BYLAWS OF

THE AMERICAN INSTITUTE OF ARCHITECTS

RICHMOND CHAPTER

2022 EDITION

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ARTICLE 1: ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is AIA Richmond, 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 Board of Directors, the AIA Virginia is referred to as AIA VA, The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute is referred to 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 namely: 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 as otherwise established by the Institute.

1.04 Organization. This Chapter is a nonprofit corporation duly incorporated on the first day of January 1977, under the laws of the Commonwealth of Virginia, and duly chartered by the Institute on the first day of January 1977.

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 Institute. 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 AIA VA 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 AFFILIATIONS WITH OTHER ORGANIZATIONS

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

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

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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 organizations, membership, government and operations.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter and it 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.

1.123 Termination. Any affiliation may be terminated by not less than two-thirds vote of the entire membership of the Board of Directors 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 Board of Directors, nor the Executive Committee, nor any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

ARTICLE 2: MEMBERSHIP

2.0 GENERAL PROVISIONS

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

1) 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

2) the allied and affiliate members the Chapter may admit as provided in Paragraphs 2.35 through 2.37 of these bylaws.

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, and the term "affiliate" shall refer to student and honorary affiliates. 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 Nonresident Status. Nonresident status shall be accorded to members who reside and have their principal place of business outside the territory of this 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 for members with nonresident status as provided in Article 3 of these bylaws.

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. Every member of this Chapter shall pay the fixed annual dues of this Chapter as determined in accordance with Article 3 of these bylaws.

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 in good standing in this Chapter so long as such member is not 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 shall forfeit 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 dues or other obligations for payment of any amounts owed to the Chapter as provided in Section 3.32 of these bylaws.

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 the terms of which are incorporated herein by reference.

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Secretary shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under the 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 shall be terminated upon the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another chapter.

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 dues, shall remain unchanged.

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 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 shall be terminated upon the death of the member or upon resignation or termination of membership in the Institute. The Board of Directors may terminate unassigned membership for dues or other obligations for payment of any amounts owed to the Chapter as provided in Section 3.32 of these bylaws.

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 shall be terminated upon the death or resignation of the member and upon 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 of these bylaws 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 and affiliate members shall have the rights and privileges specified in the Institute Bylaws, the terms of which are incorporated herein by reference. An allied member or affiliate in good standing:

1) may serve as a member of any committee of this Chapter;

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, but may serve as a nonvoting director or chair of a committee of this Chapter, and an affiliate member may serve on a committee, but may not serve as chair.

4) may not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute except that an allied member or affiliate in good standing shall be permitted to use the phrase “Allied Member of AIA Richmond.”

2.35 Allied Members.

2.351 Qualifications. Individuals not otherwise eligible for membership in the Institute or this 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, professionals in government, education, journalism, manufacturing, industry and/or other fields allied to architecture which the chapter believes will provide a meaningful contribution by reason of their employment or occupation.

2.36 Student Affiliates.

2.361 Qualifications. Student affiliates shall be undergraduate or postgraduate students of architecture schools who are members of an American Institute of Architecture Students chapter 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 Board of Directors. 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 Board of Directors, 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 section 2.34 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of AIA Richmond," and shall not pay any admission fee or annual dues.

ARTICLE 3: DUES, FEES AND CONTRIBUTIONS

3.0 ANNUAL DUES

3.01 Obligation to Pay Dues. For all members except Emeritus members and Honorary Affiliate members, annual dues shall be due and payable, in full, on or before January 15 of each year.

3.02 Annual Dues and Admission Fees. The Chapter membership, by the concurring vote of not less than two-thirds of the total number of assigned members present at a meeting, shall vote on the proposed annual dues for each membership category, which exceeds the annual dues adjustment described in Section 3.021, as proposed by the Board of Directors for the immediately succeeding fiscal year. An affirmative vote of two-thirds of the Chapter membership shall be necessary to remit or reduce dues for any class of membership for any year. The Board of Directors may adjust dues within the limits set forth in section 3.021, without a concurring vote by the Chapter Membership.

3.21 Annual Dues Adjustment. Notwithstanding the Board's authority to increase or decrease dues levels as it sees fit, an annual dues increase indexed to AIA National's annual dues adjustment shall be enacted without further action of the Board.

3.22 Admission Fees. The Board of Directors, by concurring vote of two-thirds majority of its entire membership, may fix, before the end of the fiscal year, the amount of admission fees required of Allied and/or Affiliate members who are not honorary members and the amount of reduced dues for nonresident 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 reduced dues. The amount of the reduction shall be determined by the Board of Directors pursuant to Section 3.02 of these bylaws.

3.05 General Waiver of Annual Dues and Admission Fees. 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 admission fee required to be paid by allied or affiliate members as consistent with Institute bylaws.

3.06 Hardship Dues Reduction. The President may, in exceptional circumstances, waive all or any part of the Chapter annual dues of any member; provided that such waiver is in equal proportions across all levels of component membership. This action shall be taken in consultation with the Institute Secretary and other affected components as the President shall determine.

3.07 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues 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 of these bylaws.

3.1 CONTRIBUTIONS

3.11 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of Architect members present at a meeting, may request a contribution of its Architect members, and by the concurring vote of not less than two-thirds of the total number of its assigned members may request a contribution of its Associate members and/or allied or affiliate members. Nonpayment of a contribution shall not abridge, suspend, or terminate the privileges and rights of any member.

3.12 Notice of Contribution. Notice of the intention to request a contribution stating the amount, the reasons for the contribution request, and when it may be payable, shall be mailed to every member not less than thirty (30) days prior to the meeting of this Chapter at which the proposed contribution request is to be voted on.

3.2 DEFAULT OF ANNUAL DUES

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 Notice of Default to Member. Every member who is in default to this Chapter for annual dues shall be given written notice by either postal mail and/or electronic mail of such default and any such member shall be subject to termination in accordance with Section 3.3.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES

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, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least thirty (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 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.

4.02 Nomination and Election of Institute Counselors. The assigned members of this Chapter may nominate the Institute Counselor for this Chapter's State in the manner provided in the bylaws of the State.

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Chapter Representation in the Region. This Chapter shall participate in the Region in the manner provided in the bylaws of the Region. The President or another member appointed by the Board of Directors shall represent this Chapter at meetings of the Region Council.¶
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Delegates to the Regional Convention. The assigned members in good standing of this Chapter shall be represented at meetings of the Region by delegates selected from among the assigned members of this Chapter in the number prescribed in the bylaws of the Region as follows:¶
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4.121 Delegate Selection Procedure. Chapter delegates to meetings of the Region shall be selected from among the assigned membership by the Board of Directors.¶

4.1 AIA VA

4.11 Delegates to the AIA VA Convention. The assigned members in good standing of this Chapter shall be represented at meetings of AIA VA by delegates of this Chapter as prescribed in the Bylaws of AIA VA.

4.12 Nominations and Elections. Nominations and elections of Chapter representatives to AIA VA Board of Directors shall be made at the same time and in the same manner as for the officers and directors of this Chapter.

4.13 Representation on the AIA VA Board of Directors. Upon assuming office, the First Vice President / President elect shall become representative of the Chapter on AIA VA Board of Directors. In the event that the First Vice President / President elect declines this appointment to AIA VA Board of Directors, the Board of Directors shall appoint another member of the Board of Directors to serve as Chapter representative to AIA VA Board of Directors. At the annual meeting of this Chapter, the members in good standing of this Chapter shall elect one or more additional representatives, as may be required by the AIA VA bylaws, to represent this Chapter on the AIA VA Board of Directors. The number of representatives shall be as provided for in the bylaws of the AIA VA. Not more than two alternate directors may be elected. An alternate director designated by the President may serve in place of any director in the event such director cannot fulfill his/her duties at any time.

4.14 Term of Representatives. Each representative shall serve for the term of one year. If a representative cannot fulfill their term a successor may be appointed by the Board of Directors. The term of office shall be so arranged that approximately half of the representatives shall be elected each year to provide continually overlapping terms. The Board of Directors shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative.

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. Sections may levy dues on members of the Section, but members shall not be required to pay them except to the extent authorized by the AIA Bylaws. Sections may request contributions of members of the Section.

ARTICLE 5: CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Chapter shall hold an annual meeting, at a time determined by the Board of Directors, for the purpose of nominating and electing the officers, directors, and representatives to AIA VA 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.
The membership may hold meetings, in whole or in part, by phone or electronic media as provided by law.

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5.02 Regular Meetings. This Chapter shall hold regular meetings at times designated 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 ten percent (10%) 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 AND MINUTES FOR ANNUAL CHAPTER MEETING

5.11 Notice of Annual Chapter Meeting. A notice of each annual meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary to each member entitled to vote at the meeting. Notice shall be given not less than thirty (30) days before the date fixed for the meeting. Notice is sufficient if published on the Chapter website and sent to members by electronic mail in time for them to receive it at least thirty (30) days prior to the meeting.

5.12 Quorum at Annual Meeting. At the annual meeting of this Chapter, five percent (5%) 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 Annual Meeting. Written minutes of every annual 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 approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

5.2 DECISIONS AT MEETINGS AND 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. 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 delegates to meetings of the Institute and AIA VA;

3) instructions to delegates;

4) any matters relating to membership;

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5) voting on dues and voluntary contributions for Architect members shall be limited to Architect members, and

6) other matters relating to the government, meetings, affiliations, budget and finances of AIA VA and the Institute.

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5.25 Mail Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by direct mail or electronic 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 and proper notice given.

ARTICLE 6: BOARD OF DIRECTORS

6.0 AUTHORITY OF THE BOARD OF DIRECTORS

6.01 Number of Directors.
The total number of Directors shall be Fourteen (14). No more than one-third of the Board of Directors may be Associate members of the Institute. No more than one (1) director may be an Allied (non-voting) member.

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

6.03 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.

6.04 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.

6.1 ELECTION OF OFFICERS AND DIRECTORS

6.11 Nominations. At least ninety (90) days prior to the annual meeting, the First –Vice President / President Elect shall serve as the Chairperson of the Nominating Committee and shall select two at-large members of the Chapter to serve, subject to the approval of the Board, on the Nominating Committee. The President and the Immediate Past President shall also serve on the nominating committee. The Nominating Committee shall review the qualifications of those intended to fill vacant offices and directorships, and shall prepare a slate of candidates for offices and directorships to present to the members at the annual meeting and via written notice at least thirty (30) days prior to the annual meeting. Additional nominations for each office and for each directorship of this Chapter about to become vacant may also be made at the annual meeting from the floor.

6.12 Elections. The nominee for an office or directorship who receives a approval by a two-thirds vote of the membership present 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.

6.13 Tellers. The President may appoint as many as 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 complete and final.

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.21 Term. Each officer and director shall serve a term of one year, except that the First Vice President/President elect, Secretary, and Treasurer shall each serve a term of two years. If a representative cannot fulfill their term a successor may be appointed by the Board of Directors. The First Vice President/President elect shall serve one year as such and a second year as President as provided in Section 6.331 of these bylaws. The terms of office of the Secretary and Treasurer shall be so arranged as to provide continually overlapping terms (each officer elected every other year).

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 shall promptly 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 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 a majority at the meeting at which the vote is taken.

6.3 OFFICERS

6.31 Officers. The officers of this Chapter shall be the President, First Vice President / President elect, Secretary, Treasurer and Immediate Past President. Should the Immediate Past President resign, then the Board of Directors may appoint a new director. The new director shall not assume the duties of the Immediate Past President, but shall serve as a director for the duration of the Immediate Past President's unexpired term.

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

The Secretary shall act as the recording and corresponding secretary of the Chapter, the Board of Directors 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 Board of Directors, 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.

6.351 Reports. The Secretary shall furnish the Institute and AIA VA 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.

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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 Bond. If so directed by a majority vote of the Board of Directors, the Treasurer shall be bonded with the cost of said bond being paid by the Chapter.

6.364 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 The Immediate Past President. The Immediate Past President shall perform such duties as are properly assigned by the Board of Directors or the President.

6.38 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.

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

6.412 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by a majority of the members of the Board of Directors, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted, 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.

6.42 Quorum and Vote. A majority 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.

6.5 REPORTS OF THE BOARD OF DIRECTORS

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

6.6 COMMITTEES AND COMMISSIONS

6.61 Formation and Composition. The Board of Directors 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 Board of Directors

6.62 Standing Committees. Standing committees shall be established by the Board of Directors at its first organizational meeting of each year, and shall include those responsible for Finance and Administration, and Nominations.

6.63 Other Committees and Task Forces. Other committees may be established by the Board of Directors at its first organizational meeting of each year, and shall include those responsible for work as deemed appropriate by the Board. The charge and duration of each commission or task force shall be determined by the Board of Directors.

6.7 THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

6.71 Powers. The Executive Committee of the Board of Directors shall be composed of the officers of this Chapter and shall exercise all authority, rights, and powers to act for the Board of Directors during periods between the Board of Directors meetings on all matters except that it shall not:

1) adopt a general budget;

2) change the policies or rules of the Board of Directors, or these bylaws;

3) make an award of honor;

4) purchase, sell, lease, or hypothecate any real property;

5) form an affiliation, nor

6) fix annual dues; however, it shall be allowed to act for the Board of Directors on any of the foregoing excepted matters which have been delegated specifically to it by two thirds vote of the members of the Board of Directors.

6.72 Delegation of Authority. Neither the Executive Committee nor any officer 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.

6.8 MEETINGS OF THE EXECUTIVE COMMITTEE

6.81 Meetings Required. The Executive Committee must meet in a regular or special meeting in order to transact business. 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 each person participating in the meeting to hear one another simultaneously. Participation by such means shall constitute presence in person at such meeting.

6.811 Regular Meetings. The Executive Committee may hold regular meetings without notice at a time and place determined by the President.

6.82 Quorum and Vote. Three members 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.

6.83 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 Board of Directors for approval at the next meeting of the Board of Directors and thereafter signed by the Secretary and filed with the Chapter's records.

ARTICLE 7: FINANCES

7.0 FINANCES

7.01 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.

7.02 Expenditure Limitations.

7.21 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.

7.22 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.

7.03 Review of Financial Records. At appropriate intervals, the Board of Directors 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 through 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 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.

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, AIAVA AND SECTION PROPERTY INTERESTS

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

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ARTICLE 8: GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

The administrative and executive offices of the Chapter may, at the discretion of the Board of Directors, be in the charge of an administrator or administrators, who shall be employed by and report to the Board of Directors. The administrator 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 administrator(s) may:

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, and

4) make reports to the Board of Directors on the affairs and business of the Chapter when requested by the Board of Directors.

8.1 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 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.

8.2 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.

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 Board of Directors by affirmative vote of a quorum of its members who are not parties to the action or proceeding, shall 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 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 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 thirty (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 BOARD OF DIRECTORS

9.11 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. 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 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.

9.13 Limitations of Authority. The Board of Directors may not amend the bylaws to:

1) increase the authority of the Board of Directors;

2) change the name or objects of the Chapter, its membership or the qualifications therefor, its government, meetings, conditions of affiliations or the terms of office or manner of election of its officers and directors;

3) lessen or diminish the rights and interest of any member;

4) increase the fees, dues, and other financial liability of any member, unless the Board of Directors is herein elsewhere authorized to do so;

5) lessen or weaken the safeguarding of the investments, securities, money, special funds, and other property of the Chapter of the limitations placed on its expenditures nor extend the authority to make such expenditures or to incur indebtedness, nor

6) change the provisions regarding gifts, advertising, the inspection of records, or the requiring of advice of counsel.

9.14 Revisions to Chapter Bylaws. The Board of Directors may, as it deems necessary, recommend to the membership, changes in the Chapter bylaws, by the Chapter membership at the annual meeting. Changes to the bylaws shall be instituted on the first day of the next calendar month following approval by the membership, and officially effected upon subsequent acceptance by the Institute.

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