

**FT LAUDERDALE CHAPTER OF
AMERICAN INSTITUTE OF ARCHITECTS**

PROPOSED BYLAWS

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Diana Boyle AIA Secretary

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Leon Cases, AIA Secretary

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ARTICLE I. THE ORGANIZATION

Section 1. Name

- a. The name of this organization is the Ft. Lauderdale Chapter of American Institute of Architects, Inc., a non-profit incorporated organization chartered by the American Institute of Architects; however excepting for reports to governments, and other instances requiring official identification, the commonly used name for the chapter shall be AIA/Fort Lauderdale.
- b. In these bylaws the corporation is called the Chapter. The American Institute of Architects is called the Institute. The Florida Association of the American Institute of Architects is called the State.
- c. This Chapter is a nonprofit membership corporation duly incorporated on the 6th day of August, 1993, under and by virtue of the provisions of laws of the State of Florida (and is a successor to the Broward County Chapter of the American Institute of Architects) duly chartered by the Institute on the 15th day of May 1950.

Section 2. Purposes

- a. The purpose of the Chapter shall be to organize and unite in fellowship the architects of Broward County to combine their efforts so as to promote the aesthetic, scientific, and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standard of architectural education, training, and practice; to coordinate the building industry and the profession of architecture to ensure the advancement of the living standards of our people through their improved environment and to make the profession an ever-increasing service to society.
- b. The Chapter may borrow money and own property of all kinds, movable and immovable and engage in other activities which may be incidental to any of the above purposes.
- c. The Chapter may act as trustee for scholarship, endowments, or trust of philanthropic nature.
- d. This enumeration of purposes shall not be construed as limiting or restricting in any manner the power of this Chapter but the Chapter shall have all of the powers and authority which may be conferred upon non-profit corporations under the provisions of the laws of the state of Florida.

Section 3. Composition

- a. The Chapter shall consist of members of the American Institute of Architects and Allied Members located in Broward County.
- b. The membership is organized into members, Board of Directors (herein called the Board), officers, and the committees with dues, privileges, and classifications of membership; functions and responsibilities of the Board and committees; and the qualifications and duties of officers, all as set forth hereinafter.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility

- a. All Architect Members, Members Emeritus, and Associate Members of the American Institute of Architects in Broward County shall be eligible for membership of the Chapter.
- b. Allied, Affiliate and Honorary Members shall meet the requirements as noted in these Bylaws.

Section 2. Membership Categories

a. **Architect and Associate Members**

Qualifications, admission requirements, and privileges of members are those stated in the Institute Bylaws.

b. **Affiliate Member:**

- a. A student in an architectural school or college in the state of Florida who is a member of American Institute of Architects Students (AIAS) and who resides in or attends school in Broward County.
- b. Annual dues for Affiliate members will be set by the Board and may be revised each year
- c. Or not as the Board rules.

c. **Honorary Member**

- a. A person of esteemed character who is not eligible for AIA membership in the Institute, but who has rendered distinguished service to the profession of architecture or to the arts and sciences allied therewith may become an Honorary member.
- b. The nomination of Honorary membership may be in writing by any member of the Board at any regular Board meeting. The written nomination shall be signed by the nominator and shall give the full name of the nominee, reasons for the nomination, the biography of the nominee, and history of attainments and qualification for the honor. When elected by two-thirds votes of the Board members, a certificate shall be presented at the annual meeting on behalf of the Chapter.
- c. An Honorary member shall be privileged to attend the annual meeting of the Chapter and speak and take part in the discussions on all matters except those related to the corporate affairs of the Chapter, but may not vote there nor pay dues.

d. **Allied Member – Local Chapter**

- e. A person who does not qualify for Architect, Associate or Affiliate membership and has not been named an Honorary Member, but who is involved in a field related and necessary to the practice of architecture may be admitted to the chapter as a local Allied member.
- f. The nomination of Allied membership may be in writing by any member of the Board at any regular Board meeting. The written nomination shall be signed by the nominator and shall give the full name of the nominee, and qualification for the membership. When elected by two-thirds votes of the Board members, a recognition letter shall be presented on behalf of the Chapter by no later than the following board meeting.
- g. An Allied member shall be privileged to speak and take part in the discussions on all matters except those related to the corporate affairs of the Chapter and may not vote. Allied members may chair committees, but may not become a Board member or an officer of the Chapter.
- h. Annual dues for Allied members will be set by the Board and may be revised each year or not as the Board rules.
- i. The number of Allied members is limited to 33% of the total number of Architect and Associate members in the Chapter. This provision may be amended by a two-thirds majority vote of the Board at any time.
- j. Allied members are members of the Chapter only.

k. **Other Membership**

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

- b. Other membership categories will be created by the Board and approved by a simple majority of voting members.

Section 3. Status of Members

- a. The status of a member admitted prior to an amendment of the Bylaws relating to the eligibility or qualification for membership shall not be changed because of the amendment.
- b. The grant to and exercise and use by a member of the rights and privileges vested in him by the Charter and Bylaws shall be conditioned upon the payment of dues to the Chapter, the State and the Institute.

Section 4. Termination of Membership

- a. AIA membership shall be terminated under the conditions prescribed in the Institute Bylaws.
- b. Members of the Chapter, except Allied members, must maintain membership in good standing in the Institute.
- c. Any member suspended or terminated by the Institute shall also be suspended or terminated by the Chapter.

ARTICLE III. MEETINGS OF THE CHAPTER

Section 1. Annual Meeting

- 1. There shall be an annual meeting each year at a time, date and place fixed by the Board.
- 2. All members in good standing may discuss the business and debate the issues brought before the annual meeting except as noted previously. The voting necessary to enact the business before the annual meeting shall be done by the members present and the President of the Chapter in case of a tie vote. The officers of the Chapter shall conduct the business of the annual meeting
- 3. An Annual Report shall be made in writing to the membership by each of the following: President, Vice President, Secretary, Treasurer, and Board. The report of the Board shall include such committee reports and special reports, as the Board deems advisable. Reports may be distributed to the Membership via electronic delivery or printed and mailed.
- 4. Approval at the annual meeting of the Annual Reports and the recommendations contained therein shall constitute endorsement of the policies and proposals reflected by the reports.
- 5. New officers for the ensuing year shall be elected to succeed those whose terms are about to expire and to fill vacancies.
 - a. Nominations for officers may be made by the Nominating Committee or in advance by any member by proposal to the Nominating Committee. Nominations shall include the full name of the nominee and their qualifications for the post.
 - b. The Nominating Committee will provide the proposed slate to the General Membership at least four weeks in advance of the Annual Meeting.
 - c. Nominations may also be made during the business session of the annual meeting or from the floor. Nominations shall include the full name of the nominee and their qualifications for the post.
 - d. In the event no contest develops, the election may be declared by acclamation.
 - e. For contested elections, voting shall be by ballots made available to each member in attendance at the annual meeting.
 - f. A ballot box shall be open for voting for one hour after nominations have been closed.
 - g. The President shall announce the results of all balloting.

Section 2. Special Meetings

A special meeting of the Chapter shall be held if a call, stating its purpose, is made during the annual meeting by concurring majority vote of the members present, by the Board concurring two-thirds vote or

by written petition to the Board signed by not less than 25 percent of the total number of Architect Members, Members Emeritus and Associate Members in good standing of the Chapter.

Section 3. Notice

1. Notice of the annual meeting or special meeting of the Chapter shall be served to each member of the Chapter by mail, electronic notice consistent with state statute, or in an official publication of the Chapter.
2. Notice of the annual meeting shall be served not less than 30 days, and in case of special meeting, not less than 15 days before such meetings.

Section 4. Voting at Annual and Special Meetings

1. Voting shall be by affirmation, unless roll call is requested by a member at which time a roll call vote of the membership shall be taken.
2. Unless these *Bylaws* otherwise require, any action or decision of an annual meeting or other meeting of the Chapter shall be the concurring votes of the majority of the members voting, except that on a roll call vote any action or decision shall be by concurring vote of a majority of those votes which are cast.
3. A quorum for a meeting of the Chapter shall consist of at least one third of the members of the Chapter. The members present may adjourn the meeting despite the absence of a quorum.

Section 5. Delegates to the American Institute of Architects State and National Convention

1. The delegates representing the Chapter at the Annual Convention of the Institute shall be the President of the Chapter and/or other members in good standing of the Chapter.
2. Should the President be unable to attend, the delegates representing the Chapter would be, in order of descending priority, President-elect, Vice President, Secretary, Treasurer, Director.
3. Should no member of the Board or Officer be able to attend, any of the general membership may serve as delegates.

Section 6. Executive Session

The Board and the Executive Committee may meet in Executive Session at any meeting to consider legal or confidential matters involving administration, personnel matters, or other items. Legal counsel may attend Executive Sessions unless the matter relates to the employment of counsel. All final decisions in Executive Sessions shall be recorded by the Secretary and included in the minutes of the meeting with notation of any dissent to any such decision.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Membership

1. Each member of the Board shall be a member in good standing of the Chapter.
2. There shall be a Board and it shall consist of:
 - a. The Officers of the Chapter.
 - b. State Directors.
 - c. The Immediate Past President.
 - d. An Associate Member of the Chapter.
 - e. Not more than one (1) non-voting Allied Member.
3. State Directors must be Architect members of the Chapter and may be officers or other Board members.
 - a. Chapter shall have a minimum of two State Directors or as directed by the State.

- b. One Alternate State Director shall be appointed by the Board but does not serve on the Board.
- c. President shall appoint an Architect member to fill a vacancy of a State Director prior to the next State Board meeting.
- d. State Directors, representing the Chapter, shall be elected to two-year minimum
 - i. Staggered terms at the Annual Meeting.

Section 2. Authority

- 1. The Board shall manage, direct, control, conduct, and administer the property, affairs, and business of the Chapter, within the appropriations made therefore, put into effect all general policies, directives, and instructions adopted by the Chapter.
- 2. The Board shall issue such bulletins and publications to its members and to others as determined by the Board.
- 3. The Board shall establish and adopt rules and regulations supplementing, but not in conflict with the Institute and these *Bylaws*, to govern the use of the property, name, initials, symbol and insignia of the Chapter and to govern affairs and business of the Chapter.
- 4. Each State Director, or Alternate Director in the absence of the State Director, shall be presumed to convey to the State Board the actions and request of the Chapter.

Section 3. Meetings

- a. Regular Meetings
 - a. The Board shall hold at least eight regular meetings each year.
 - b. A regular meeting shall be held preceding the annual meeting of the State Board of Directors and another meeting within 60 days after the beginning of the new fiscal year. At least six other meetings shall be fixed by the Board for time and place.
 - c. A simple majority of the members of the Board shall constitute a quorum and all decisions shall be made by concurring vote of not less than a majority of those members present. In the case of a tie, the President shall vote.
- b. Special Meetings:
 - a. A special meeting of the Board may be called by notice by the President or by a majority of the officers.
 - b. Time and place for the Special Meeting shall be fixed by the person or persons calling the meeting.
- c. Notices and Minutes
 - a. Notice of each meeting of the Board shall be sent in writing by the Secretary to each member of the Board at least seven (7) days before the date fixed by the meeting.
 - b. Minutes of the meeting of the Board shall be recorded by the Secretary, reviewed by the Board in its succeeding meeting whereupon the minutes shall be available to any member at large upon request.
- d. Rules of Order
 - a. All meetings shall be conducted in accordance with Robert's Rules & Order latest edition.

Section 4. Removal of State Directors

- a. State requires that any State Director who misses two consecutive meetings in a term shall automatically be removed as a State Director and the Chapter President shall appoint a successor to fill the balance of the term, with ratification by the Board, unless the absence is excused by the President of the State Board in writing in advance for good cause.
- b. Any State Director may be removed for or without cause by affirmative vote of those entitled to elect the State Director to office.

Section 5. Board Suspension of an Officer's Authority

The authority of an officer to act may be suspended by the Board for cause, but such action shall not be taken if one Board member votes against it. Voting shall be by secret ballot and any such officer shall have the opportunity to address the Board prior to the vote, but the Board's action shall be final.

ARTICLE V. OFFICERS OF THE CHAPTER

Section 1. Election

- a. The Officers of the Chapter shall be elected by a majority vote of members present and voting at the annual meeting.
- b. The Officers of the Chapter shall at minimum consist of a President, President-Elect, a Vice President, Secretary, Treasurer, Immediate Past-President, State Directors and Associate Director. Offices of Vice President and President-Elect may be held by one person concurrently. Offices of Secretary and Treasurer may be held by one person concurrently.
- c. The Board may vote to add one (1) additional Vice President for a one year term. These offices shall expire each year, but may be re-enacted at the approval of a two-thirds majority vote of the Board. If the board determines to add additional vice president, the vice president shall be elected at the annual meeting.
- d. With the exception of the Associate Director and Allied Member, Board members shall be Architect Members.
- e. The President shall not be elected directly, but shall assume office by automatic succession from the office of President-Elect. If the President-Elect is unable or unwilling to assume the office of President, he/she shall resign the office as soon as possible and the current President shall appoint an architect member of the Chapter, with confirmation by the Board, to become President –Elect.
- f. All terms of office shall begin with the calendar year.
- g. Any or all Officers shall hold office until their term expires or their successors have been elected. If a vacancy occurs in any office of the Chapter other than the expiration of the term of office, the President w/ concurrence of the board shall appoint a successor to fill the unexpired term of office. If the office of President becomes vacant, the President-elect shall become President and shall complete the unexpired term and continue to serve as President-elect.
- h. Should the President and President-Elect both be vacant, the Vice President shall complete the unexpired term and continue to serve as President-elect.
- i. All officers shall be eligible for re-election.

Section 2. President

- a. The President shall exercise general supervision over the chapter businesses and affairs, except such thereof as are placed by the executive committee under the administration and supervision of the Secretary and/or Treasurer, and that person shall perform all the duties incidental to the office and those that are required to be performed by law, the Chapter, these *Bylaws*, and those that are properly delegated by the Board.
- b. The President shall preside at all meetings of the Chapter and the Board and shall be Chair of the Executive Committee.
- c. The President shall be spokesperson for the Chapter and the liaison with other professional organizations unless President so delegates member in good standing.
- d. The President shall not obligate or commit this chapter unless the obligation or commitment has been specifically authorized by the executive committee.
- e. The President shall sign all contracts and agreements to which this chapter is part of.
- f. The President shall exercise general supervision over the offices and employees of this chapter.
- g. The President shall serve a term of one year.

Section 3. President-elect

- a. The 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 or failure to act.
- b. President-elect shall serve as Chairperson of the Finance Committee and shall perform other duties that are properly assigned by the Board.
- c. President-elect shall serve a term of one year, and then automatically succeed to President.

Section 4. Vice President

The Vice President shall be liaison to the Board for the committees/task forces assigned and shall serve as a voting ex officio member to each of these committees.

- a. The Vice President shall report on interim activities at each Executive Committee meeting and Board meeting and shall issue a written report to the Secretary and Treasurer for usage in the Annual Report of the Board. As requested, each Vice President shall make recommendations to the President and/or President-elect on behalf of the committee chairman and task forces as assigned.
- b. The actual committees assigned to each Vice President shall be determined by the President in conformity with the Rules of the Board.
- c. Terms of the Office: Vice President shall be elected to a one year term.

Section 5. Secretary

1. The Secretary shall be an administrative officer of the Chapter. The Secretary shall act as its Recording Secretary and its Corresponding Secretary and as the Secretary of each meeting of the Chapter, the Board, and the Executive Committee; shall sign all instruments of the Chapter whereon the Secretary's signature is required; shall perform other duties usual and incidental to his/her office and the duties that are required to be performed by the law, the Charter, these *Bylaws*, and the duties properly assigned by the Board.
2. Specific Duties of the Secretary:
 - a. Shall be in charge of communications to members, non-members and general public.
 - b. Shall be responsible for the preparation and issuance of all notices and all calls and notices of all meetings of the Chapter, the Board, and the Executive Committee.
 - c. Conduct the correspondence, shall have charge of the membership records, minutes, and annual reports.
 - d. Keep the seal of the Chapter and affix it on such instruments that require it.
 - e. Have charge of all matters pertaining to the arrangements for and recording of meetings.
 - f. The Secretary may delegate certain support functions of the office, so long as they are not in conflict with these *Bylaws*. Duties that may not be delegated: responsibility for the property of the Chapter, affixing the seal of Chapter as required, the making of any attestation or certification required to be given, unless specific authorization for delegation is granted by these *Bylaws* or the Board. The Secretary must sign all documents as required by these *Bylaws*, the Charter, or the law.
 - g. Shall guide and work with Executive Director to provide these items where appropriate but shall not delegate responsibility for the duties of this office to the Executive Director.
 - h. The Secretary shall serve a one year term.

Section 6. Treasurer

- a. General Duties of the Treasurer: The Treasurer shall be an administrative officer of the Chapter. Treasurer shall exercise supervision of the Chapter's financial affairs, shall have charge of the records and books of account thereof; shall assist the Finance Committee to prepare the budget, collect amounts due the Chapter and shall have custody of its securities, funds, and monies making the disbursements of the Chapter there from; shall have charge of all matters relating to insurance, taxes, bonds, instruments, and papers involving financial transactions; shall sign all instruments of the Chapter whereon signature is required; shall perform other duties usual and incidental to his/her office and the duties that are required to be performed by the law, the Charter, these *Bylaws*, and the duties properly assigned by the Board.
- b. Specific Duties of the Treasurer:
 - 1. The Treasurer shall have custody of and shall safeguard and shall have custody of and shall safeguard and keep the records and books of account of this chapter.
 - 2. In collaboration with the Officers of the Chapter, prepare the annual report of the Board. Make a written report to the Board at its regular meetings and other meetings of the Chapter as required. Each report shall describe the financial condition of the Chapter, a comparison of the budget to appropriations as of the date of the report, the income and expenditures for the period of the report, and recommendations on financial matters.
 - 3. Shall guide and work with Executive Director to provide these items where appropriate but shall not delegate responsibility for the duties of this office to the Executive Director.
- c. The Treasurer personally shall not be liable for any decrease of the capital, surplus, income, balance, or reserve of any fund or account resulting from any acts performed in good faith in conducting business of the office.
- d. Treasurer may delegate certain support functions of the office, so long as they are not in conflict with these *Bylaws*. Duties that may not be delegated: responsibility for the property of the Chapter, the making of any attestation or certification required to be given, the signing of any financial instrument, notice, or agreement of the Chapter that requires signature, unless specific authorization for delegation is granted by these *Bylaws* or the Board. The Treasurer must sign all documents as required by these *Bylaws*, the Charter, or the law.
- e. Treasurer shall serve a one year term.
- f. When a new treasurer takes office, the retiring treasurer shall turn over to the successor a copy of the closing financial statements and audit, all records and books of account, and all monies, securities and other valuable items and papers belonging to this chapter that are in the treasurers custody and possession. The incoming treasurer shall check the same, and if found correct, shall give the retiring treasurer a receipt thereof and a complete release of the retiring treasurer from any future liability.
- g. The retiring treasurer shall assist the new treasurer in establishing the next year's chapter budget.

Section 7. Immediate Past President

- a. The Immediate Past President shall not be elected, but shall serve for the period immediately following his/her term as President of the Chapter.
- b. Specific Duty of the Immediate Past President
 - 1. Provide advice and counsel to current Board especially on issues relating to Chapter history.
 - 2. Chair the Nominating Committee and the Past Presidents Council.

Section 8. Removal of Officers

Any or all of the elected officers may be removed for or without cause at any duly constituted meeting of the Chapter by two-thirds majority vote of the membership present.

ARTICLE VI. EXECUTIVE COMMITTEE OF THE BOARD

Section 1. Composition

There shall be an Executive Committee of the Board composed of the President, President-elect, Vice President, Secretary, Treasurer and Immediate Past President.

Section 2. Powers Delegated to the Executive Committee

The Executive Committee shall have full authority, right, and power to act for the Board during periods between Board meetings on all matters except that it shall not:

- a. Adopt a general budget
- b. Change the policies, Rules of the Board, or the *Bylaws*
- c. Make an award of honor
- d. Purchase, sell, or lease any real property
- e. Form an affiliation
- f. Fix assessments and annual dues

However, it shall be allowed to act for the Board on any of the foregoing accepted matters which have been delegated specifically to it by two-thirds vote of the Board.

Section 3. Decisions of the Executive Committee

- a. The President, who shall be the Chairperson of the Executive Committee, shall fix the time and place for the meeting of the Executive Committee.
- b. A simple majority of its members is a quorum and shall be necessary in order to transact business at a meeting.
- c. The Executive Committee, in order to transact business, may meet in person or conduct its business via telephone conference calls or by email.
- d. The actions of the Executive Committee shall be recorded in minutes and ratified by the Board at its meeting following such action.

ARTICLE VII. EXECUTIVE DIRECTOR

Section 1. Executive Director

The Board may hire an Executive Director (ED) who shall be employed by and shall report to the Board. The administrative and executive office shall be in the charge of the Executive Director.

Section 2. Duties of the Executive Director

- a. The ED shall be and act as the chief executive officer of the Chapter, and as such shall have general management of the administration of its affairs, subject to the general direction and control of the Board and supervision of Officers of the Chapter.
- b. The ED shall perform such duties in this capacity as the Secretary and Treasurer may direct and under direct supervision of the officers.
- c. Maintain contacts with other professional societies particularly those in the fields allied to architecture and with trade associations in the construction industry so that the ED may be informed as to the activities in those fields, extending the cooperation of the Chapter as circumstances may warrant.
- d. Specific duties of the ED shall be delineated in the Contract between the ED and the Chapter.

Section 3. Functions of the Executive Director

- a. Editorial Functions: The ED shall be responsible for the publications of the Chapter, including the newsletter, and carrying out Board directives.
- b. Legal and Accounting Function: shall coordinate legal and accounting functions of the Chapter as required, acting to carry out directives of the Board.

- c. Liaison Functions with State Association: shall establish and maintain effective liaison with the Institute and State subject to the direction and control of the Board and supervision of the officers of the Chapter.

ARTICLE VIII. COMMITTEES/TASK FORCES

Section 1. Structure

The Chapter committees/task forces are for specific short-term activities of the Chapter and standing committees, established by these *Bylaws* of two types:

- a. Chapter standing committees which serve the special needs of the Chapter and cooperate with similar committees of the components, State or the Institute located in the state of Florida.
 - 1. Chapter standing committees shall be a Nominating Committee, Finance Committee and other standing committees as shall be appointed by the President and approved by the Board to conduct the affairs of the Chapter.
 - 2. The membership of these committees shall be selected by the Officer in charge of the specific committee from the membership according to these *Bylaws* and Rules of the Board and ratified by the board.
 - 3. The President-elect's recommendations for committee chairpersons for the following fiscal year shall be presented to the Board for approval and advice and ratified by the Board at its next regular meeting.
 - 4. Every committee chair shall make a report in writing, at such times as the board of directors request such reports.
- b. Task forces may be created by the President or by the Board. When created by the President, the executive Board at its next meeting thereafter shall review such action and may continue or discontinue such committees, or make changes in membership, as it may deem proper.
 - 1. Task forces shall expire with the fiscal year, but may be recreated to continue to function into the following fiscal year.
 - 2. Chairpersons and members for task forces shall be appointed from the membership and their terms shall expire with the task force.
 - 3. The President may, at any time, discontinue task forces, alter classifications, or make any changes in the personnel of special membership and Chapter standing committees as ratified by the Board at its next meeting.

Section 2. Nominating Committee

- a. There shall be a Nominating Committee whose duty shall be to nominate members qualified to become officers in the Chapter for each of the offices about to be vacated who are in good standing with the Institute, the Chapters, and the Chapter.
- b. The Nominating Committee shall be composed of the President elect as Chairman, Immediate Past president and up to three members-at-large of the Chapter appointed by the President Elect.
- c. The Nominating Committee shall review the qualifications of persons eligible to serve as officers, shall prepare a slate of names for the offices to be filled, shall file these names with the Secretary not less than 60 days prior to the date of the annual meeting, and shall place all qualified names in nomination at the annual meeting.
- d. The committee shall place in nomination a minimum of one name for each office to be filled.
- e. The powers of the committee shall terminate with the adjournment of the annual meeting.

Section 3. Finance Committee

- a. There shall be a Finance Committee whose duty shall be to prepare the annual budget for the Board, to establish and confirm a strategic business plan which supports the Chapter's strategic plan for the Board, and to recommend fiscal policies for adoption by the Chapter.

- b. The committee shall, at minimum, consist of the President-elect who shall automatically serve as Chairperson, Treasurer and one member of the general membership appointed by the President. The Treasurer shall be a non-voting ex officio member. The President Elect, at his/her discretion, may appoint other members of the general membership to serve ad hoc on the Finance Committee only for the purpose of preparing the annual Budget. The appointment of the ad-hoc members of the committee shall terminate with the adjournment of the annual meeting.
- c. The annual budget for the upcoming fiscal year shall be presented in draft for the Executive Committee and Board meeting at the last Board meeting of the year.
- d. The final recommended budget shall be prepared for Board approval at the first meeting of the Board in the new fiscal year.
- e. The committee shall provide for long-range fiscal planning for the Chapter and recommend policies related to funding investments, travel, expense accounts, control of service projects, supplemental income, and other financial matters which will enhance the Chapter's financial stability and accrue benefits to the members and the total profession, present and future.

Section 4. Past Presidents Council

- a. There shall be a Past Presidents Council consisting of all past presidents of the Chapter.
- b. The Past Presidents Council shall meet when called by the President.
- c. The Council shall give advice and counsel to the President and shall perform such particular duties related to the Chapter or the profession as the President requests and the Council agrees to perform.

Section 5. Other Standing Committees

- a. Other standing committees may be established by the President or Board any standing committees as may be required to carry out the business of the Chapter.
- b. Committees shall be established under the jurisdiction of a Board Member.

ARTICLE IX. FINANCIAL

Section 1. Fiscal Year

The fiscal year of this Chapter shall be the calendar year.

Section 2. Member Dues

- a. Annual dues equal to pro-rata share required to defray expenses of the Chapter for the ensuing fiscal year shall be determined by the Board.
- b. Each member shall contribute annual dues in an amount determined by the annual meeting.
- c. Member Emeritus: Members who have been granted Emeritus status are not required to pay dues.

Section 3. Termination of Membership for Non-Payment of Dues

- a. Member Dues of every member for the current calendar year are due and payable as required by due date of each year unless member has subscribed to payment plan by the Institute.
- b. Every member who has not paid in full Member Dues owed for the current year shall be considered in default and terminated upon the Institute's determination.

Section 4. Remissions of Fees and Dues

- a. The Treasurer in consultation with the Board in exceptional instances and for what is deemed adequate cause, may waive the chapter dues to be paid by any member of the Chapter, in whole or in part.
- b. The Treasurer may waive from year to year the annual chapter dues of any member of the Chapter who is actively engaged in the military, naval, aviation or maritime service of the United States of America and for a period of six months after the return to civilian life.
- c. The Treasurer is authorized to resolve questions relating to the applicability and calculations of dues.

Section 5. Contributions

The Board at any regular meeting by a concurring vote of two-thirds of the members present, or at any special meeting called thereof, may authorize the raising of, and thereupon raise money by, voluntary contributions from its members in addition to annual dues for any designated special purpose consistent with the objectives of the Chapter and prescribe the manner in which such contributions shall be collected. Non-payment of contributions shall not abridge, suspend, or terminate the privileges and rights of any member.

Section 6. Funds and Securities

- a. All money received by the Chapter shall be promptly deposited in their original form in a depository approved by the Board.
- b. Every disbursement of money shall be by check of the Chapter signed by the President or officer of the chapter and countersigned by different officer of the chapter.
- c. The Treasurer may establish petty cash accounts as authorized by the Board. These funds shall be disbursed for the usual petty cash purposes by the person named in the Board's authorization of the account. Statements of expenditures shall be duly recorded and the expenditures approved by the Treasurer before the account is replenished.
- d. Reserve or funds in excess of required operating funds shall be deposited by the Treasurer in an interest-bearing depository approved by the Board.

Section 7. Annual Budget

- a. The Board shall adopt an annual budget at its first meeting each year by a concurring vote of not less than two-thirds of its membership present. The budget shall show in detail the anticipated income and expenditures of the Chapter for the fiscal year.
- b. Unless authorized and directed to do so at an annual meeting or special meeting of the Chapter, the Board shall not adopt any budget, make any appropriations, or authorize any expenditure, or in any way obligate or incur obligation for the Chapter which, in the aggregate of any fiscal year, exceeds the estimated income of the Chapter for such year.

ARTICLE X. AMENDMENTS

Section 1. Amendments Made by Meetings of the Chapter

The Articles of Incorporation and *Bylaws* of the Chapter may be amended by the Chapter provided:

- a. Notice of proposed amendment(s) is sent to each member not less than 30 days prior to the date of the meeting at which the proposed amendment is to be voted on. A copy of the proposed amendment shall be posted to the website or other electronic site for review.
- b. Voting shall be by roll call or ballot and shall require the concurring vote of not less than two-thirds of the members present at the meeting.
- c. Every resolution or motion of this Chapter amending its Articles of Incorporation or Bylaws shall state that it will become effective only if and when it is approved by the Institute.
- d. Immediately following adoption of such resolution or motion, the Secretary shall submit a copy of the amendment and the resolution to the Secretary of the Institute requesting Institute

approval. Upon receipt of such approval, the Secretary shall enter the amendment and record its approval in the proper place in the documents with the date of the amendment and its approval.

Section 2. Amendments Made by the Board

The Board, unless the statutes forbid, may amend any provision of these *Bylaws* to conform to Institute *Bylaws* or applicable laws. The Board may not amend the bylaws without following the requirements of Section 1. Each amendment made by the Institute shall have the same force and effect as if made by the Chapter and shall be effective immediately on receipt of the notice of the Secretary of the Institute containing the amendment. The Secretary of the Chapter shall enter such amendment in the proper place in these *Bylaws* and notify the Chapter of the change.

Section 3. Title and Numbering

The Secretary may rearrange, re-title, renumber, or correct obvious errors in the various articles, sections, and paragraphs of these *Bylaws* as becomes necessary but may not amend the content of the *Bylaws* unless the changes have been approved by the Institute.

ARTICLE XI. RESPONSIBILITY

The Chapter shall not be responsible for any vote or statement of its officers or members nor be pledged or bound in any manner except by the approval of the Board in conformity with these *Bylaws*.

ARTICLE XII. INDEMNIFICATION

Section 1. Liability, Indemnification and Insurance

- a. Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of this Chapter shall not be personally liable for its debts, obligations or liabilities.
- b. 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 attorneys' 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.
- c. Insurance. The Board of Directors may authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of this Chapter as may protect them against any liability asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law.

ARTICLE XIII. PROFESIONAL CONDUCT AND DISCIPLINE

Section 1. Code of Ethics and Professional Conduct

- a. Institute Code. The Code of Ethics and Professional Conduct of the Institute shall apply to the professional activities of the members of this Chapter, and every interpretation made by the Institute Board of Directors shall be deemed to be the interpretation of this Chapter.
 - 1. Chapter Amendments Prohibited. No amendment or interpretation of the Code of Ethics and Professional Conduct shall be made by this Chapter.
- b. General Provisions Relating to Hearings and Procedure
 - 1. Confidentiality. The charges, evidence and action of the Executive Committee in any case of unprofessional conduct shall not be made public. Charges of unprofessional conduct shall be made only in executive session and all proceedings of and before the meeting at which such charges are made shall be and remain confidential.