

## **BYLAWS OF THE CORPUS CHRISTI CHAPTER of THE AMERICAN INSTITUTE OF ARCHITECTS**

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

**1.1. Name.** The name of this organization is the Corpus Christi Chapter of the American Institute of Architects. Except for reports to government and other instances requiring official identification, the commonly used name for the Chapter shall be AIA Corpus Christi.

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

**1.1.2. Definitions.**

**1.1.2.1.** The terms "AIA" and "Institute" as used in these Bylaws refer to The American Institute of Architects incorporated under the laws of the State of New York.

**1.1.2.2.** The terms "TSA", "TxA", "Society," and "Texas Region AIA" as used in these Bylaws refer to the Texas Society of Architects.

**1.1.2.3.** The term "Chapter" as used in these Bylaws refers to the Corpus Christi Chapter of the AIA chartered by the AIA and incorporated under the laws of the State of Texas.

**1.1.2.4.** The term "Board" as used in these Bylaws refer to the Board of Directors of the AIA Corpus Christi Chapter.

**1.2. Objects and Powers.**

**1.2.1.** 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.

**1.2.2.** The powers of this Chapter shall be as provided in the laws of the State of Texas and the Chapter's Articles of Incorporation, and these Bylaws, consistent with the Institute Bylaws.

**1.3. Organization.** This Chapter is a nonprofit corporation duly incorporated on the first day of April, 1960; amended on the tenth day of October, 1968; and amended on the eleventh day of November, 1996; and amended on the eighth day of November, 2007; under and by virtue of the laws of the State of Texas.

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

**1.5. Authority.** This Chapter shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the AIA Board. This 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.

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

**1.7. Purpose.** The purposes of this Chapter are to serve its members by uniting them through inspiration and fellowship, educating them by offering information and resources that further their individual development, representing them in important areas of public affairs, and integrating these services with all levels of the AIA; to benefit the public by advocating worthy architectural, planning and environmental causes, and effecting necessary changes through consistent, comprehensive, and unbiased education provided to the public; and to promote the profession of architecture by identifying important influences, strengthening relations between academia and practitioners, and promoting quality and sharing innovation within the profession.

## **2. ARTICLE 2. MEMBERSHIP**

### **2.1. General Provisions.**

**2.2. Classes of Membership.** The members of this Chapter shall consist of the Architect and Associate Members who have been assigned to this Chapter by the Institute, or who have been admitted to unassigned membership in this Chapter, and of the Allied members and Honorary Members it may admit as provided in Sections 2.5 and 2.6.

**2.2.1. 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 Members. The term “member,” if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

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

**2.2.3. 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. Such membership shall be announced at the next regular meeting of this Chapter and in its next official publication.

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

**2.2.5. Resignations.** Any member may resign from this Chapter by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

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

**2.2.7. Loss or Suspension of Interests, Rights and Privileges.** A member who resigns or is suspended or terminated by the Institute loses all rights in this Chapter and the Institute, including any right to use the Chapter’s or Institute’s name, initials, symbol or seal, until the member is reinstated in good standing. Resignation, suspension or termination of

membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.

### **2.3. Assigned Members**

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

**2.3.2. Action on Applications.** Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Secretary or Executive Director shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

**2.3.3. Transfers.** The Board 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.

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

**2.3.5. Termination.** Assigned membership in this Chapter is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another Chapter. An Associate who receives an initial license to practice architecture thereby becomes eligible for Architect membership and may not renew membership as an Associate.

**2.3.6. 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.

### **2.4. Unassigned Members.**

**2.4.1. Admission.** This Chapter, without action by the Institute, shall admit to unassigned membership any Architect or Associate member assigned to another chapter who applies for such membership in writing in the manner prescribed by the Board.

**2.4.2. 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 vote on matters described in Section 4.4 of the Bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute.

**2.4.3. Termination.** Unassigned membership in this Chapter is terminated by the death of the member and by resignation or termination of membership in the Institute. The Board may terminate unassigned membership for indebtedness to the Chapter as provided in Section 7.4.

### **2.5. Allied and Affiliate Members**

**2.5.1. Admission.** Every applicant for admission to Allied or Affiliate membership in this Chapter shall be promptly acted upon by the Board.

**2.5.2. Admission Fees.** Every applicant for an Allied or Affiliate membership except Honorary members shall pay an admission fee as provided in Article 7 of these Bylaws.

**2.5.3. Termination.** Allied or Affiliate membership shall be terminated by the death or resignation of the member and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board may suspend or terminate the member for indebtedness as provided in Section 7.4, or, by not fewer than a two-thirds vote, for conduct detrimental to the interests of the Chapter.

**2.5.4. Rights and Privileges of Allied Members.** Allied members in good standing shall have the rights and privileges specified in the Institute Bylaws. Allied Members in good standing:

**2.5.4.1.** May serve as a member of any committee of the Chapter that does not perform any duty of the Board;

**2.5.4.2.** May attend and speak but may not make motions nor vote at any meeting of this Chapter;

**2.5.4.3.** Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter;

**2.5.4.4.** May not use the initials AIA nor the phrase The American Institute of Architects alone or otherwise, nor the seal, symbol or insignia of this Chapter or the Institute.

**2.5.5. Allied Members.** The eligibility criteria for Allied members shall be as provided in the Institute Bylaws.

## **2.6. Honorary Members.**

**2.6.1. Qualifications.** A person of esteemed character who is not otherwise 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 as an Honorary Member of this Chapter.

**2.6.2. Nomination and Admission.** A person eligible for Honorary membership may be nominated therefor by any member of the Board. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, and history and the reasons for the nomination. The Board, at any of its regular meetings, after the nomination of a person for Honorary membership, may admit such person as an Honorary Member. Not more than one Honorary Member shall be elected in any one calendar year.

**2.6.3. Rights and Privileges.** In addition to the rights and privileges set forth in Section 2.5.4 above, Honorary Members of this Chapter may use the title "Honorary Member of the Corpus Christi Chapter," and 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.

## **3. ARTICLE 3. CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS**

### **3.1. The Institute.**

**3.1.1. Delegates to Institute Meetings.** The Chapter shall select the delegates that the Chapter is entitled to have represent it 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.

- 3.1.1.1.** Member delegates shall be appointed from among the assigned members of this Chapter by the Board, except that no more than one third of the Chapter's delegation shall be Associates. If the Board 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.
- 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. Expenses of Representative.** The expenses of the Vice President/President-Elect in an amount to be determined by the Board and approved by a majority vote of assigned members at any properly called meeting of the Chapter, shall be defrayed in an amount not to exceed the actual hotel and necessary traveling expenses to the Annual Grassroots Meeting.
- 3.1.4. Reports.** The Secretary or Executive Director 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 transfer or defaults of its assigned members.
- 3.2. State Organization.**
- 3.2.1. Delegates to TSA Meetings.** The Chapter shall select delegates to represent the Chapter at meetings of the Texas Society of Architects from among the assigned members of this Chapter in the number prescribed in the Bylaws of the Texas Society of Architects and in the manner set forth below:
- 3.2.1.1.** Member delegates shall be appointed from among the assigned members of this Chapter by the Board. If the Board neglects, fails, or refuses to select all such delegates, or should any or all of such fail to qualify, then the President or a lawful substitute may appoint the delegates to represent this Chapter, as provided in the TSA Bylaws.
- 3.2.2. State Director.** At the annual meeting of this Chapter, the assigned members of this Chapter in good standing shall elect one State Director, as required by the TSA Bylaws, to represent this Chapter in the TSA.
- 3.2.3. Nomination and Election.** Nomination and election of the State Director shall be made at the same time and in the same manner as for the officers and directors of this Chapter.
- 3.2.4. Duties of State Director.** The State Director of this Chapter shall act for and in its behalf in all matters that may properly come before the TSA. The State Director is also a member of the Board with the rights, authority and responsibilities as outlined in Article 5.
- 3.2.5. Term of State Director.** The State Director shall serve for the term of two years, or until the Board appoints a successor to complete the unexpired term created by the resignation or incapacity of the State Director.
- 3.2.6. Expenses of Representative.** The expenses of the State Director in an amount to be determined by the Board and approved by a majority vote of assigned members at any

properly called meeting of the Chapter, shall be defrayed in an amount not to exceed the actual hotel and necessary traveling expenses to the State Organization meetings.

**3.2.7. Reports.** The Secretary or Executive Director shall furnish the TSA with such reports as may be required from time to time; shall, at least annually, furnish the Secretary of the TSA with the names and addresses of all officers, directors and members of this Chapter required to keep the TSA's records up-to-date and complete; and shall periodically report all resignations, suspensions, expulsions, or defaults of its members.

**3.3. Dues to the TSA.** Except as otherwise provided, each member of this Chapter shall pay annual dues and assessments levied by the TSA in the amounts and at the times required by it for its support, in addition to Chapter dues and assessments.

#### **4. ARTICLE 4. MEETINGS**

##### **4.1. Meetings.**

**4.1.1. Annual Meetings.** This Chapter shall hold an annual meeting between August 1 and October 31 each year for the purpose of nominating and electing the officers, directors, and representatives to the Texas Society of Architects to succeed those whose terms are about to expire; and for the transaction of such other business as may be appropriate.

**4.1.2. Special Meetings.** A special meeting of this Chapter may be called by the President, or by the Board, or by a written petition to the Board signed by not less than 25% of the total number of assigned members of this Chapter then 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, and all rules and procedures at 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, Executive Director or other assistant employed or assigned by this Chapter on every member, by mailing it to an appropriate physical address or transmitting it by email, or fax, or any other method of transmission to each member, in accordance with information provided or otherwise approved by that member and placed on file with the Secretary.

The notice of each regular meeting, and the call and notice of each special meeting, shall be served at least five calendar days before the date fixed for the meeting, unless a longer notice shall be required by the law, and the time of serving shall be deemed to be the date on which the notice or the call and notice was mailed prior to the meeting. Timely publication of an email notice that a meeting notice in the Chapter Web newsletter has been updated shall be deemed to constitute such notification.

**4.2.2. Quorum 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 25 percent of the total number of the assigned members of this Chapter, or eight such members, whichever is the greater number. The members present may adjourn the meeting despite the absence of a quorum.

**4.2.3. Minutes of Meetings.** Written minutes of every meeting of this Chapter, recording the matters that come before the meeting and every action taken, shall be kept by the Secretary in the Book of Minutes of this Chapter. The minimum information to be recorded will include the meeting topic(s), the number of attendees, and the nature and substance of any business conducted at the meeting. The minutes of each meeting shall be signed by the Secretary and approved at a subsequent meeting of the Chapter.

**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 members in good standing who are present and eligible to vote, unless otherwise required by law or these bylaws.

**4.3.2. 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 shall so request.

**4.3.3. Proxies.** There shall be no voting by proxy at a meeting of this Chapter.

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

**4.4.1.** Matters so designated elsewhere in these Bylaws;

**4.4.2.** Elections of Representatives on the Institute's Strategic Council, delegates to meetings of the Institute and the TSA;

**4.4.3.** Instructions to delegates;

**4.4.4.** Any matters relating to membership;

**4.4.5.** Other matters relating to the government, meetings, affiliations, budget and finances of the Institute and this Chapter;

**4.4.6.** All other matters so ruled by the Chair, consistent with these Bylaws and the Institute's Bylaws, such rulings being reversible by not fewer than a two-thirds vote of the assigned members present and voting at the meeting.

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

**4.6. Election of Officers and Directors.**

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

**4.6.2. Elections.** The nominee for an office or directorship who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office or directorship, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for 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 therefor by law and/or the provisions of Section 4.5, as applicable.

#### **4.7. Balloting Procedures.**

**4.7.1. Tellers.** Balloting shall be the 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.

**4.7.2. 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 run-off election shall be elected to the office. In the event of a second tie vote, the position or directorship in question shall be decided by a coin toss.

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

### **5. ARTICLE 5. THE BOARD**

**5.1. Membership of the Board.** The Board shall consist of the officers, three at-large Directors, one Associate/Intern Director, the immediate Past President and the TSA State Director, each of whom shall be an assigned member of this Chapter, provided that no more than two seats, or one-third of the positions not reserved for a specific membership category, are occupied by Associate Members.

**5.2. Membership of the Executive Committee.** The Executive Committee shall include a President, a Vice President/President-elect, a Secretary, and a Treasurer. A single individual may occupy two offices at the same time, provided, however, that the President shall hold no other office than the Presidency.

#### **5.3. Authority of the Board.**

**5.3.1. Powers.** The management, direction, control and administration of the property, affairs and business of this Chapter shall be vested in the Board, which shall exercise all authority, rights and powers granted to it by the laws of the State of Texas and by these Bylaws.

**5.3.2. Custodianship.** The Board 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 shall do all things required and permitted by these Bylaws to forward the objects of this Chapter.

**5.3.3. Awards.** As funds or other means become available, this Chapter 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 on behalf of this Chapter by the vote of the Board (with no more than one dissenting vote), after due consideration of the nominees and their work. The token of each award shall be in the form of a medal, an embossed certificate, a scholarship, or otherwise as the Board shall determine.

**5.3.4. Delegation of Authority.** Neither the Board 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.

**5.3.5. 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.

#### **5.4. Terms of the Office of Officers and Directors.**

**5.4.1. Term.** The term of office of each officer shall be one year, of each at large director shall be three years, and Associate/Intern Director shall be three years; each shall serve until a successor has qualified. The year is from January 1st to December 31st. The three-year term of each at large director shall staggered by one year.

**5.4.2. Vacancies.** If a vacancy occurs in the membership of the Board other than on account of the regular expiration of a term of office, the Board shall fill the vacancy for the unexpired term of office.

**5.4.3. Resignation.** Any officer or other 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.

**5.4.4. Removal of Officer (or Director).** Any or all of the officers and other directors may be removed for or without cause by vote of the members, or for cause by vote of the Board when there is a quorum of not less than a majority at the meeting at which the vote is taken.

#### **5.5. Meetings of the Board.**

**5.5.1. Meetings Required.** The Board must actually meet in a regular or special meeting in order to transact business.

**5.5.2. Regular Meeting of the Board.** The Board may hold regular meetings at the time and place determined by it or the presiding officer.

**5.5.3. Special Meetings.** A special meeting of the Board shall be held, if requested in writing by a majority of the members of the Board, or at the call of the President. The Secretary or Executive Director 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.

**5.5.4. Waiver of Notice.** Either the call or 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. Any irregularity in or failure of notice of a meeting of the Board shall not invalidate the meeting or any action taken.

#### **5.6. Notices and Calls of Meetings**

**5.6.1. Notice Required.** Every call or notice of a regular or special meeting of the Board shall be served not less than three days before the date fixed for the meeting.

**5.6.2. 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.

**5.6.3. Irregularity in or Failure of Notice.** Any irregularity in or failure of the notice of the Board shall not invalidate the meeting or any action taken thereat, subject to the laws of the State of Texas.

#### **5.7. Quorum at Meetings; Decisions; Minutes**

**5.7.1. Quorum.** Five members of the Board 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.

**5.7.2. Decisions of the Board.** Every decision of the Board shall be by a concurring majority vote, unless otherwise required by these Bylaws or by law.

**5.7.3. Minutes.** Written minutes of every meeting of the Board, 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.

#### **5.8. Reports of the Board**

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

**5.8.2. Report to Institute.** The Board 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. ARTICLE 6. OFFICERS AND DIRECTORS**

**6.1. Officers.** The officers of this Chapter shall include a President, Vice President / President-Elect, a Secretary and Treasurer. Officers shall be selected from Architect or Associate Members in good standing of Assigned membership. Associate members may serve as officers so long as they do not occupy more than two seats, or one-third of the seats, on the board of directors that are not exclusively reserved for an Associate member. A single individual may occupy two offices at the same time, provided, however, that the President shall hold no other office than the Presidency.

#### **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 under the administration and supervision of the Secretary or the Treasurer; preside at meetings of this Chapter and of the Board; appoint, with concurrence of the Board, all committees; sign all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter; and perform all other duties usual and incidental to the office.

**6.2.2. 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. The President shall not obligate or commit this Chapter unless such obligation or commitment has been specifically authorized by the Board.

#### **6.3. The Vice President / President-Elect**

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

**6.3.2. Succession.** The Vice President / 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; 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 or Executive Director; 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 and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter; and perform all other duties usual and incidental to the office.

**6.4.2. Delegation of Authority.** The Secretary may delegate to an assistant employed or assigned by this Chapter, the actual performance of any or all duties as recording or as 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 the 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.

**6.5.2. 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 Board. 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 Treasurer's signature, unless such delegation is expressly permitted in these Bylaws. The Treasurer may delegate to the Executive Director or any member of the Executive Committee 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 therefor and a release of the retiring Treasurer from future recordkeeping responsibilities.

**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.

**6.6. Officer Pro Tem.** In the absence of any officer, the Board shall elect from its membership, a president pro tem, a secretary pro tem or a treasurer pro tem, as necessary. 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.

**6.7. Directors.** In addition to the officers, the directors of this Chapter shall consist of 3 at large directors, State Director, Immediate Past President and 1 Associate or Intern Director. At large directors shall be selected from Architect, Associate or Emeritus Members who are assigned members in the Chapter. The Associate or Intern Director may be selected from the Associate members of the Chapter, or may be an Architect member within the first 2 years of licensure. Associate members may not hold more than one-third of the seats on the Board.

**6.7.1. Duties.** Duties of the Directors shall consist of overseeing areas of focus as deemed appropriate by the Board. The directors shall make reports to the Board as to the progress of their appointed areas of focus.

**6.7.2. Succession.** When a new director takes office, the retiring director shall turn over to the successor copies of the reports and any other records pertaining to appointed area of focus.

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

### **7.1. Annual Dues**

**7.1.1. Obligation to Pay Dues.** All members, except Emeritus members and Honorary Members, shall pay annual dues on or before January 15 of each year.

**7.1.2. Amount of Annual Dues and Admission Fees.** The Board 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 Allied members.

**7.1.3. Dues Upon Admission.** A newly admitted, assigned, Allied 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. Those admitted during the last three months of the year shall pay full annual dues for the immediately succeeding year at the time of admission and shall receive an abatement of dues for the balance of the current year.

**7.1.4. Hardship Dues Reduction.** The Board may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Board may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned

components, provided that such waiver is in equal proportions across all levels of membership.

**7.1.5. Exemptions.** Emeritus members and Honorary Members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board.

**7.1.6. Period of Annual Dues.** Dues shall be due and payable to this Chapter on the first day of each fiscal year.

## **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 Architect members present at a meeting, may levy an assessment on its 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 assigned members may levy an assessment on its allied members. The amount of the assessment on each member, respectively, in any fiscal year, shall not exceed fifty percent 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 thirty 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 of the required annual dues for the then current fiscal year on or before March 31st of said year 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 a thirty day notice in writing of impending terminations because of said default.

**7.3.4. Notice of Default to the Institute.** At the end of the first three months period of each fiscal year, at the end of each fiscal year, and at such other times as the Institute requires, the Secretary or Executive Director 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 or Executive Director 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 at the end of the fiscal year, the Secretary or the Board shall so advise the Institute Secretary, and request termination of that membership.

**7.4.2. Unassigned, Allied, Members.** If an unassigned or Allied 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 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 expenditures in accordance with the budget, and authorize the Treasurer to pay the authorized expenditures when due.

### **7.5.2. Expenditure Limitations.**

**7.5.2.1. 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 or a specific resolution at a meeting of the Chapter.

**7.5.2.2. The Board.** The Board 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 not fewer than a two-thirds majority vote) at a duly called meeting of the members (provided, however, that the Board 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).

**7.5.2.3. Fiscal Year.** The fiscal year of this Chapter shall begin on the first day of January and end on the thirty-first day of December of the same calendar year.

## **8. ARTICLE 8. PROPERTY, RIGHTS AND PRIVILEGE**

### **8.1. Acquisition of Property**

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

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

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

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

## **9. ARTICLE 9. COMMITTEES AND COMMISSIONS**

**9.1. Composition.** The committees, their membership, terms of office, and duties shall be as determined by the Board. The membership, terms of office and duties of each committee shall be prescribed by the body that established it.

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

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

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

## **10. ARTICLE 10. AFFILIATIONS AND ENDORSEMENTS**

**10.1. Affiliations with Other Organizations.** This Chapter shall not form or enter into any affiliation with any individual, or with any organization that is not a component or affiliate of the Institute.

**10.2. Endorsements of Enterprises or Materials Prohibited.** Neither this Chapter, nor the Board, 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 enterprise or material of construction or of any method or manner of handling, using, distributing or dealing in any material or product.

## **11. ARTICLE 11. GENERAL PROVISIONS**

**11.1. 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 by any member of this Chapter in good standing.

**11.2. 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, and the Chapter committees in all cases in which the said Rules of Order are applicable and insofar as they are not inconsistent with or in conflict with the law, these Bylaws, or the rules and regulations adopted by this Chapter or by the Board.

### **11.3. Liability, Indemnification and Insurance**

**11.3.1. 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.

**11.3.2. 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, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director, or employee of this Chapter or in any other capacity at the request of this Chapter, provided that such person shall have acted in good faith for a purpose which he or she reasonably believed to be in the best interests of this Chapter; has discharged the duties of his or her position with the 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.

**11.3.3. Insurance.** The Board 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.

## **12. 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 by not fewer than a two-thirds vote of the members present, provided that a notice stating the purpose of each proposed amendment and the reason therefor and a copy of the proposed amendment is sent to every member eligible to vote on the amendment not less than thirty days prior to the date of the meeting at which the proposed amendment is to be considered. Notice may be sent by physical mail, email or fax, so long as such notice complies with requirements of Section 4.2.1.

**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.

### **12.2. Amendments by the Board**

**12.2.1. Conformity with Institute Bylaws.** The Board, 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.

**12.2.2. Delegation of Authority.** The Board shall be authorized to amend specific provisions of these Bylaws if the power to do so has been delegated to it by not fewer than a two-thirds vote of the members of this Chapter eligible to vote thereon.

## **13. ARTICLE 13. PROFESSIONAL CODE OF CONDUCT**

**13.1. Code of Ethics and Professional Conduct.** 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. It is the duty of all such members to conduct themselves in conformity with the standards established by the Institute in the Code of Ethics and Professional Conduct.

**13.2. Interpretations.** Every interpretation of the Code of Ethics and Professional Conduct issued by the National Ethics Council shall be deemed the interpretation of the Chapter.

#### **14. ARTICLE 14. DISSOLUTION**

**14.1.** In the event of dissolution of the Chapter, all assets and liabilities of the Chapter become property of the TSA. In the event of the dissolution of the TSA prior to the dissolution of the Chapter, all its assets shall become the property of the Architectural and Industrial Technology Department of Del Mar College, located in Corpus Christi, Texas after payment of all Chapter debts existing at the time.

**END OF BY-LAWS**