

# AIA New York Chapter



## BYLAWS

Revised, June 20, 2007

**New York Chapter of the American Institute of Architects Bylaws**  
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## **ARTICLE 1 - ORGANIZATION**

### **1.0 GENERAL PROVISIONS**

1.01 Name. The name of this organization is The New York Chapter of the American Institute of Architects (doing business as AIA New York Chapter and Center for Architecture) hereinafter referred to as this Chapter.

1.011 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the Board of Directors, The New York State Association of Architects (doing business as AIA New York State) is referred to as the Association, 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 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 incorporated in the State of New York on the 12th day of January 1869 and chartered by the Institute on the 19th day of March 1867.

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

1.06 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall cooperate with its state organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Chapter.

### **1.1 CHAPTER GOALS**

1.11 Purpose. This Chapter shall establish goals, consistent with the objects of the Institute, to guide and further its activities and programs. The goals of this Chapter shall be incorporated in a Long Range Plan, as described in Article 6 of these By-laws.

### **1.2 AFFILIATIONS WITH OTHER ORGANIZATIONS**

1.21 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.

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

1.221 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 organizations, membership, government and operations.

1.222 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter and shall not bind or obligate this Chapter to any policy or activity unless the Board of Directors has voted to be so bound or obligated.

1.223 Termination. Any affiliation may be terminated by majority vote of the Board of Directors upon such notice to the affiliated organization as may be required in the agreement of affiliation.

1.23 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.

### **1.3 ENDORSEMENTS**

Neither this Chapter, nor the Board of Directors, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any 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, , Associate and Emeritus 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 affiliate members the Chapter may admit as provided in Paragraphs 2.35 through 2.37.

2.02 Definitions. In these bylaws, Architect, , Associate and Emeritus members who have been assigned to this Chapter are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws. The term "affiliate" shall refer to professional affiliates, student affiliates and honorary affiliates. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter. The term "mail" includes electronic communications.

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.

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, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

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

## **2.1 ASSIGNED MEMBERS**

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

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

2.13 Reassignment. The Chapter shall not delay nor impede the transfer of any assigned member in good standing who has applied for assignment to another chapter of the Institute.

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

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

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

## **2.2 UNASSIGNED MEMBERS**

2.21 Admission. This Chapter, without action by the Institute, shall 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 Board of Directors.

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

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

## **2.3 ALLIED AND AFFILIATE MEMBERS**

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

2.32 Admission Fees. Every applicant for an allied or affiliate membership, except Honorary Affiliate members,

shall pay an admission fee in an amount determined by the Board of Directors as provided in section 3.02 of these bylaws.

2.33 Termination. Allied or Affiliate membership is terminated by the death or resignation of an allied or affiliate member and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors 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, public, corporate and Affiliate Members. Allied members shall have the rights and privileges specified in the Institute Bylaws. Public, Corporate and Affiliates in good standing:

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors;
- 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 director, except as provided for a Public Director in 6.04; or to chair a committee of this Chapter with the exception of a Professional Affiliates Committee;
- 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 as selected by the Chapter's Honors Committee.

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

2.38 Public Members. Individual not otherwise eligible for membership in the Institute of the Chapter or Allied membership may become a Public Member.

2.39 Corporate Members. Companies shall be able to become Corporate Members of the Chapter based on requirements of the Board.

## **2.4 SUSTAINING FIRMS**

2.41 Qualification. A firm that is engaged in the active practice of architecture and consists of at least one principal who is an assigned member of this Chapter shall be designated a Sustaining Firm of this Chapter.

2.42 Privileges. Sustaining Firms shall be listed in alphabetic order in any directory published by this Chapter. Sustaining Firms shall have no other right or special privilege in the affairs of this Chapter.

2.43 Termination. Status as a Sustaining Firm of this Chapter shall be mandatory. A Sustaining Firm shall

continue its membership in this Chapter until it ceases to qualify under section 2.41.

## **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 or as otherwise directed by the Board of Directors.

3.02 Amount of Annual Dues (and Admission Fees). The Board of Directors by the concurring vote of all but one of its entire membership may fix, before the end of any fiscal year, the annual dues to be paid by each category of member and sustaining firm for the immediately succeeding fiscal year and the amount of admission fees required of affiliate members.

3.03 Dues Upon Admission. A newly admitted assigned 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 reduced dues. The amount of the reduction shall be determined by the Board of Directors pursuant to section 3.02.

3.05 Individual Waiver of Annual Dues. The Board of Directors by the concurring vote of all but one of its members may, in exceptional circumstances, waive the annual dues of any member in whole or in part for any year, and such waiver may be made retroactive.

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

### **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 its assigned members present at a meeting, may levy an assessment on its , Associate members and/or affiliate members.

3.12 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be mailed to every member no more than 60 but not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

### **3.2 SUPPLEMENTAL DUES**

3.21 Obligation to Pay Supplemental Dues. All Sustaining Firms shall pay annual supplemental dues on or before January 15 of each year or as otherwise directed by the Board of Directors.

3.22 Amount of Supplemental Dues. The amount of supplemental dues will be determined by the Board of Directors and the method of calculation shall be set forth in the Rules of the Board of Directors.

### **3.3 DEFAULT OF ANNUAL DUES AND ASSESSMENTS**

3.31 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.

3.32 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.

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

### **3.4 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS**

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

3.42 Unassigned Members and Affiliates. If an unassigned member 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 • RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS**

### **4.0 THE INSTITUTE**

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

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

### **4.1 THE ASSOCIATION**

The Board of Directors shall appoint directors to represent the Chapter as directors on the Association Board of Directors, pursuant to the number and terms under the Association Bylaws. The President and Executive Director shall be officially designated alternates.

### **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 Board of Directors 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 who choose to join the section.

## **ARTICLE 5 - CHAPTER MEETINGS**

### **5.0 BUSINESS, ANNUAL AND SPECIAL MEETINGS**

5.01 Annual Meeting. This Chapter shall hold an annual meeting at a time and place determined by the Board of Directors for the purpose of nominating and electing the officers, directors, and elected committee members to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Business Meetings. This Chapter may hold business meetings at time(s) and place(s) determined by the Board of Directors.

5.03 Special Meetings. A special meeting of this Chapter may be called by the President or the Board of Directors and shall be called by the President at the written request of not less than (25 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, either personally or by mail, to each member entitled to vote at the meeting. Notice shall be given no more than 60 but not less than 10 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, 10 percent of the membership or 100 members, whichever is less, 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.

## **5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING**

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

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

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

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 Institute Directors; delegates to meetings of the Institute and the Association;
- 3) Instructions to delegates;
- 4) Any matters relating to membership;
- 5) Voting on dues and assessments for Institute Members shall be limited to Institute Members; and
- 6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

5.25 Mail Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot of the members of this Chapter, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Chapter.

## **ARTICLE 6 - THE BOARD OF DIRECTORS**

### **6.0 AUTHORITY OF BOARD OF DIRECTORS**

6.01 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of New York, the articles of incorporation and by these bylaws.

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

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

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 Board of Directors.

6.04 Membership. The Board of Directors shall consist of seventeen (17) members. Fourteen (14) members shall be assigned members of this Chapter, one of whom shall be the immediate past President of the Chapter and the other an associate member. If for any reason the immediate past President is unable or declines to serve as a Board member, any other assigned member may be nominated and elected to fill that directorship position for the full one-year term. The fifteenth seat shall be filled by a director selected from the public at large, hereinafter referred to as the Public Director. The sixteenth seat shall be filled by a director who shall be selected as provided in Paragraph 6.041, hereinafter referred to as the Public Director for Educational Affairs. The seventeenth member shall be filled by a director who shall be selected as provided in Paragraph 6.042, hereinafter referred to as the Public Director for Development Affairs. Seven members of the Board shall be the officers of this Chapter as provided in Paragraph 6.3, while the remaining ten members shall be directors.

6.041 Public Director for Educational Affairs. The Public Director for Educational Affairs shall be the Dean, Chair, or other head, or a full-time member of the faculty of one of the accredited Schools or Departments of Architecture identified in the Rules of the Board of Directors and shall be nominated and elected in accordance with the procedures set forth in such Rules and these By-laws.

6.042 Public Director for Development Affairs. The Public Director for Development Affairs shall be an individual well versed in the missions, management, and operations of not-for-profit organizations, including fundraising strategies, governance, and government/business relations. This Public Director shall be nominated and elected in accordance with the procedures set forth in these By-laws.

6.05 Rules of the Board of Directors. The Board of Directors shall adopt Rules of the Board of Directors to supplement the provisions of these By-laws. Such rules, which may be amended by the Board of Directors, shall establish procedures for the business of the Board of Directors. The rules shall be consistent with the provisions of the By-laws and shall be made available to the membership upon request.

### **6.1 ELECTION OF OFFICERS AND DIRECTORS**

6.11 Nominations. Nominations for each office, for each directorship and for elective committees of this

Chapter about to become vacant shall be made by the Nominating Committee as provided in Article 7. Independent nominations may be made for any or all of the offices, directorships and elective committees at least thirty days before the annual meeting by ten or more assigned members of this Chapter in good standing, whose signature must be appended to such nomination.

6.12 Elections. The nominee for an office, directorship or elective committee 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, directorship or elective committee, 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, directorship and elective committee shall be placed by the Secretary on ballots for voting by secret ballot.

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, directorship and elective committee 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 Terms. Each officer shall serve a term of one year or until a successor has been elected and qualified. Each director, with the exception of the Public Director for Educational Affairs and the immediate past President of the Chapter, shall serve a term of two years with two one year renewals with the terms arranged so that no fewer than four terms end in any one year. The Public Director for Educational Affairs and the immediate past President of the Chapter shall serve a term of one year.

6.211 Consecutive Terms. A member shall not be elected to the same office for more than the following number of consecutive terms:

- 1) President - one
- 2) First Vice President/President-elect - one
- 3) Vice Presidents – three
- 4) Secretary - three
- 5) Treasurer - three
- 6) Directors (except as otherwise noted) – three
- 7) Public Director – three
- 8) Public Director for Educational Affairs -- one
- 9) Public Director for Development Affairs -- two
- 10) Immediate Past Chapter President -- one

6.212 Re-election. Ten months shall elapse after the last of the indicated number of consecutive terms before an officer or director is eligible for re-election to the same office. A member shall be eligible for the full number of consecutive terms of the same office if, during the period immediately prior thereto, the member has been elected to fill the unexpired term of an officer or director.

6.213 Term of Service. No member of this Chapter shall serve on the Board of Directors for more than five consecutive years, except when elected to the office of First Vice President/President-elect, in which case the member may serve for not more than six consecutive years. A member who has served five consecutive years (six in the case of an elected First Vice President/President-elect) shall not be eligible for further service on the Board of Directors for at least twenty-two months after the end of that member's most recent term.

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

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 Board of Directors when there is a quorum of not less than 2/3 of the members present at the meeting at which the vote is taken.

6.25 Newly Created Board Seat. If a seat on the Board of Directors is newly created by these By-laws, the Board of Directors, in consultation with the Nominating Committee, shall appoint an individual to serve in that newly created directorship position until his or her successor is nominated and elected in accordance with the procedures set forth in these By-laws.

### **6.3 OFFICERS**

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

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

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

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

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

6.34 The Vice President. The Vice Presidents shall possess all the powers and perform all the duties of the First Vice President/President-elect as directed by the President in the event of the absence of the First Vice President/President-elect or the First Vice President/President elect's disability, refusal or failure to act. The Vice Presidents shall perform such other duties as are properly assigned the Board of Directors or the President.

6.341 Chapter Goals. To support and implement the goals of this Chapter, the Vice Presidents shall take responsibility for and coordinate the activities of this Chapter as directed by the Board of Directors consistent with the Long Range Plan.

6.35 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, and shall attend all their meetings and keep minutes of the proceedings; have custody of and

shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors 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.

6.351 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.

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

6.36 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.

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

6.362 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.

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

6.37 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors 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.

## **6.4 MEETINGS OF THE BOARD OF DIRECTORS**

6.41 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business. Any one or more members of the Board of Directors who are not present may participate in the meeting of the committee by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time.

6.411 Regular Meetings. The Board of Directors may hold regular meetings without notice at a time and

place determined by it.

6.412 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third of the members of the Board of Directors, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted, 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 Board of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.414. Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the committee consent to the action in writing.

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

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

6.44 Board Member Attendance at Meetings. Members of the Board of Directors who fail to attend three (3) consecutive Board meetings or a total of four (4) meetings during a twelve month period will be asked to resign from the Board.

## **6.5 REPORTS OF THE BOARD OF DIRECTORS**

6.51 Report to Members. The Board of Directors shall render a full report annually 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 annual report shall be sent to the Institute each year.

## **6.6 LONG RANGE PLAN**

6.61 Purpose. The Board of Directors shall adopt a Long Range Plan to establish the goals, plans and programs of this Chapter, consistent with the objects of the Chapter defined in Article 1 of these By-laws.

6.62. Modification. The Board of Directors may appoint a committee or commission to modify and update the Long Range Plan on a periodic basis.

6.63. Report to Members. The Board of Directors shall communicate the Long Range Plan and modifications to the Plan to the members in a manner or form it deems appropriate.

## **ARTICLE 7 - COMMITTEES**

### **7.0 GENERAL PROVISIONS**

7.01 Formation and Composition. This Chapter may establish committees and commissions to carry out the

work of the Chapter

7.011 Elective Committees. The formation and composition of elective committees shall be as provided in this Article.

7.012 Appointive Committees. The Board of Directors may form and appoint committees as provided in this Article.

7.013. Special Committees. The Board of Directors or this Chapter, at a regular or special meeting, may establish committees for special purposes and for specified terms.

7.02 Duties and Restrictions. Each committee shall discharge its duties as prescribed by these By-laws or as established by the Rules of the Board of Directors. No committee nor any member or chairman of a committee shall commit or speak for this Chapter or the Institute orally or otherwise on financial or any other matter, unless specifically authorized to do so by the President or the Board of Directors. (See 6.03)

7.03 Meetings. Every committee shall hold meetings, when and as necessary to transact the business with which it is entrusted, at the call of the Chair of the committee or of the President.

7.04 Reports. Every committee shall make an annual report to the President at the close of its work and at such other times as the President or the Board of Directors may request.

## **7.1 ELECTIVE COMMITTEES**

7.10 Members. The Chair and members of every elective committee shall be nominated, elected and shall serve terms of office as provided in this Article.

## **7.2 NOMINATING COMMITTEE**

7.21 Composition. There shall be a Nominating Committee of five assigned members of this Chapter. The immediate past President shall be a member along with four elective members.

7.22 Nomination. Nominations for this committee shall be made at a regular or special meeting of this Chapter. The Board of Directors may, at its next regular meeting, make additional nominations.

7.23 Election. Within ten days after the nominations have been completed, the Secretary shall mail to each assigned member in good standing a ballot listing the names of all nominees and requesting four choices for election. Two weeks shall be allowed for the return of ballots to the Chapter office. The ballots shall be tabulated by tellers appointed by the president. The four nominees receiving the highest number of votes together with the immediate past president shall constitute the Nominating Committee.

7.24 Term. The term of each member of this committee shall be for one year following the member's election or until a successor has been elected and qualified. No member shall be eligible for re-election for two years after that member's term of office has expired. Members shall be limited to three (3) total terms of service. The committee shall elect its own chair.

7.25 Meetings. The Nominating Committee, upon call of its Chair, shall meet from time to time as necessary to perform its duties. Four members shall constitute a quorum, and a concurring vote of four members shall be necessary to confirm any action of this committee.

7.26 Responsibility. This Committee shall obtain from the Secretary the list of vacancies among officers, directors and elective committees, consider the specific qualifications of candidates for the roles and make nominations for any or all of the following:

- 1) First Vice President / President-elect – individual to have previous experience on the Board or significant experience with Chapter Affairs.
- 2) Vice President for Public Outreach – responsible for identifying and managing priorities and strategies for public advocacy initiatives for consideration and endorsement by the Board.
- 3) Vice President for Professional Development – responsible for strategic positioning of programming on professional practice issues.
- 4) Vice President for Design Excellence – responsible for strategic positioning of programming for building type design, awards programs; sustainable design; zoning and planning issues.
- 5) Secretary
- 6) Treasurer – in addition to responsibilities stated in the bylaws, responsible for fundraising strategy and implementation; chair of special task forces related to finances as required.
- 7) Director for Publications – responsible for Oculus, website, publications and graphic design program; Chair of Oculus Committee.
- 8) Director for Legislative Affairs – responsible for coordination with State and National AIA legislative initiatives as well as local legislative issues.
- 9) Director for Educational Affairs – responsible for developing and maintaining active relationships with New York City area architecture schools.
- 10) Director for Programs and Strategic Planning – responsible for coordinating biannual calendar of programs with Vice Presidents and committees; Chair of Committee on Committees consisting of committee chairs; liaison with New York Foundation for Architecture.
- 11) Director for Industry Affairs – responsible for developing and maintaining active relationships with organizations of allied professionals and other non-profit organizations concerned with the built environment.
- 12) One Director selected from the Associate members of the Chapter.
- 13) Public Director / Co-director for Industry Affairs selected from the public at large; co-directorship to be designated by the committee appropriate to the Public Director’s area of expertise.
- 14) Three Alternate Directors with qualifications for the Vice Presidential roles of Public Outreach, Professional Development and Design Excellence.
- 15) Three members of the Honors Committee
- 16) Three members of the Oculus Committee
- 17) Two members of the Fellows Committee
- 18) Two members of the Finance Committee
- 19) Four members of the New York Foundation for Architecture

7.261 The Public Director for Educational Affairs. The Public Director for Educational Affairs shall be nominated by the Nominating Committee in accordance with the Rules of the Board of Directors.

7.2611 The Public Director for Development Affairs. The Public Director for Development Affairs shall be nominated by the Nominating Committee in accordance with these By-laws.

7.262 Nominees. All nominees for officers, directorships, and elective committees shall be assigned members of this Chapter in good standing, with the exception of the Public Director, the Public Director for Educational Affairs, and the Public Director for Development Affairs. Nominees for the Alternate Directors may be, but are not required to be, selected from among individuals who hold other Board positions.

7.263 Report. The Committee on Nominations shall report to the Secretary its full list of nominations at least forty days prior to the annual meeting.

### **7.3 FELLOWS COMMITTEE**

7.31 Composition. There shall be an elective Fellows Committee, consisting of six members who shall be Fellows of the Institute.

7.32 Term. The term of each of its members shall be three years so arranged that the terms of two of its members shall expire each year. No member of this committee shall be eligible for re-election until ten months after that member's term of office has expired. This committee shall elect one of its continuing members as its

chair for a term of one year.

7.33 Meetings. This committee shall hold at least four meetings each year. Four members of this committee shall constitute a quorum. The unanimous vote of all the members at a meeting shall constitute a recommendation of this committee to the Board of Directors. The Board of Directors shall make the final nomination or nominations for advancement of members to Fellowship.

7.34 Responsibility. This committee shall follow applicable procedures of the Institute, regarding eligibility and nomination procedures for advancement of a member to fellowship and shall follow an appropriate method of communicating such information to all Chapter members.

## **7.4 HONORS COMMITTEE**

7.41 Composition. There shall be an elective committee called the Honors Committee , consisting of six members and the President of the Chapter who shall be Chair.

7.42 Term. The term of office of each of its members, other than the President, shall be two years, so arranged that the terms of three members, other than the President, shall expire each year.

7.43 Meetings. This committee shall hold at least four meetings each year. Four members of this committee shall constitute a quorum.

7.44 Responsibility. This committee shall present nominations to the Board of Directors for approval. Nominations shall include but not be limited to: Chapter awards; the Association awards; Institute Honors and Awards; and of other public awards as solicited and decided by the Honors Committee.

7.45 Rules. This committee shall follow the Rules of the Board of Directors regarding purposes, eligibility, and conditions under which Awards of Merit and Medal of Honor may be given, the specific duties of the jury and the procedures by which the deliberations and recommendations of the jury are made known to the membership.

## **7.5 FINANCE COMMITTEE**

7.51 Composition. There shall be an elective Finance Committee consisting of six members and the Treasurer of this Chapter. The committee shall elect one of its own members, other than the Treasurer, as Chair.

7.52 Term. The term of office of each of its members, other than the Treasurer, shall be three years, so arranged that the term of only two members, other than the Treasurer, shall terminate each year. Four members of the committee shall constitute a quorum.

7.53 Meetings. This committee shall hold at least four meetings each year. Four members of this committee shall constitute a quorum.

7.54 Responsibility. This committee shall: assist the President and Treasurer in preparing an annual budget; arrange for audits of the books of this Chapter and report to the Board of Directors the results of such audits; examine, at the direction of the Board of Directors or the Treasurer, the accounts of this Chapter; supervise the investments, trust funds and endowments of this Chapter; and recommend to the Board of Directors appropriate action to be taken thereon.

7.54 Professional Assistance. This committee, subject to the approval of the Board of Directors, may employ professional assistance and counsel.

## **7.6 OCULUS COMMITTEE**

7.61 Composition. There shall be an elective committee called the Oculus Committee, consisting of six

members, Director for Publications, who shall serve as chair, the President and the Executive Director of this Chapter.

7.62 Term. The term of office of each of its members, other than Director for Publications, President and Executive Director shall be two years, so arranged that the term of three members, other than the Director for Publications, shall terminate each year.

7.63 Responsibility. This committee meets monthly with the staff of Oculus to advise, direct, and set policy and editorial content for the Chapter's publication and web site.

## **7.7 APPOINTIVE COMMITTEES**

7.71 Members. The chair and vice-chair of every appointive committee shall be appointed by the President and approved by the Board of Directors. Members of every appointive committee shall be appointed by the President and approved by the Board of Directors, or, at the discretion of the President and with the consent of the Board of Directors, be appointed by the chair of each such committee.

7.72 Term. The terms of office of the chair, vice chair, and of members of appointive committees, shall be one year. There shall be no restrictions, however, on reappointment of the chair, vice chair or any member of an appointive committee.

7.73 Chair. The chair of each appointive committee shall: direct and coordinate the activities of that committee with the participation of its membership; establish budgets for committee activities as required by and subject to the approval of the Board of Directors; conduct meetings of the committee; act as liaison for the committee to the Board of Directors and other committees; and perform such other duties as are properly assigned by the President or Board of Directors. No official policy position can be taken by a Chair without the approval of the Board of Directors or member or members of the Board delegated by the Board.

7.74 Vice-Chair. The vice-chair of each committee shall: assist the chair in directing and coordinating the activities of that committee; perform the duties of the chair in the event of the absence of the chair; and perform such other duties as are properly assigned by the chair or the Board of Directors.

7.741 Succession. The vice-chair, subject to the approval of the President and Board of Directors, shall succeed to the office of chair upon the expiration of the term of the chair.

7.75 Sub-committees. An appointive committee may, subject to the approval of the Board of Directors, assign sub-committees to carry out specific activities or programs.

7.76 Removal of Chair or Vice Chair. The Chair or Vice Chair of an appointive committee may be removed from office by a majority vote of the Board of Directors.

## **7.8 SCHOLARSHIP COMMITTEE**

7.81 Composition. There shall be an appointive Scholarship Committee which shall be a joint committee formed with the Center for Architecture Foundation. The full committee shall consist of four appointed Chapter members, four appointed Foundation members, the immediate past-President of the Chapter, and the immediate past-president of the Foundation Board of Trustees. The Scholarship Committee shall be co-chaired by the past-Presidents. The AIA New York Chapter Public Director for Educational Affairs will be invited to participate in discussions as a non-voting member.

7.82 Quorum. Five members of this committee shall constitute a quorum.

7.83. Meetings. This committee shall meet regularly or as directed by the Board of Directors.

7.84 Reports. This committee shall report periodically to the Board of Directors or as directed by the Board of Directors on its activities and the status of the scholarship funds under its responsibility.

7.85 Responsibility. This joint committee shall act as jury for, supervise and carry out distribution of the existing Chapter restricted grants and scholarship funds, the existing Foundation grants and scholarship fund, as well as determine goals and funding for new awards and grants. Its findings and recommendations with regard to the Stewardson Keefe LeBrun Travel Grant and Arnold W. Brunner Grant shall be subject to the approval of the Chapter Executive Committee. Its findings and recommendations with regard to the Eleanor Allwork Scholarship Grant Program and The Douglas Haskell Award for Student Journalism shall be subject to the approval of the Foundation Executive Committee. New Grants shall be approved by both Boards.

7.851 Conduct. The conduct of the various scholarship funds shall be in accordance with the deed of gift of each fund whether donated to the Foundation or the Chapter, these appropriate organizational By-laws, and the Rules of the Chapter Board of Directors or the Foundation Board of Trustees.

## **7.9 SPECIAL COMMITTEES**

7.91 Formation. The Board of Directors of this Chapter, at a regular or special meeting, may establish a special committee for a specific purpose and duration as are stipulated at the time of formation.

7.92 Composition. The chair of every special committee shall be appointed by the President and approved by the Board of Directors. Members of every special committee shall either be appointed by the President and approved by the Board of Directors, or, at the discretion of the President and with the consent of the Board of Directors, be appointed by the Chair of each such committee.

7.93 Term. The term of office of the chair and of members of special committees shall expire with the committee.

## **ARTICLE 8 - FINANCES**

### **8.0 FINANCES**

8.01 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors (by the concurring vote of two-thirds of its total membership) shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

#### 8.02 Expenditure Limitations.

8.021 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 Board of Directors or a specific resolution at a meeting of the Chapter.

8.022 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so by two-thirds majority vote at a duly called meeting of the members (provided, however, that the Board of Directors 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).

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

8.04 Fiscal Year. The fiscal year of this Chapter shall be determined by the Board of Directors.

## **8.1 REAL AND PERSONAL PROPERTY**

8.11 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.

8.12 Gifts. Only the Board of Directors shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter; 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.

## **8.2 DIVIDENDS PROHIBITED**

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

## **8.3 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.

## **8.4 CONTINGENT RESERVE**

Not less than two percent (2%) of the dues received by the Treasurer shall be placed in a contingent reserve fund that shall be available for general or special purposes. Its use for such purposes must be recommended by the Board of Directors and, after thirty days written notice, approved by a majority of the members present at the meeting of this Chapter. The income generated the contingent reserve fund shall be automatically transferred to the Chapter's operating account. The Chapter's operating account will pay all expenses for the contingent reserve fund.

## **ARTICLE 9 - PROFESSIONAL CONDUCT**

### **9.0 GENERAL PROVISIONS**

9.01 Code of Ethics. The Canons of Ethics, Ethical Standards and rules of conduct referred to as the "Code of Ethics and Professional Conduct" of the Institute are hereby made the Code of Ethics of this Chapter.

9.02 Code of Ethics Interpretation. Every interpretation of the Code of Ethics made by the Institute or its National Ethics Council shall be deemed the interpretation of this Chapter. This Chapter shall not make interpretations of or clarifications to the code.

9.03 Code of Ethics Application. The Code of Ethics and Professional Conduct applies to the professional activities of all classes of membership wherever they occur. Assigned Members are not immune from charges of violations of the Code of Ethics or disciplinary action by reason of their practice or position as partners, associations, or as members, stockholders, executive officers, directors or employees of any association, corporation or other legal entity.

### **9.1 CODE OF ETHICS VIOLATIONS**

9.11 Code of Ethics Compliance. It is the duty of all assigned members to conduct themselves at all times in conformity with the standards established by the Institute in the Code of Ethics and Professional Conduct and its published interpretations.

9.12 Code of Ethics Charges of Violations. Any State Board that registers architects or issues licenses to practice architecture, or any person, firm, or corporation may bring to the attention of the Institute any case of alleged unprofessional conduct of members of this Chapter.

9.13 Limitations of Actions. Except as provided herein, or as may be directed by the By-laws and Rules of the Board of the Institute, a charge of violation of the Code of Ethics against any member of the Institute shall not be adjudged by this Chapter, the Board of Directors, or any Chapter committee, nor shall any have the right or authority to censure that nor to suspend or terminate membership in this Chapter, nor to recommend any penalty.

## **9.2 ACTION BY THE INSTITUTE**

Whenever notice is received from the Institute that an assigned member of this Chapter has been censured or that membership has been suspended or terminated by the Institute Board, such notice, in full, shall by duly entered into the minutes and records of this Chapter.

## **ARTICLE 10 - GENERAL PROVISIONS**

### **10.0 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 Board of Directors. The Executive Director shall be responsible for the administration of the affairs of the Chapter and such other duties as the Board of Directors may assign. Specifically, the Executive Director shall:

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

### **10.1 RECORDS OPEN TO MEMBERS**

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

### **10.2 PARLIAMENTARY AUTHORITY**

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

### **10.3 LIABILITY, INDEMNIFICATION AND INSURANCE**

10.31 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.

10.32 Indemnification. If a director or officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, the Board of Directors 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.

10.33 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 11 - AMENDMENTS**

### **11.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER**

11.01 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 no more than 60 but not less than 30 days prior to the date of the meeting.

11.02 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.

### **11.1 AMENDMENTS BY THE BOARD OF DIRECTORS**

11.11 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of this Chapter, may amend any of these bylaws as may be necessary for conformity with Institute Bylaws or applicable New York State law. 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.

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

## **END OF THE BYLAWS**