

# Bylaws

## AIA Montgomery Chapter

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Revised November 14, 2018

As adopted for the Montgomery Chapter by the Montgomery Section of the Alabama Chapter of the American Institute of Architects in the meeting held on September 14, 1988 to replace all previous Bylaws.

AND

As amended, by approval of the Board of Directors in a called meeting on July 27, 1989, to correct variances with the Institute Bylaws.

## **PROPOSED REVISION**

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## **ARTICLE 1. ORGANIZATION, COMPOSITION AND GENERAL POWERS**

### 1.1 Name

1.1.1 This Chapter. The name of this organization is the Montgomery Chapter, The American Institute of Architects.

1.1.2 Related Institute Organizations. In these Bylaws the above-named Chapter is referred to as this Chapter; the governing Board of this Chapter as the Board of Directors; The Alabama Council, The American Institute of Architects, as the Council; The Gulf States Region as the Region; The American Institute of Architects as the Institute; and the Board of Directors of the Institute as the Institute Board.

### 1.2 Objects and Powers

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

1.2.2 Powers.

.1 Within the territory assigned to it, this Chapter will represent and act for the Institute under a charter issued to it by the Institute Board. The Institute and this Chapter may act as agent or otherwise, one for the other, or they may delegate such agency or otherwise to a third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute Board and this Chapter execute a written agreement to that effect.

.2 No act of the Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute.

.3 This Chapter shall cooperate with the State Organization and the Regional Organization to further the interests of the Institute, and by agreement with these organizations, may represent and act for them within the territory of this Chapter.

.4 This Chapter may establish professional affiliate, student affiliate, nonresident and honorary membership categories, under conditions set forth in these Bylaws.

.5 This Chapter may levy and collect annual dues from its assigned members, associate members, professional affiliates, and student affiliates, and may levy and collect admission fees for admission of professional affiliates and student affiliates.

.6 This Chapter may establish Sections of this Chapter when approved by the Institute Board.

.7 This Chapter may establish and sponsor student chapters in schools of architecture located within the general area of this Chapter, under conditions established by the Institute Board,

which conditions established by the Institute Board, which conditions shall be set forth in these Bylaws when such student chapters are established by it.

### 1.3 Organization

This Chapter is a nonprofit corporation duly incorporated on the eleventh (11<sup>th</sup>) day of January, 1965, under and by virtue of the provisions of to wit: Article 3, Title 10, Code of Alabama now to wit: Code of Alabama 1975. Section 10-3A-1, et sec, as amended; and a successor to the Alabama Chapter, The American Institute of Architects, and incorporated association chartered by The Institute on the 16<sup>th</sup> day of August, 1955.

### 1.4 Territory

The territory within this Chapter shall represent and act for the Institute is that described in its charter or otherwise prescribed by the Institute.

## ARTICLE 1. MEMBERSHIP

### 2.1 Members: General Provisions

- 2.1.1 **Classes of Membership.** The members of this Chapter shall consist of the Institute members and associate members who have been assigned to membership in this Chapter by the Institute, or who have been admitted to membership in this Chapter as provided in Paragraph 2.3, and of the professional affiliates, student affiliates, and honorary affiliates it may admit as provided in paragraphs 2.4 and 2.5.
- 2.1.2 **Definitions.** In these Bylaws, Architect members and associate members who have been assigned to membership in this Chapter are referred to as “assigned members.” The term “unassigned member” shall refer to Architect members and associate members other than assigned members. The term “affiliate” shall refer to professional affiliates, student affiliates and honorary affiliates. The term “member,” if not otherwise qualified, shall refer to all classes of membership in this Chapter.
- 2.1.3 **Qualifications.** This Chapter shall not establish qualifications in addition to, or which vary from, the Institute’s policies for membership.
- 2.1.4 **Nonresident Status.** Nonresident status shall be provided for members who apply for such status because of their intended absence from the United States for at least 18 consecutive months. Nonresident members shall have the same rights and privileges as other members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 7.
- 2.1.5 **Enrollment of Members.** Every member assigned to or admitted by this Chapter shall be duly notified to that effect by the Institute and this Chapter, and shall be enrolled by the

Secretary as a member of this Chapter without requiring payment of an admission fee, and such membership shall be announced at the next regular meeting of this Chapter and in its next official publication.

2.1.6 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 7.

2.1.7 Resignations. Any person admitted to this Chapter, other than an assigned member, may resign from this Chapter; provided that such member presents a resignation in writing to the Secretary and is in good standing at the time of resignation. If the Secretary finds the member qualified to resign, the resignation shall be effective as of the date the letter of resignation was received by the Secretary.

## 2.2 Assigned Members

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

2.2.2 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 examine and act thereon within thirty calendar days after the date the application was filed with it, and shall certify such action to the Institute Secretary.

2.2.3 Transfers. The Board of Directors shall not delay or impede the transfer of any assigned member of this Chapter in good standing who has applied for admission to another chapter of the Institute.

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

2.2.5 Termination. Each assigned member of this Chapter shall remain a member of it until such membership in the Institute is terminated or is reassigned by the Institute to another chapter. Associate membership shall ipso facto be terminated on January 1 of the year following the receipt by an associate member of an initial license to practice architecture.

2.2.6 Members Emeriti. Any member who has been granted member emeritus status in accordance with the Institute Bylaws shall ipso facto be a Member Emeritus of this Chapter. All rights, interest, privileges, titles, liabilities and obligations, other than the payment of regular and supplemental dues, shall remain unchanged.

2.2.7 Associate Members. Qualifications. Associate members shall include:

- .1 Those who are eligible by education or experience and are employed, enrolled or participating in circumstances recognized by licensing authorities as constituting credit toward architectural licensure, or

- .2 Those who are employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture, or
- .3 Those who have a professional degree in architecture, or
- .4 Those who are faculty members in university programs in architecture and who are actively involved in research, administration or the teaching of architecture.

2.2.8 Associate Members. Rights and Privileges. Associate members in good standing:

- .1 May serve as voting members on chapter and state boards, provided that associate members may hold no more than two seats or one-third of the total seats, whichever number is greater, on such boards.;
- .2 May speak on and vote in chapter, state and regional meetings on business matters and in elections on all issues except dues for Architect members;
- .3 May be appointed as members of committees at all levels of the Institute.
- .4 May serve as chapter delegates to state, regional and national AIA conventions but may not constitute more than one-third of any component delegation to such conventions;
- .5 Shall be eligible to participate in all Institute group insurance, retirement and other benefit programs on the same basis as Architect members;
- .6 Shall not be eligible to serve as national officers or component officers;
- .7 May use the title "Associate Member of The American Institute of Architects" and may wear a silver metal AIA pin; but shall not be permitted to use the gold AIA pin, the AIA emblem, or may use the title Associate AIA or Assoc. AIA, but not AIA Associate nor the initials AIA alone, as a suffix to their names .

2.3 Unassigned Members

- 2.3.1 Admission. The Board of Directors, without action by the Institute, shall admit to unassigned membership in this Chapter any Architect member or associate member assigned to another chapter, provided that such member applies for such membership in writing directly to the Board of Directors in the manner prescribed by it.
- 2.3.2 Rights and Privileges. An unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not hold any office or directorship in this Chapter, or vote at any of its meetings on matters described in Paragraph 4.3.4, nor represent its members as a delegate or otherwise at any meeting of the Institute.

2.3.3 Termination. An unassigned member shall remain a member of this Chapter until such membership in the Institute is terminated or until such membership in the Institute is terminated or until such member resigns in accordance with Paragraph 2.1.7. The Board of Directors may terminate unassigned membership in this Chapter for indebtedness to it.

## 2.4 Affiliate Members

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

2.4.2 Transfers. Any affiliate in good standing who has a change of residence or place of business or employment from the territory of this Chapter to the territory of another chapter may be transferred to the other chapter by the Board of Directors; provided that the applicant applies for the transfer in writing and that the Board of Directors of this Chapter and of the other chapter mutually agree to the transfer. Under similar circumstances, affiliates transferred from other chapters may be admitted to this Chapter by the Board of Directors without examination; provided that each thereof files a written application for affiliate membership, as the case may be, and makes the payments required of an applicant.

2.4.3 Admission Fees. Every applicant for an affiliate membership shall pay an admission fee as provided in Article 7 of these Bylaws.

2.4.4 Termination. Affiliate memberships shall be terminated by the death or resignation of an affiliate; shall ipso facto be terminated by admission to or becoming eligible for Architect membership or associate membership, and may be suspended or terminated for indebtedness as provided in Paragraph 7.4. Student affiliates shall be automatically transferred to the professional affiliate classification by the Board of Directors whenever they become eligible for that classification.

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

2.4.6 Allied Members: Rights and Privileges. Allied Members in good standing:

- .1 May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors;

- .2 May attend and speak but may not make motions nor vote at any meeting of this Chapter except on dues and assessments for professional affiliates;
- .3 Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter;
- .4 May use the phrase Allied Member of the (Name of Chapter) Chapter of the American Institute of Architects to describe themselves.

## 2.5 Honorary Affiliate Members

- 2.5.1 **Qualifications.** A person of esteemed character who is not eligible for membership in the Institute or this Chapter but who has rendered distinguished service to the profession of architecture or to the arts and sciences allied therewith within the territory of this Chapter, may be admitted to honorary affiliate membership in it as an Honorary Affiliate Member.
- 2.5.2 **Nomination and Admission.** A person eligible for honorary affiliate membership may be nominated therefore 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 of its regular meetings, after the nomination of a person for honorary affiliate membership, may admit such person as an honorary affiliate member. Not more than two (2) honorary affiliate member(s) shall be elected in any one calendar year.
- 2.5.3 **Rights and Privileges.** An honorary affiliate member of this Chapter:
  - .1 Shall not pay any admission fee or annual dues to this Chapter, nor be subject to any assessment levied by it, nor have any interest in its property or liabilities;
  - .2 May attend, and on the invitation of the president officer, may speak and take part in the discussions, but may not make motions nor vote at any meeting of this Chapter;
  - .3 Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter, nor serve on any of the committees except as advisor.
  - .4 May use the title "Honorary Affiliate Member of the Montgomery Chapter, AIA," which title shall not be changed by further abbreviation, amplification, or otherwise, nor shall the words "Honorary Affiliate Member" be printed in smaller size type than the remainder of the title, but may not use the initials AIA nor the phrase The American Institute of Architects alone or otherwise except as prescribed above, nor the seal, symbol or insignia of this Chapter or the Institute.



## ARTICLE 3. CHAPTER REPRESENTATION IN RELATED INSTITUTE ORGANIZATIONS

### 3.1 The Institute

- 3.1.1 Delegates to Institute Meetings. The assigned members in good standing of this Chapter shall select the number of member delegates they are entitled to have represent them at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws in the manner set forth below:

“Member delegates shall be appointed from among the assigned members of this Chapter by the Board of Directors. If this Chapter neglects, fails or refuses to select all such delegates, or should all of such delegates fail to qualify, then the President or a lawful substitute may appoint delegates to represent this Chapter, as provided in the Institute Bylaws.”

- 3.1.2 Representation. This Chapter and its members shall be represented at meetings of the Institute as provided in the Institute Bylaws.
- 3.1.3 Nominations for Regional Representatives to the Institute Strategic Council. The Chapter shall participate in the selection of Regional Representatives to the Institute Strategic Council in the manner prescribed by the Region.
- 3.1.4 Elections of Regional Representatives to the Institute Strategic Council shall be held, in accordance with the Institute Bylaws.
- 3.1.5 Reports. The Secretary shall furnish the Institute with such reports as may be required from time to time; shall, at least annually, furnish the Institute Secretary with the names and addresses of all officers and assigned members of this Chapter required to keep the Institute’s records up-to-date and complete; and shall periodically report all resignations, requests for transfers or defaults of its assigned members.

### 3.2 State Organization

- 3.2.1 Delegates to State Organization Meetings. The assigned members in good standing of this Chapter shall select delegates to represent them at meetings of the State Organization from among the assigned members of this Chapter in the number prescribed in the Bylaws of the State Organization.
- 3.2.2 Representation. This Chapter shall have representation in the State Organization as provided in the Bylaws of the State Organization.
- 3.2.3 Representatives. The President or another officer appointed by the Board of Directors shall be a representative of this Chapter in the State Organization. At the

annual meeting of this Chapter, the assigned members in good standing of this Chapter shall elect one or more additional representatives, as may be required by the State Organization Bylaws, to represent this Chapter in the State Organization Bylaws, to represent this Chapter in the State Organization for a term of one year. Representatives shall be elected from the assigned members only. At least one alternate representative, but not more than two alternate representatives, shall be elected, who shall serve in the absence of the elected representative or representatives.

- 3.2.4 Nominations and Elections. Nominations and elections of representatives shall be made at the same time and in the same manner as for the officers and directors of this Chapter.
- 3.2.5 Duties of Representatives. Representatives of this Chapter shall act for and in its behalf in all matters that may properly come before the State Organization.
- 3.2.6 Term of Representatives. Each representative shall serve for the term of one year, or until a successor is elected or appointed. The Board of Directors shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative except that the Vice President shall serve in the case of resignation or incapacity of the President.
- 3.2.7 Expenses of Representatives. Unless otherwise provided in the State Organization Bylaws, the expenses of representatives shall be in an amount to be determined by the Board of Directors.
- 3.2.8 Reports. The Secretary shall furnish the State Organization with such reports as may be required from time to time; shall, at least annually furnish the Secretary of the State Organization with the names and addresses of all officers, directors and members of this Chapter required to keep the State Organization's records up-to-date and complete; and shall periodically report all resignations, suspensions, expulsions, or defaults of its members.
- 3.2.9 Dues to the State Organization. Each member of this Chapter shall pay annual dues and assessments levied by the State Organization in the amounts and at times required by it for its support, in addition to Chapter dues and assessments. The Secretary may collect and forward such annual dues and assessments to the State Organization Treasurer, under conditions set forth in the Bylaws of the State Organization.

#### ARTICLE 4. MEETINGS

- 4.1.1 Annual Meeting. This Chapter shall hold an annual meeting in the month of January of each calendar year, for the purpose of installing the officers, directors, and

representatives to the State Organization to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.

- 4.1.2 Regular Meetings. This Chapter shall hold regular meetings on the second Wednesday of each month, or as determined by the Board of Directors.
- 4.1.3 Special Meetings. A special meeting of this Chapter may be called by a meeting of this Chapter, or by the Board of Directors, or by a written petition to the Board of Directors signed by not less than twenty-five percent (25%) of the total number of this Chapter's assigned members in good standing, provided that the purpose of such meeting is set forth in the meeting notice. No other business than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures of the meeting shall be the same as those for an annual meeting.

#### 4.2 Notice; Quorum; Minutes

- 4.2.1 Notices and Calls of Meetings. A notice of each meeting of this Chapter, stating the time and place thereof, shall be served by the Secretary on every member, by emailing it to the address of such member on file with the secretary. The notice of each regular meeting, and the call and notice of each special meeting, shall be served not less than ten (10) calendar days nor more than fifty (50) calendar days before the date fixed for the meeting, unless a longer notice shall be required by law, and the time of serving shall be deemed to be the date on which the notice or the call and notice was emailed prior to the meeting.
- 4.2.2 Quorums at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless otherwise required by law, a quorum shall be twenty-five percent (25%) of the total number of the assigned members of this Chapter, or three (3) such members, whichever is the greater number.
- 4.2.3 Minutes of Meetings. Written minutes of each meeting where voting of the membership occurs shall be kept in a book and/or on an archive website.

#### 4.3 Decisions at Meetings; Eligibility for Voting

- 4.3.1 Majority Vote. Every decision at a meeting shall be by a majority vote of those present and eligible to vote, unless otherwise required by these Bylaws.
- 4.3.2 Roll Call Vote. A roll call vote shall be taken whenever one-third of the voting members present shall so require.
- 4.3.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter.

- 4.3.4 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters:
- .1 Amendments to these Bylaws relating to assigned members;
  - .2 Matters so designated elsewhere in these Bylaws;
  - .3 Elections of Chapter officers and directors; Regional Representatives to the Institute Strategic Council delegates to meetings of the Institute and the Regional and State Organizations; and representatives to the State Organization;
  - .4 Instructions to delegates;
  - .5 Any matters relating to membership, such as passing on admission of applicants;
  - .6 Chapter dues and assessments of assigned members, except that voting on dues and assessments for Architect members shall be limited to Architect members;
  - .7 Other matters relating to the government, meetings, affiliations, budget and finances of the Institute and this Chapter;
  - .8 All other matters so ruled by the Chair, such rulings being reversible only by a two-thirds vote of the assigned members present and voting at the meeting.

#### 4.4 Election of Officers and Directors

- 4.4.1 Nominations. Nominations for each office and for each directorship of this Chapter about to become vacant shall be made at the regular September meeting from the floor. However, at a meeting of the Board of Directors held at least one month prior to the annual meeting, the President and/or Board of Directors may select nominating committees to prepare and present to the members slates of candidates for offices and directorships. See Section 6.3.2 "Succession" relative to President Elect.
- 4.4.2 Voting; When Required. 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 the said nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office and each directorship shall be placed by the Secretary on ballots for the voting thereof by the meeting. Such voting shall be by secret ballot in accordance with the procedure prescribed therefore by law and the provisions of Paragraph 4.5.

#### 4.5. Balloting Procedures

- 4.5.1 Tellers. Balloting shall be in charge of three tellers appointed by the President, who shall be assigned members qualified to vote at the meeting, and who shall tally the

qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

- 4.5.2 Results. The President shall announce to the meeting the results of all balloting, and shall declare all ejections.
- 4.5.3 Election. The nominee for an office or directorship who receives a plurality of the ballots cast for the office or directorship shall be elected thereto.
- 4.5.4 No Majority. In the event that no candidate receives a majority on the first ballot for each office and each directorship in question, the run-off election shall be restricted to the two candidates receiving the largest pluralities. The resolution of all tie votes shall be determined by a run-off election between the candidates involved.

## ARTICLE 5. THE BOARD OF DIRECTORS

5.1 Membership of the Board of Directors. The Board of Directors shall consist of eight (8) members, but in no event less than 3 directors. The members of the Chapter entitled to vote for the election of directors shall elect three (3) directors, each of whom are assigned members of this chapter. The President, Vice-President/President-Elect, Secretary, Treasurer and Immediate Past President shall each, by virtue of holding these elected positions in this Chapter, shall serve as directors of the Chapter during their term of elected office. See Section 2.2.8.1 for Associate Members' privileges relative to serving on the Board of Directors.

### 5.2 Authority of Board of Directors

- 5.2.1 Powers. The management, direction, control and administration of the property, affairs and business of this Chapter shall be vested in the Board of Directors, which shall exercise all authority, rights and powers granted to it by the laws of the State of Alabama and by these Bylaws.
- 5.2.2 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these Bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these Bylaws to forward the objects of this Chapter.
- 5.2.3 Delegation of Authority. Neither the Board of Directors nor any officer or individual 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. Delegation of performance of administrative tasks shall be permitted only by approval of the Board.

### 5.3 Terms of Office of Officers and Directors

- 5.3.1 Term. Five (5) of the eight (8) members of the Board of Directors are the present Chapter officers who are the President, Vice-President/President-Elect, Secretary, Treasurer, and the Immediate Past President and the remaining three (3) directors are members elected by the members of the Chapter entitled to vote for the election of directors as assigned members of this Chapter. One director shall be elected each year, to staggered three-year (3) terms; each director elected shall serve until a successor has qualified.
- 5.3.2 Vacancies. If a vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office.

#### 5.4 Meetings of the Board of Directors

- 5.4.1 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business.
- 5.4.2 Regular Meeting of the Board of Directors. The Board of Directors shall hold a regular meeting 30 days after the elections held at the September annual meeting for organizational purposes, or at the time and place last determined by it.
- 5.4.3 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 thereat, and only the business stated in the call and notice shall be transacted at the special meeting.
- 5.4.4 Officer Pro Tem. In the absence of the President and Vice President, the Secretary, and the Treasurer, the Board of Directors shall elect from its membership a chairman pro tem, a secretary pro tem or a treasurer pro tem, as the case may be. Each such officer shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

#### 5.5 Notices and Calls of Meetings

- 5.5.1 Notice Required. Every call or notice of a regular or special meeting of the Board of Directors shall be served not less than three days before the date fixed for the meeting.
- 5.5.2 Waiver of Notice. Either the call and notice or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Board of Directors.
- 5.5.3 Irregularity in or Failure of Notice. Any irregularity in or failure of notice of a regular meeting of the Board of Directors shall not invalidate the meeting or any action taken thereat.

## 5.6 Quorum at Meetings; Decisions; Minutes

- 5.6.1 Quorum. Five (5) members of the Board of Directors shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.
- 5.6.2 Decisions of the Board of Directors. Every decision of the Board of Directors shall be by a concurring majority vote, unless otherwise required by these bylaws or by law.
- 5.6.3 Minutes. Written minutes of every meeting of the Board of Directors, recording the members in attendance, the matters before the meeting and every action taken thereat shall be kept by the Secretary in the Book of Minutes of this Chapter. The minutes of each meeting shall be signed by the President or other officer who presided at the meeting.

## 5.7 Reports of the Board of Directors

- 5.7.1 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.
- 5.7.2 Report to Institute. The Board of Directors or the Secretary shall make a written report to the Institute at such times as the Institute requests, of the matters, and in the form required by it.

## ARTICLE 6. OFFICERS

6.1 Officers. The officers of this Chapter shall include a President, President-Elect, a Secretary, a Treasurer and Immediate Past President.

### 6.2 The President

- 6.2.1 Duties. The President shall exercise general supervision over the affairs of this Chapter, except such thereof as are placed by these Bylaws or by the Board of Directors under the administration and supervision of the Secretary or the Treasurer, and shall preside at meetings of this Chapter and of the Board of Directors; shall sign all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter, and shall perform all other duties usual and incidental to the office.
- 6.2.2 Authority. The President shall act as spokesperson of this Chapter and 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.

### 6.3 The President-Elect

- 6.3.1 Duties. The President-Elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Board of Directors or the President.
- 6.3.2 Succession. The President-Elect shall succeed to the office of President upon expiration of the term of office of the President.

#### 6.4 The Secretary

- 6.4.1 Duties. The Secretary shall act as the recording and corresponding secretary and as secretary of meetings of this Chapter and of the Board of Directors; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these Bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and this Chapter; 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.
- 6.4.2 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.

#### 6.5 The Treasurer

- 6.5.1 Duties. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Chapter; prepare the budgets, collect 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 shall perform all duties usual and incidental to the office.
- 6.5.2 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 Chapter and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.



- 6.5.3 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.
- 6.5.4 Succession. When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement and audit all the records and books of account, and all monies, securities, and other valuable items and papers belonging to this Chapter that are in the Treasurer's custody and possession. The incoming Treasurer shall check the same and, if found correct, shall give to the retiring Treasurer a receipt therefore.
- 6.5.5 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.
- 6.5.6 Fidelity Bond. The Treasurer and any assistant treasurer shall furnish and maintain a fidelity bond in favor of this Chapter in a sum which may be fixed from time to time by the Board of Directors. Such bond shall be issued by a surety company satisfactory to the Board of Directors, and shall insure the full reimbursement to this Chapter by the surety company, in the event of death, resignation, or removal from office of the Treasurer, for any and all loss this Chapter may sustain of monies, funds, securities, negotiable instruments, or other personal property belonging to this Chapter that may have come into the hands or possessions of the Treasurer, including that for which the Treasurer is responsible.

## 6.6 The Immediate Active Past President

- 6.6.1 Term of office. The term of office shall be for one year, unless at the end of that year said Immediate Active Past President continues to be the most active Immediate Past President, and as so would continue in office.
- 6.6.2 Duties. The duties will be the same as for any other elected Director, and shall contribute continuity from the preceding year(s).

## ARTICLE 7. DUES, FEES, ASSESSMENTS AND FINANCES

### 7.1 Annual Dues

- 7.1.1 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 for the immediately succeeding fiscal year and the amount of admission fees required of affiliate members.

- 7.1.2 Period of Annual Dues. Dues shall be due and payable to this Chapter on the first day of each fiscal year.
- 7.1.3 Allocation of First Annual Dues. Allocation of first annual dues shall be as established by the Institute.
- 7.1.4 Individual Exemption from Payment of Dues. A member of this Chapter who is exempted from the payment of dues to the Institute shall be exempted from payment of annual dues to this Chapter.
- 7.1.5 General Remission of Annual Dues and Admission Fees. This Chapter, by the concurring vote of not less than two-thirds of the total number of assigned members and affiliate members present at a meeting may remit for any fiscal year any part or all of the annual dues required to be paid by any class of member, or any part of the admission fee required to be paid by affiliate members.
- 7.1.6 Individual Remission of Annual Dues. The Board of Directors by the concurring vote of all but one of its members may, in exceptional instances and under exceptional circumstances and for what it deems adequate cause, remit the annual dues of any member in whole or in part for any year, and such remission may be made retroactive.

## 7.2 Assessments

- 7.2.1 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of the assigned Architect members present at a meeting, may levy an assessment on its assigned Architect members; by the concurring vote of not less than two-thirds of the total number of its assigned members may levy an assessment on its associate members; and by the concurring vote of not less than two-thirds of the total number of its members may levy an assessment on its affiliate members. The amount of the assessment on each member, respectively, in any fiscal year, shall not exceed twenty-five percent (25%) of the amount of the annual dues required to be paid by such member for that year.
- 7.2.2 Notice of Assessment. Notice of the intention to levy an assessment stating the amount of and the reasons and necessity for the assessment, when it shall be payable, and the time within which it must be paid before a member will be in default for nonpayment, shall be mailed to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

## 7.3 Default of Annual Dues and Assessments

- 7.3.1 Due Date for Annual Dues. Every member who has not paid the entire amount for the required annual dues for the then current fiscal year on or before the date specified in the Institute Bylaws shall be in default for the unpaid amount.
- 7.3.2 Due Date for Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.
- 7.3.3 Notice of Default to Member. Every member who is in default to this Chapter shall be given thirty days notice in writing of impending termination because of said default.
- 7.3.4 Notice of Default to the Institute. At the end of the first three-month period of each fiscal year, at the end of each fiscal year and at such other times as the Institute requests, 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 each default. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

#### 7.4. Termination or Suspension for Default of Dues or Assessments

- 7.4.1 Assigned Members. If an assigned member is in default to this Chapter for nonpayment of dues and assessments, the Secretary, on request of the Board of Directors, shall so advise the Institute Secretary and request termination of that membership according to established Institute procedures.
- 7.4.2 Unassigned Members and Affiliates. If an unassigned member or affiliate member is in default to this Chapter for nonpayment of dues and assessments at the end of the fiscal year, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least thirty 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.

#### 7.5 Finances

- 7.5.1 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors by the concurring vote of two-thirds of its total membership shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year, make annual appropriations and authorize the Treasurer to pay the authorized expenditures when due.
- 7.5.2 Audits. Whenever a new Treasurer is elected, and at such times as the Board of Directors shall make the appropriation therefore, the books of the Treasurer and the rolls of this Chapter shall be audited by a competent accountant employed by the Board of Directors or by an auditing committee comprising two members and one associate member elected by the Board of Directors. Each of said audits shall be filed with the Board of Directors, and a copy thereof shall be filed with the treasurer.

7.5.3 Fiscal Year. The fiscal year of this Chapter shall be January 1 thru December 31.

## ARTICLE 8. PROPERTY, RIGHTS AND PRIVILEGES

### 8.1 Acquisition of Property

8.1.1 Authority. In order to carry on its affairs and exercise its power this Chapter may acquire real and personal property for its own use, but shall not execute any chattel mortgage.

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

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

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

8.4 Suspension of Interests, Rights and Privileges; Good Standing Defined. A member is not in good standing in the chapter and shall be under suspension if and while in default of dues or other obligations to either this Chapter or the Institute. Immediately upon the suspension of a member, the member's rights in this Chapter and the Institute are withdrawn until the member is restored to good standing.

8.5 Shares of Stocks. The corporation shall not have or issue shares of stock.

## ARTICLE 9. COMMITTEES AND COMMISSIONS

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

9.2 Committee Members. The members and the chair of every committee shall be selected by the Board of Directors.

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

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

#### ARTICLE 10. AFFILIATIONS AND ENDORSEMENTS

- 10.1 Affiliations with Other Organizations. This Chapter shall not form nor enter into any affiliations with any individual, but it may affiliate with any local organizations of the construction industry operating within the territory of this Chapter that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.
- 10.2 Agreements of Affiliation. Every affiliation must be authorized by the concurring roll call vote of not less than two-thirds of the entire membership of the Board of Directors and shall be evidenced by a written agreement executed by the Chapter and the affiliated organization; provided that the Board of Directors may collaborate with one or more organizations for any purpose to forward or maintain the objects or standing of this Chapter without such written agreement if the collaboration does not extend beyond one year.
- 10.3 Conditions of Affiliation
- 10.3.1 Statement of Purpose. Every agreement of affiliation shall set out in full the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate and the nature of its organizations, membership, government and operations.
- 10.3.2 Limitations. It shall be a condition of every affiliation that the affiliated organization shall not have any voice in the affairs of this Chapter and that it shall not, and cannot, bind or obligate this Chapter to any policy in any manner by pronouncement or otherwise, unless the Board of Directors has duly and specifically voted to be so bound or obligated.
- 10.3.3 Termination. Any affiliation may be terminated by the concurring roll call vote of not less than two-thirds of the entire membership of the Board of Directors, but the Board of Directors must give notice in writing to the affiliated organization of its intention to cancel and give it an opportunity to be heard in the matter, and a like provision pertaining to cancellation by the affiliated organization must be included in the agreement of affiliation.
- 10.4 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend, by invitation of the Board, any of the regular meetings or this Chapter, and may speak thereat on invitation of the presiding officer.

- 10.5 Endorsements of Materials Prohibited. Neither this Chapter, nor the Board of Directors, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

#### ARTICLE 11. GENERAL PROVISIONS

- 11.1 Executive Office. The executive offices of this Chapter shall be located at a location designated by the Board of Directors.
- 11.2 Records Open to Members. The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters relating to membership applications, and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any member of this Chapter in good standing.
- 11.3 Parliamentary Authority. The rules contained in Robert's Rules of Order, Newly Revised, shall supplement the rules and regulations adopted by this Chapter, and shall govern this Chapter, the Board of Directors, and the Chapter committees in all cases in which the said Rules of Order are applicable, and insofar as they are not consistent or in conflict with law, these Bylaws or the rules and regulations adopted by this Chapter or by the Board of Directors.
- 11.4 Counsel. The Board of Directors shall obtain the written opinion of counsel on all procedures concerning all agreements, and concerning any amendments to these Bylaws, before any such actions take effect.
- 11.5 Liability, Indemnification and Insurance
- 11.5.1 Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of this Chapter shall not personally liable for its debts, obligations or liabilities.
- 11.5.2 Indemnification. To the greatest extent authorized or permitted by law, this Chapter shall defend, indemnify and hold harmless any person from, and against, any and all liability, settlements, costs and expenses, including attorneys' fees, or resulting from, the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director or employee of this Chapter, or in any other capacity at the request of this Chapter; provided that such person shall have acted in good faith for purpose which he or she reasonably believed to be in the best interests of this Chapter; has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would

exercise under similar circumstances in like positions or has acted on the advice of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe his or her conduct to be unlawful.

11.5.3 Insurance. The Board of Directors 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.

11.5.4 Members not Liable. The members of the corporation shall not, as such, be liable for the obligation of corporation.

#### 11.6 Registered Office and Registered Agent

11.6.1 The Registered Office. The registered office which may be, but not need be, the same as its principal office; the registered office for this chapter is 445 South Hull Street, Montgomery, Alabama 36104.

11.6.2 The Registered Agent. The registered agent, for the corporation shall be designated from time to time with the current registered agent being; Scott Williams, 445 South Hull Street, Montgomery, Alabama 36104.

### ARTICLE 12. AMENDMENTS

#### 12.1 Amendments at Meetings of this Chapter

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

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

12.1.3 Other Bylaw Provisions. It shall require a vote of not less than two-thirds of the members of this Chapter who are present at the meeting to amend other provisions of these Bylaws.

#### 12.2 Amendments by the Board of Directors

- 12.2.1 Conformity with Institute Bylaws. The Board of Directors without action by a meeting of this Chapter shall amend any of these Bylaws as may be necessary for conformity with Institute Bylaws. These Bylaws, and any amendment to them, shall be forwarded to the Secretary of the Institute for review for conformity with Institute Bylaws before the bylaw or amendment becomes effective.
- 12.2.2 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these Bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this Chapter eligible to vote thereon.

## ARTICLE 13. PROFESSIONAL CONDUCT AND DISCIPLINE

### 13.1 Code of Ethics and Professional Conduct

- 13.1.1 Applicability of Institute Code. The Code of Ethics and Professional Conduct of the Institute shall apply to the professional activities of all assigned and unassigned members of this Chapter, wherever such activities occur. It is the duty of all such 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. Architect members or associate 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, associates, or as members, stockholders, executive officers, directors or employees of any association, corporation or other legal entity.
- 13.1.2 Interpretations. Every interpretation of the Code of Ethics and Professional Conduct issued by the National Ethics Council shall be deemed to be the interpretation of this Chapter. Neither this Chapter, nor any individual member, officer, director, or employee has the authority to make a binding interpretation or amendment of the Code. However, this Chapter may respond to inquiries regarding the Code by furnishing written materials provided by The Institute.
- 13.1.3 Advisory Opinions. In the event an inquiry concerning the Code of Ethics and Professional Conduct cannot be answered by reference to the Code or any published interpretations, the Chapter may request an advisory opinion or interpretation from the National Ethics Council.

### 13.2 Action on Complaints of Unprofessional Conduct by Members

- 13.2.1 Formal Action Prohibited. A charge of unprofessional conduct against a member or unassigned member shall not be heard or adjudged by this Chapter, the Board of Directors, or any Chapter committee, nor shall any of them have the right or authority to admonish, censure, suspend or terminate such member for unprofessional conduct.



- 13.2.2 Ethics Committee. The Board of Directors may establish an Ethics Committee, the membership of which shall be limited to assigned members, which shall be responsible for educating the members about the Code of Ethics and Professional Conduct and facilitating the informal resolution of complaints.
- 13.2.3 Informal Settlement Prior to Filing of Complaint with the Institute. The Ethics Committee, upon receipt of a charge of unprofessional conduct against a member of this Chapter, shall advise the member making the charge of the procedures for filing a formal Complaint with the National Ethics Council, and may in its sole discretion extend the opportunity to seek an informal resolution of the matter through the Committee. If the member wishes to seek such an informal resolution, the Ethics Committee shall advise the member against whom the charge is made, and with the consent of such member attempt to mediate the matter, either directly or through the offices of a third party.
- 13.2.4 Confidentiality. All inquiries made to the Ethics Committee, correspondence, evidence presented by the parties, and all other matters relating to a charge or Complaint of unprofessional conduct and any attempt at informal settlement shall remain confidential. Upon the conclusion of any settlement effort, whether or not a resolution has been reached, all evidence submitted shall be returned to the party who submitted it and may not be introduced in further proceedings except by that party.

### 13.3 Chapter Participation in Disciplinary Proceedings

- 13.3.1 Any request that the Chapter initiate or join as Co-Complainant in a proceeding under the Code of Ethics shall be referred to the Board of Directors. The Board of Directors may, with due consideration given to the advice counsel, file or join in the filing of a formal charge of unprofessional conduct in the name of the Chapter, against an Architect member or associate member.
- 13.3.2 Authority of the Board of Directors. The Board of Directors shall not delegate to any other person or body its authority to initiate or join in a disciplinary proceeding.
- 13.3.3 Confidentiality. Any discussion or decision by the Board of Directors relating to an informal or formal Complaint against an Architect member or associate member shall occur in Executive Session, shall be, and remain, confidential, and shall not be announced or disclosed to the membership or the public.
- 13.3.4 Notice of Institute Discipline. Whenever notice is received from the Institute that a member of the Chapter has been censured, suspended or terminated by the Institute, such notice shall be duly entered in the minutes and records of this Chapter. At the discretion of the Board of Directors, but not otherwise, such notice

of discipline shall be read at the next Chapter meeting and published in the next official Chapter publication.

#### ARTICLE 14. AWARDS OF HONOR

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

#### CERTIFICATION

I, Rachel Crafton-Stiver, Secretary, certify that the above is a TRUE and EXACT copy of the Bylaws, adopted by the corporation and its duly called meeting, pursuant to the Notice attached hereto with said meeting being held on 14 November, 2018.

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Rachel Crafton-Stiver, Secretary

APPROVED:

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Rick Wendling, President