



# Bylaws of AIA Vermont

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A Chapter of the American Institute of Architects

ARTICLE 1  
ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is AIA Vermont, hereafter referred to as this Chapter.

1.011 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the Executive Committee, The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board.

1.02 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Chapter. (The Institute objects are: to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.)

1.03 Domain. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute.

1.04 Organization. This Chapter is a non-profit membership corporation, 501(c)(6), incorporated in the State of Vermont in March of 1987, and chartered by the Institute in January 1948.

1.05 Authority. This Chapter shall represent and act for the Institute membership within the territory assigned to it on state matters. The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.

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

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. This Chapter may affiliate with any local organization of the construction industry operating within the territory of this Chapter that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.

1.12 Agreements of Affiliation. Every affiliation must be authorized by not less than two-thirds vote of the Executive Committee and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.121 Statement of Purpose. Every agreement of affiliation shall state the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate, and the nature of its organization, membership, government and operations.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter nor shall it bind or obligate this Chapter to any policy or activity unless the Executive Committee has voted to be so bound or obligated.

1.123 Termination. Any affiliation may be terminated by majority vote of the Executive Committee upon such notice to the affiliated organization as may be required in the agreement of affiliation.

1.13 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter, and may speak at the invitation of the presiding officer.

## 1.2 ENDORSEMENTS

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

ARTICLE 2  
MEMBERSHIP

2.0 GENERAL PROVISIONS

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

a) the Architect and Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in this Chapter, and

b) the Allied and Affiliate members the Chapter may admit as provided in Paragraphs 2.35 through 2.37.

c) Architect members may also hold the titles Fellow and/or Emeritus. Unless otherwise provided, the term "Associate member(s)" in these bylaws shall be understood to include International Associate members. Although Associate members may also hold the title Emeritus, International Associate members may not hold that title.

2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Chapter by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws. The term "Allied" shall refer to Allied members (as defined in Section 2.35), and the term "Affiliate" shall refer to Student Affiliates (as defined in Section 2.36) and Honorary Affiliates (as defined in Section 2.37). The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

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

2.04 Non-resident 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 3.

2.05 Enrollment of Members. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Secretary as a member of this Chapter. New memberships will be announced at the next regular meeting of this Chapter and in the next issue of the Chapter's official publication.

2.06 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 3.

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

2.08 Good Standing Defined. A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter or the Institute.

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

## 2.1 ASSIGNED MEMBERS

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

2.12 Action on Applications. All inquiries about and applications for membership in the Institute, and assignment to the Chapter, shall be acted upon promptly by the Executive Director. Where the applicant is ineligible under Institute Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

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

2.14 Termination. Assigned membership in this Chapter is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another chapter, or as otherwise provided in the Institute Bylaws or these bylaws.

2.15 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged unless otherwise provided in the Institute Bylaws.

## 2.2 UNASSIGNED MEMBERS

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

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

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

## 2.3 ALLIED AND AFFILIATE MEMBERS

2.31 Admission. Every application for admission to Allied or Affiliate membership in this Chapter shall be promptly acted upon by the Executive Director.

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

2.33 Termination. Allied or Affiliate membership is terminated by the death or resignation of the member, and by the admission or eligibility to be admitted as an assigned or unassigned member. The Executive Committee may terminate the membership of an Allied or Affiliate member for indebtedness as provided in section 3.32 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.34 Rights and Privileges of Allied and Affiliate Members. Allied members shall have the rights and privileges specified in the Institute Bylaws, including the use of the phrase “Allied Member of the Vermont Chapter of the American Institute of Architects” to describe themselves. An Affiliate in good standing:

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Executive Committee;
- 2) May attend and speak but may not make motions or vote at any meeting of this Chapter;
- 3) Shall not be eligible to serve as an officer or to chair a committee of this Chapter, but may serve as an ex-officio member of the Board of Directors of this Chapter, only as specifically allowed in Article 6 of these Bylaws;
- 4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

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

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

2.37 Honorary Affiliates.

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

2.372 Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Executive Committee. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the

nomination. The Executive Committee, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

2.373 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.34 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of the Vermont Chapter", and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3  
DUES, FEES, AND ASSESSMENTS

3.0 ANNUAL DUES

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

3.02 Amount of Annual Dues. The Executive Committee may fix, before the end of any fiscal year and in accordance with timing and other requirements fixed by the Institute, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of annual dues required of Allied or Affiliate members.

3.03 Dues Upon Admission. A newly admitted assigned or Allied or Affiliate member shall pay full annual dues, except that those admitted during the last six months of the year shall pay one-half the annual dues in the year they are admitted.

3.04 Dues for Nonresident Members. Nonresident members shall pay dues in an amount determined by the Executive Committee pursuant to Section 3.02. Such amount shall be equal to the amount of dues paid by members in the same category of membership who are assigned to the Chapter.

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

3.06 Hardship Dues Reduction. The Executive Committee may, in exceptional circumstances, waive all or any part of the annual Chapter dues of any member. In addition, after consultation with the Institute Secretary, the Executive Committee may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Chapter and to the Institute, provided that such waiver is in equal proportions across each level of membership. The Executive Director will forward the approved reduction in dues to the Institute for approval.

3.07 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter.

3.1 ASSESSMENTS

3.11 Authority. This Chapter, by the concurring vote of a majority of the total number of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of a majority of the total number of its assigned members may levy an assessment on its Associate members and/or Allied or Affiliate members, other than Honorary Affiliate members.

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

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS



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

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

### 3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned Members. If an assigned member is in default to the Institute or this Chapter for nonpayment of dues and assessments, such membership shall be subject to termination.

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

ARTICLE 4  
CHAPTER RELATIONSHIP TO  
OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

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

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

4.02 Nomination and Election of Institute Directors. This Chapter shall participate in the nomination and election of Representatives for this Chapter to the Institute Strategic Council in the manner provided in the Policies of the National Organization.

4.2 SECTIONS

4.21 Establishment of Sections. This Chapter may establish Sections with the approval of the Institute Secretary.

4.211 Procedure. Members in a geographic area within the territory of the Chapter may petition the Executive Committee to form a Section

4.22 Section Membership Voluntary. Membership in any Section shall be voluntary and not required as a condition of membership in the Chapter or the Institute.

4.23 Section Dues and Assessments. Sections may levy dues and assessments on members of the Section, but Section members may not be required to pay them except to the extent provided in the Institute's Bylaws.

ARTICLE 5  
CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Chapter shall hold an annual meeting during the month of December, for the purpose of nominating and electing the officers and directors to succeed those whose terms are about to expire; for receiving the annual reports of the Executive Committee and the Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. This Chapter shall hold regular meetings on dates to be determined by the Executive Committee.

5.03 Special Meetings. A special meeting of this Chapter may be called by the President or the Executive Committee, and shall be called by the President at the written request of not less than 66 percent of the total number of this Chapter's members in good standing. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 Notice of Chapter Meetings. A notice of each meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by mail or by email, to each member entitled to vote at the meeting. Notice shall be given not less than ten days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members in time for them to receive it at least ten days prior to the meeting.

5.12 Quorum at Meetings. At any meeting of this Chapter, five percent of the membership entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

5.13 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

5.14 Remote Attendance of Meetings. Board members and Chapter members may attend meetings remotely, if the following conditions are met:

- (a) the member in remote attendance is able at that time to:
  - i. hear, and be heard by, the members attending in person,
  - ii. hear, and be heard by, any member of the Chapter entitled to attend the meeting who is present in that place and who exercises a right to speak at the meeting, and
  - iii. be heard by any other members of the Chapter so entitled who are present in that place;
- (b) the member in remote attendance is able at that time to hear, and be heard by, any other member in remote attendance in respect of whom the condition in paragraph (a) is satisfied at that time.

## 5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

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

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

5.23 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter.

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

- 1) Matters so designated elsewhere in these bylaws;
- 2) Elections of Representatives to the Institute Strategic Council, delegates to meetings of the Institute, and representatives State Organization;
- 3) Instructions to delegates;
- 4) Any matters relating to membership;
- 5) Dues and assessments for Architect members shall be limited to Architect Members;
- 6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

5.25 Actions Without a Meeting: Any action required or permitted to be taken by the Board of Directors, Executive Committee, and other AIAVT committees may be taken without a meeting, if at least 75% of the committee members authorized to vote shall individually or collectively consent in writing to such action, and if each member is given prior notice of the action proposed to be taken. Each action must be evidenced by one or more written consents describing the action taken, signed by at least 75 percent of all the members entitled to vote, and delivered to AIAVT's Executive Director for inclusion in the minutes or filed with the corporate records. Prompt notice of any action taken by less than unanimous consent in lieu of a meeting shall be given to all members entitled to vote on such action.

- 1) The record date for determining members entitled to take action without a meeting is the date the first member signs the consent
- 2) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.
- 3) For purposes of this section, written consent may be evidenced by an electronic communication or electronic record.

ARTICLE 6  
THE EXECUTIVE COMMITTEE

6.0 AUTHORITY OF EXECUTIVE COMMITTEE

6.01 Powers. The business of this Chapter shall be managed by the Executive Committee, which shall be composed of the officers of this Chapter and up to one non-voting member-at-large selected from the Board of Directors, and shall exercise all authority, rights and powers granted to it by the laws of the State of Vermont, the articles of incorporation, and by these bylaws.

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

6.02 Delegation of Authority. Neither the Executive Committee nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.

6.03 Freedom from Commitments. No committee, commission, officer, director, member, employee or agent of this Chapter shall initiate or carry on any activity that may commit the Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Executive Committee.

6.1 ELECTION OF OFFICERS AND DIRECTORS

6.11 Composition. The Board of Directors of this Chapter shall be composed of the following persons:

6.111 All officers of this Chapter shall be members of the Board of Directors.

6.112 Members of the Board of Directors shall be assigned Architect or Associate members of this Chapter.

6.113 The above Board members may appoint a maximum of two (2) Student Affiliate members (who may be a member(s) of the American Institute of Architecture Students organization) to be a member(s) of the Board of Directors. Student Affiliate members will serve as ex-officio members without vote, in addition to Board members selected in accordance with Sections 6.111, 6.112, and 6.114.

6.114. The above Board members may appoint a maximum of two (2) Allied members. Allied members will serve as ex-officio members without vote, in addition to Board members selected in accordance with Sections 6.111, 6.112, and 6.113.

6.115. The maximum number of members of the Board of Directors at any one time shall be 15, including all directors elected or appointed, but not including ex-officio members.

6.1151 If the total number of directors elected at the annual meeting is fewer than the limit stated in paragraph 6.115, the Executive Committee may, at its discretion, appoint one or more additional directors, not to exceed the limit stated

in paragraph 6.115. Appointments of directors shall occur no later than January 31 of the year for which the appointment is made, except in the case of an appointment made to fill a vacancy resulting from the resignation of a director occurring at a later date of that year.

6.12 Nominations. Nominations for each office and for each directorship of this Chapter about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Executive Committee held at least one month prior to the annual meeting, the Executive Committee may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices and directorships.

6.121 The total number of nominations for directorships that may be accepted at the annual meeting, including those presented by the nominating committee and others accepted from the floor, shall be capped at the maximum number of members of the Board of Directors indicated in paragraph 6.115.

6.13 Elections. All officers of this Chapter except the President shall be elected at the annual meeting of the assigned members of this Chapter. The nominee for an office or directorship who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office or directorship, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office and each directorship shall be placed by the Secretary on ballots for voting by secret ballot.

6.131 Upon expiration of the term of office of the President, the Vice President shall succeed to the office of the President.

6.13 Tellers. The President may appoint three tellers, who shall be 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.

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

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

## 6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.21 Term. Each officer and director shall serve a term of one year or until a successor has qualified.

1) Each director shall serve a term of one year or until a successor has qualified. Directors may be elected for successive terms.

2) The Secretary and Treasurer, or Secretary / Treasurer, shall each serve terms of one year or until a successor has qualified. Secretaries and Treasurers may be elected for successive terms.

3) The term of the President shall be one year, or two years, at the option of the President. Upon expiration of the term of office of the President, the Vice President shall succeed to the office of President. Presidents may not be elected for successive terms.

i. If the President chooses to serve as President for a 2<sup>nd</sup> year, the President shall announce this intention to the Executive Committee no later than September 30 of their first year as President.

4) The term of the Vice President shall be one year, except when the President elects to serve a second year, in which case the Vice President shall have the options of either continuing the term of Vice President for the President's 2<sup>nd</sup> year, or declining to continue in the role of Vice President. If the Vice President declines to continue in the role of Vice President for the President's 2<sup>nd</sup> year, then the nomination committee shall nominate a new candidate for Vice President for the President's 2<sup>nd</sup> year.

6.22 Vacancies. If a vacancy occurs in the membership of the Executive Committee or Board of Directors other than on account of the regular expiration of a term of office, the Executive Committee shall fill the vacancy for the unexpired term of office. If a vacancy occurs in the membership of the Executive Committee or Board of Directors on account of the regular expiration of a term of office, and if no willing candidate accepts nomination for that office by the nominating committee or from the floor at the Annual Meeting, then the Executive Committee may fill that position by appointment, at such time as a candidate is identified.

1) For a vacancy of the office of President, other than on account of regular expiration of a term of office, the Vice President shall be appointed President for the remainder of the current year, unless the Vice President declines to assume the office of President.

2) If the Vice President declines the appointment to President, the Executive Committee shall appoint the Immediate Past President to the role of President for the unexpired term of office, unless the Immediate Past President declines to assume the role of President.

3) If neither the Vice President nor the Immediate Past President accepts the appointment to President, then the Executive Committee shall fill the role by appointment of a member of the Board of Directors to President, for the unexpired term of office.

4) A person who is appointed to the office of President for the remainder of a partial year shall have the option to extend their term as President to the next full year.

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

6.24 Removal of Officer or Director. Any or all of the officers and directors may be removed for or without cause by vote of the members, or for cause by vote of the Executive Committee when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.241 Excessive Absence. Failure to attend, in person or remotely, three or more meetings within one year, shall be a cause for which an officer or director may be removed by vote of the Executive Committee.

## 6.3 OFFICERS

6.31 Officers. The officers of this Chapter shall be the President, Vice President/President-elect, and Secretary/Treasurer (if this person is held by one person), or Secretary and Treasurer (if these are separately appointed or elected positions.)

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

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

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

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

6.332 Nomination of Candidate for Vice President: In years for which a new Vice President will be elected, the nominating committee shall select either the current Secretary or current Treasurer as a candidate for Vice President, unless neither the Secretary nor the Treasurer wish to accept the nomination.

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

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

6.342 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Chapter except as otherwise provided in these bylaws, 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.



6.3421 The Secretary may delegate responsibility for the property of this Chapter to the Executive Director, for safekeeping at the executive office of this Chapter.

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

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

6.352 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the signature of the Treasurer, unless such delegation is expressly permitted in these bylaws. The Treasurer may delegate to an assistant treasurer or other assistant employed by this Chapter the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Treasurer, with the exception that the Executive Director, acting as the assistant treasurer, shall be **required to obtain written approval of the Treasurer in advance permitted** to sign checks for the Chapter for amounts up to \$500 each. **Written approval may be evidenced by an electronic communication.**

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

6.36 Officer Pro Tem. If any officer is absent or unable to act, the Executive Committee may elect from its membership a chairman pro tem, a secretary pro tem, or a treasurer pro tem, as necessary, who shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

6.37 The Immediate Past-President. The Immediate Past-President shall be a member of the Executive Committee.

#### 6.4 MEETINGS OF THE EXECUTIVE COMMITTEE

6.41 Meetings Required. Except as otherwise provided in these bylaws, the Executive Committee must actually meet in a regular or special meeting in order to transact business.

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

6.412 Special Meetings. A special meeting of the Executive Committee shall be held if requested in writing by one-third of the members of the Executive Committee, or at the call of the President. The Secretary shall issue a written call and notice of each special

meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the call and notice shall be transacted at the special meeting.

6.413 Waiver of Notice. Either the call and notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Executive Committee. Any irregularity in or failure of notice of a meeting of the Executive Committee shall not invalidate the meeting or any action taken.

6.414 Meeting Requirements. Any one or more members of the Executive Committee may participate in a meeting of the Committee by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting. The Executive Committee may take action without meeting if all members of the Committee consent in writing to the adoption of a resolution authorizing the action.

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

6.43 Minutes. The Secretary shall keep written minutes of each meeting of the Executive Committee, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Executive Committee for approval at the next meeting and thereafter signed by the Secretary and filed with the Chapter's records.

## 6.5 REPORTS OF THE EXECUTIVE COMMITTEE

6.51 Report to Members. The Executive Committee shall render a full report in writing to each annual meeting of this Chapter of the condition, interests, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

6.52 Report to Institute. The Executive Committee 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.

## 6.6 COMMITTEES AND COMMISSIONS

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

ARTICLE 7  
FINANCES

7.0 FINANCES

7.01 Budgets and Appropriations. Prior to the beginning of every fiscal year, or within the first two months of the fiscal year, but not later than the second meeting of the board of directors within the fiscal year, the Executive Committee shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

7.02 Expenditure Limitations.

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

7.022 The Executive Committee. The Executive Committee shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so at a duly called meeting of the members provided, however, that the Executive Committee may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

7.03 Review of Financial Records. At appropriate intervals, the 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.

7.04 Fiscal Year. The fiscal year of this Chapter shall be January 1 to December 31.

7.1 REAL AND PERSONAL PROPERTY

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

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

7.2 DIVIDENDS PROHIBITED

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

7.3 INSTITUTE PROPERTY INTERESTS

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

ARTICLE 8  
GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

The administrative and executive offices of the Chapter shall be in the charge of the Executive Director, who shall be 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/Treasurer may delegate;
2. Employ such staff as the Executive Committee may authorize 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.

8.1 RECORDS OPEN TO MEMBERS

Except as otherwise provided in these bylaws, 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 Executive Committee, by any member of this Chapter in good standing.

8.2 PARLIAMENTARY AUTHORITY

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

8.211 The Executive Committee, Board of Directors, and the Chapter committees may suspend Robert's Rules of Order, Newly Revised, for part or all of any meeting, in favor of another agreed-upon procedure for conducting meetings, upon a vote of not less than two thirds of those Executive Committee, Board of Directors, or Committee members present in person or remotely.

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

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

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

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

#### 8.4 ETHICS

8.41 Ethics Charges. This Chapter shall not adjudicate any claims of violations of the Code of Ethics and Professional Conduct. All such claims shall be referred to the Institute's National Ethics Council for adjudication.

ARTICLE 9  
AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

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

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

9.1 AMENDMENTS BY THE EXECUTIVE COMMITTEE

9.11 Conformity with Institute Bylaws. The Executive Committee, without action by a meeting of this Chapter, may amend any of these bylaws as may be necessary for conformity with Institute Bylaws. These bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws.

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