incur any liability in its behalf unless such expenditure or liability has been authorized by the Board of Directors or by resolution as voted at a regular meeting of This Chapter.

ARTICLE 8. PROPERTY, RIGHTS AND PRIVILEGES

8.1 Acquisition of Property

8.1.1 Authority. In order to carry on its affairs and exercise its powers This Chapter may acquire real and personal property for its own use (but shall not executive any chattel mortgage).

8.1.2 Gifts. Only the Board of Directors shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of This Chapter, The Board shall not accept any gift, bequest or devise unless it will promote the objects and purposes of This Chapter, or if it and its administration will place an undue financial or other burden on This Chapter.

8.2 Dividends Prohibited

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

8.8 Institute Property Interests

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

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

A member is not in good standing with This Chapter and shall be under suspension if and while in default of dues or other obligations to either This Chapter or the Institute. Immediately upon the suspension of a member, the member's rights in This Chapter and the Institute are withdrawn until the member is restored to good standing.

ARTICLE 9. COMMITTEES AND COMMISSIONS

9.1 Composition

The committees, their membership, terms of office, and duties shall be as determined by the Board of Directors or as set forth in these bylaws. The membership, terms of office and duties of each committee shall be prescribed by the body that established it, but the Board of Directors may assign additional duties to any committee at any time.

9.2 Committee Members

The chair of every committee shall be selected by the Board of Directors.

9.3 Reports

Every committee shall make an annual report to the Board of Directors at the close of its work, and at such other times as the Board of Directors directs.

9.4 Commissions

This Board of Directors may establish commissions to act as supervisory and liaison agents of the Board of Directors for the committees of This Chapter.

9.5 Standing Committees

Every standing committee shall be a continuing committee. The terms of office of the committee shall be arranged so that only a portion of the total membership of the committee shall expire in any one year. The standing committees of This Chapter shall be:

9.5.1 The Executive Committee. The Executive Committee shall serve as the administrative body of This Chapter.

.1 The membership of the Executive Committee shall be the President, the Vice-President/President-Elect, the Secretary, the Treasurer, and the Executive Director of This Chapter as a non-voting member.

9.5.2 The Nominating Committee. The Nominating Committee shall carry out duties as described in Section 4.4.1.

.1 The membership of the Nominating Committee shall consist of four (4) assigned members in good standing, none of whom may be an officer and only one (1) of whom may be a member of the Board of Directors. The Board of Directors shall annually appoint to this Committee two (2) Assigned Architect Members to serve a term of two (2) years, and one Director and one Associate Institute Member to serve a term of one (1) year.

9.5.3 The Membership Committee. Not Used

9.5.4 The Bylaws Committee. It shall be the duty of the Bylaws Committee to consider all matters relating to these bylaws, the interpretation thereof and amendments thereto.

.1 The membership of the Bylaws Committee shall consist of at least three (3) assigned members in good standing. The Board of Directors shall annually appoint at least one (1) member to the Bylaws Committee to serve a term of three (3) years.

9.5.5 Council of Past Presidents. There shall be a Council of Past Presidents which shall consist of all Past Presidents assigned to This Chapter.

.1 The membership of the Council of Past Presidents shall consist of all Past Presidents assigned to This Chapter.

.2 The Council of Past Presidents shall meet annually in November and elect a member to chair the council for the ensuing year. Other meetings of the Council of Past Presidents may be called by the Chair by any four (4) members of the Council, by the President of This Chapter, or by any three (3) members of the Board of Directors.

.3 There shall be a subcommittee of the Council of Past Presidents consisting of its members and all members of the College of Fellows of the Institute who are assigned Members of This Chapter. The subcommittee shall meet annually in May or June, and at other convenient times, to consider the standing, achievements and qualifications of the Assigned Members of This Chapter in an effort to further their nomination to the College of Fellows of The Institute. It shall be the duty of this Subcommittee to submit the names of qualified members to the Board of Directors for action. The Chair of the Council of Past Presidents shall chair this Subcommittee.

The Associates. The Assigned Associate Members, in good standing, of This Chapter shall, as a group, form a committee to promote the professional, social, cultural and extra-curricular activities of its members. This Committee shall be known as "The Associates".

.1 In addition to the Assigned Associate Members of This Chapter, membership of The Associates shall include one member of the Board of Directors appointed by the President.

.2 The Associates shall be governed by the bylaws of This Chapter, supplemented by the "Rules of The Associates". These Rules of The Associates and any changes thereto shall be submitted to the Bylaws Committee for review, the Board of Directors for approval and upon approval be filed with the Secretary of This Chapter.

.3 The Associates shall meet annually in October to elect a chairperson and a finance officer for the ensuing year. Other meetings may be called for by the President of This Chapter, by a majority vote of the Board of Directors and as set forth in the "Rules of The Associates".

9.6 Special Committees

Special Committees shall be established by the Board of Directors or by the membership at meeting of This Chapter. Every Special Committee shall expire at the adjournment of the annual meeting of This Chapter, but may be recreated. Every subcommittee shall expire with the Special Committee that created it.

ARTICLE 10. AFFILIATIONS AND ENDORSEMENTS

10.1 Affiliations with Other Organizations

This Chapter shall not form nor enter into any affiliations with any individual, but it may affiliate with local organizations of the construction industry operating within the territory of This Chapter that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of This Chapter will be promoted by such affiliation.

10.2 Agreements of Affiliation

Every affiliation must be authorized by the concurring majority roll call vote of the Board of Directors and shall be evidenced by a written agreement, executed by the Chapter and the affiliated organization; provided that the Board of Directors may collaborate with one or more organizations for any purpose to forward or maintain the objects or standing of This Chapter without such written agreement if the collaboration does not extend beyond one year.

10.3 Conditions of Affiliation – Not Used

10.3.1 Statement of Purpose. Every agreement of affiliation shall set out in full the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliated organization and the nature of its organization, membership, government and operation.

10.4 Privileges of Affiliated Organizations

The representatives of an affiliated organization may attend any of the regular meetings of This Chapter, and may speak thereat on invitation of the presiding officer.

10.5 Endorsements of Materials Prohibited

Neither This Chapter, nor the Board of Directors, 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 material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

ARTICLE 11. GENERAL PROVISIONS

11.1 Executive Office

The executive offices of This Chapter shall be located within the territory of This Chapter as described herein. The location of the executive office of This Chapter shall be determined by the Board of Directors. The administrative and executive offices of the Chapter shall be in the charge of the Executive Director, who shall be employed by and report to the Executive Committee. The Executive Director shall be responsible for the administration of the affairs of the Chapter and such other duties as the Executive Committee may assign. Specifically, the Executive Director shall:

1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
2. Employ such staff as the Executive Committee may authorize as may be necessary to perform the duties assigned by the Executive Committee;
3. Attend all meetings of the Executive Committee as a member ex officio without vote;
4. Make reports to the Executive Committee on the affairs and business of the Chapter when requested by the Executive Committee.

11.2 Records Open to Members

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

11.3 Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall supplement the rules and regulations adopted by This Chapter and shall govern This Chapter, the Board of Directors, and the Chapter committees in all cases in which the said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with law, these Bylaws or the rules and regulations adopted by This Chapter or by the Board of Directors.

11.4 Legal Counsel

The Board of Directors may obtain the opinion of legal counsel on all procedures concerning all agreements, and concerning any amendments to these Bylaws, before any such actions take effect.

11.5 Liability, Indemnification and Insurance

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

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

11.5.3 **Insurance.** The Board of Directors shall 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 12. AMENDMENTS

12.1 Amendments at Meetings of This Chapter

12.1.1 **Notice of Proposed Amendments.** These Bylaws may be amended at any meeting of This Chapter, provided that a notice stating the purpose of each proposed amendment and the reason therefor and a copy of the proposed amendment are sent to every member eligible to vote on the amendment not less than twenty (20) days prior to the date of the meeting at which the proposed amendment is to be considered.

12.1.2 **Bylaws Relating to Assigned Members.** It shall require a vote of not less than two-thirds (2/3) of the assigned members of This Chapter who are present at the meeting to amend a bylaw relating to such assigned members.

12.1.3 **Other Bylaw Provisions.** It shall require a vote of not less than two-thirds (2/3) of the members of This Chapter who are present at the meeting to amend other provisions of these Bylaws.

12.2 Amendments by the Board of Directors

- 12.2.1 Conformity with Institute Bylaws.** The Board of Directors without action by a meeting of This Chapter shall amend any of these Bylaws as may be necessary for conformity with Institute Bylaws or applicable laws. These Bylaws, and any amendments to them, shall be forwarded upon their adoption to the Secretary of the Institute for review for conformity with Institute Bylaws.
- 12.2.2 Delegation of Authority.** The Board of Directors shall be authorized to amend specific provisions of these Bylaws if the power to do so has been delegated to it by a two-thirds (2/3) vote of the members of This Chapter eligible to vote thereon.