Board of Directors

Bylaws

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The American Institute of Architects
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CHAPTER 1

ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Organization Name. The name of this membership corporation is The American Institute of Architects. In these Bylaws the corporation is called the Institute.

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

1.03 Organization Domain. The domain of the Institute shall be the United States of America, its territories and possessions. Nothing herein shall be regarded as precluding the Institute from maintaining an International Region and components outside the United States of America, its territories and possessions, to the degree otherwise provided in these Bylaws.

1.1 AFFILIATIONS

If and while affiliation will promote the purposes and objects of the Institute, any national organization may be affiliated with the Institute unless the other organization was formed, used, or maintained for financial gain, price-fixing, or political purposes.

1.2 AMERICAN ARCHITECTURAL FOUNDATION

The American Architectural Foundation Inc., has been established by the Institute as a nonprofit charitable corporation to own and operate the Octagon, to provide architectural scholarships, establish professorships and assist architectural, educational and research projects; to establish awards, prizes or medals for meritorious work; to provide for the disseminating of literature and information of use and advantage to the profession of architecture and the arts and services allied to it; to assist by cooperation and association in any activity that shall result in the improvement of the profession of architecture; and to undertake any other related activities.

1.3 THE COLLEGE OF FELLOWS

There shall be a subdivision of the Institute entitled the College of Fellows, the members of which shall be the Fellows and Honorary Fellows of the Institute.

1.31 College of Fellows Purpose. The purpose of the College is to stimulate a sharing of interests among Fellows; to promote the purposes of the Institute; to advance the profession of architecture; and to be of ever-increasing service to society.

1.32 Bylaws of the College of Fellows. The College shall adopt bylaws, which shall specify the organization of the College. The bylaws and activities of the College of Fellows are subject to the approval of the Board.

1.4 ENDORSEMENTS

1.41 Endorsements of Enterprises. The Institute shall not sponsor or endorse any enterprise whether public or private, operated for profit.

1.42 Endorsements of Materials. No officer, director, committee member or employee of the Institute or any of its component organizations in his or her official capacity shall approve, sponsor, endorse, or do anything that may be deemed or construed to be an approval, sponsorship, or endorsement of any material of construction or any method or manner of handling, using, distributing, or dealing in any material or product.

CHAPTER 2

MEMBERSHIP

2.0 GENERAL PROVISIONS - MEMBERSHIP

2.01 Categories of Membership. The Institute is a nonprofit membership corporation incorporated under the laws of the state of New York, with the following categories of membership:

2.011 Architect Members. Individuals admitted to membership with full voting status and privileges are called Architects. Architect members may also hold the titles Fellow and/or Emeritus.

2.012 Associate Members. Individuals admitted with limited voting status and privileges are called Associates. Associate members may also hold the title Emeritus.

2.013 Honorary Fellows, Honorary Members and Allied Members. There are three categories of non-voting membership, Honorary Fellows, Honorary Members and Allied members.

2.014 Definition of Member and Assigned Member. Unless the context indicates otherwise, the term "member" in these Bylaws means any individual in any category of membership, and the term "assigned member" means any Architect (including those with Emeritus or Fellows status), or Associate member (including those with Emeritus status) assigned to a component.

2.02 General Rights and Duties of Members. Every member of the Institute in good standing shall have and may exercise and use all of the rights and privileges of his/her category of membership conferred by law or granted by the provisions of these Bylaws or by the Board.

2.021 Literature. Architect and Associate members in good standing shall have their names published in any membership listing of the Institute and shall receive the magazine of The American Institute of Architects and other documents, periodicals, and literature from the Institute and from the region, state, and chapter to which they belong, under terms which the respective governing boards shall fix.

2.022 Component Membership. All assigned members of the Institute shall maintain membership in the component(s) to which they are assigned.

2.03 Amendments to Membership Provisions. Changes in membership eligibility or qualifications set forth in these Bylaws shall not be retroactively applied.

2.04 Good Standing. To be in good standing in the Institute, members must have paid all dues and other obligations due to the Institute and all of its component organizations to which they are assigned. An individual under suspension for violation of the Code of Ethics and Professional Conduct is not in good standing.

2.05 Application for Membership

2.051 Declaration by Applicants. Every applicant for membership shall agree to comply with these Bylaws and to accept the rights, privileges, duties, responsibilities, obligations, and liabilities set forth herein.

2.052 Application for Membership. Application for membership shall be made in a manner determined by the Institute. Applications are subject to verification of eligibility for membership.

2.06 Reapplication for Admission. An applicant found not qualified for admission may reapply upon becoming qualified for admission.

2.07 Component Assignment.

2.071 Assignment Upon Admission. Once admitted, all Architect and Associate members of the Institute who are resident in the United States are assigned membership in a chapter and state organization. Architect and Associate members not resident in the United States who reside or have their principal place of business in the territory of a component are assigned membership in the component.

2.072 Assignment/Transfer. At the written request of a member, the Institute shall transfer the member's assignment from one chapter to another provided that the transferring member either lives or works within the territory of the new chapter.

2.073 Special Assignment. In special cases, upon receiving written application from a member, the Secretary may assign a member to a chapter that is neither the legal residence nor principal place of business of the member.

2.074 Participation in an Unassigned Chapter. In addition to membership in the assigned chapter, a member may, without action by the Institute, participate voluntarily in any unassigned chapter upon approval of an application by such chapter. The member, however, may not vote for delegates or on matters affecting the Institute in the unassigned chapter and shall be listed in the records of the Institute only in the assigned chapter.

2.075 Voluntary Assignment. Architect and Associate members who are not assigned when admitted to membership may request assignment to any component that agrees to accept the assignment. Members so assigned shall be counted as assigned members for apportionment of delegates and directors and shall have all the rights and privileges of assigned members in the same membership category, except that the component may lower dues and/or assessments for nonresident members. Notwithstanding any other provisions hereof, no members assigned to components outside the United States shall be counted as assigned members for the apportionment of directors.

2.076 Members Not Assigned. Architect and Associate members who are not assigned to a component under any of the provisions of section 2.07 shall be members only of the Institute and shall not be counted for the apportionment of delegates or directors. Assigned members who move their residence and principal place of business to a place that is not in the territory of any component may retain or relinquish component

assignment by notifying the Secretary. Architect and Associate members who are not assigned and who establish residence or a principal place of business in the territory of a component will be assigned membership in the component; provided, however, that no members assigned to components outside the United States shall be counted for the apportionment of directors.

2.08 Termination of Membership. Membership shall be terminated: (1) by resignation from the Institute, (2) by default in payment of obligations to the Institute or its components under the conditions prescribed in these Bylaws (3) for violation of the Code of Ethics and Professional Conduct pursuant to Chapter 8 of these Bylaws (4) by the death of the individual in the membership.

2.081 Resignation from Membership. A member in good standing may resign from the Institute in writing. The resignation shall be offered in writing to the Institute through the assigned chapter, and if the individual is eligible to resign, the chapter shall forward the resignation to the Institute in a timely manner. The resignation shall become effective as of the date of receipt of the letter of resignation by the Institute.

2.082 Termination for Default. If a member is in default, membership shall be terminated and the member and assigned components so notified. Termination for default of component dues will be initiated only on request of the governing board of the component.

2.083 Termination Without Prejudice. When the Institute finds that a member is no longer eligible for membership, judged by the same standards used to admit that member, such membership may be terminated with the same effect as resignation in good standing provided, however, that the member shall be given full opportunity to explain his/her position before being terminated.

2.084 Membership While Ethics Charge is Pending. Notwithstanding any other provision in these Bylaws, a member against whom a charge of violating the Code of Ethics and Professional Conduct is pending may not resign or be terminated from membership until all proceedings related to the charge are completed.

2.085 Loss or Suspension of Interests, Rights and Privileges. Any individual who resigns, is suspended, or is terminated from membership thereby loses all rights and privileges granted by law or these Bylaws, including the right to use the Institute's name, initials, or symbol until reinstated in good standing.

2.086 Liability. Nothing contained in these Bylaws shall be construed to limit the liability imposed by law on a member. Termination or suspension of membership shall not relieve the person whose membership has been terminated or suspended from indebtedness to the Institute or to any of its component organizations.

2.09 Readmission to Membership.

2.091 Eligibility. Any person whose membership was terminated for violation of the Code of Ethics and Professional Conduct may be readmitted only with the approval of the Board of Directors. In other cases of termination, or of resignation while in good

standing, an application for readmission shall be considered in the same manner as an original application.

2.092 Readmission Fee. Former members who are reapplying for membership may be assessed a reinstatement fee, in addition to the dues for the year of reinstatement, in an amount determined by the Board.

2.093 Readmission After Termination Without Prejudice. Persons whose membership was terminated without prejudice may reapply any time they meet the eligibility requirements, without payment of the readmission fee.

2.1 ARCHITECT MEMBERS

2.11 Eligibility for Architect Membership. Individuals who are currently entitled under law to practice architecture and use the title Architect in any state of the United States are eligible to be Architect members in the Institute. Such architects shall demonstrate honorable standing in the profession and in their community.

2.111 Continuing Education Requirement. Effective January 15, 1996, Architect members shall fulfill a periodic continuing education requirement to remain eligible for membership. The Board shall define the elements of the continuing education requirement in the Rules of the Board. Architect members who fail to meet the requirement on and after January 15, 1996, shall be subject to termination under section 2.08 of these Bylaws.

2.12 Rights and Privileges of Architect Members

2.121 Title. Architect members in good standing may print and otherwise use in connection with their practice and work:

a) the initials AIA as a suffix to their names and

b) the titles Member of The American Institute of Architects and Member of the (assigned chapter or state organization) of The American Institute of Architects.

2.122 Pin and Symbol. Architect members may use the gold AIA lapel pin and AIA symbol within the limitations established by the Board.

2.123 Privileges. Architect members have full rights and privileges, including but not limited to the following:

a) To serve as voting members on section, chapter and state boards.

b) To speak and vote in section, chapter, state, and regional meetings on business matters and in elections on all issues.

c) To be appointed as members of committees at all levels of the Institute.

d) To serve as chapter delegates to state, regional, and national AIA conventions.

e) To participate in all Institute group insurance, retirement, and other benefit programs.

f) To serve as a national officer, national director, or component officer or chair a national committee.

2.2 ASSOCIATE AND INTERNATIONAL ASSOCIATE MEMBERS

2.21 Eligibility for Associate Membership. Individuals without architectural licenses from a U.S. licensing authority who meet any of the following requirements shall be eligible for Associate membership in the Institute:

a) 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

b) Those who are employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture, or

c) Those who have a professional degree in architecture, or

d) Those who are faculty members in university programs in architecture and who are actively involved in research, administration or the teaching of architecture.

2.22 Eligibility for International Associate Membership. Individuals without architectural licenses from a U.S. licensing authority who meet the following requirements shall be eligible for International Associate membership in the Institute:

a) Those who have an architectural license or the equivalent from a non-U.S. licensing authority and demonstrate honorable standing in the profession in the locale in which they are licensed. Such persons may be resident within or outside the U.S.

2.23 Rights and Privileges of Associates and International Associates.

2.231 Title. Associates in good standing may indicate that they are Associates of The American Institute of Architects, subject to applicable state laws, and may use the title Associate AIA or Assoc. AIA, but not AIA Associate nor the initials AIA alone, as a suffix to their names. International Associates in good standing may indicate that they are International Associates of The American Institute of Architects, subject to applicable state laws, and may use the title International Associate AIA or Intl. Assoc. AIA, but not AIA International Associate nor the initials AIA alone, as a suffix to their names.

2.232 Pin and Symbol. Associates and International Associates in good standing may wear the silver AIA pin. Associates and International Associates shall not be permitted to use the gold AIA pin nor the AIA symbol.

2.233 Privileges. Associates and International Associates shall have the same rights and privileges as Architect members, except as noted below and in Sections 2.231 and 2.232 above:

a) Associates and International Associates together may not hold more than two seats or one-third of the total seats, whichever number is greater, on section, chapter, or state organization boards.

b) Associates and International Associates may not vote on dues for Architect members; provided, however, that nothing in these Bylaws shall restrict Associate Directors from voting on dues for Architect members when the Associate Directors are performing their duties as members of the Institute's Board of Directors or as delegates-at-large at annual or special meetings of the Institute, nor shall it restrict the Associate representative to the Executive Committee from voting on dues for Architect members while performing his/her duties as a member of the Executive Committee.

c) Associates and International Associates together may not constitute more than one-third of any component delegation to state, regional, and national AIA conventions.

d) Neither Associates nor International Associates shall be eligible to serve as a national officer, regional director, component officer, or on the National Ethics Council.

2.234 Advancement from Associate to Architect Membership. 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 MEMBERS EMERITUS

2.31 Eligibility.

2.311 Architect Members. Any Architect member may apply for Emeritus status who has been in good standing in the Institute for fifteen successive years immediately prior to his or her application, and either (i) has attained the age of 70 and is retired from the profession of architecture, or (ii) is so incapacitated as to be unable to work in the profession.

2.312 Associate Members. Any Associate member may apply for Emeritus status who has been in good standing in the Institute for fifteen successive years immediately prior to his or her application, and either (i) has attained the age of 70 and is retired from an occupation related to the profession of architecture, or (ii) is so incapacitated as to be unable to work in an occupation related to the profession of architecture.

2.313 Waiver by the Secretary. The Secretary, in exceptional circumstances and for adequate cause, may, on an individual basis, waive all or part of the period of good standing required for Emeritus status.

2.32 Rights and Privileges of Members Emeritus. All Architect or Associate member rights, interests, privileges, titles, liabilities and obligations shall remain unchanged upon advancement to Emeritus status, except that:

(a) Members Emeritus shall no longer be required to pay either regular or supplemental dues; and

(b) Architect Members Emeritus shall no longer be required to maintain the right under law to practice and use the title Architect.

2.321 Title. Architect members holding Emeritus status may use the title Member Emeritus written in full after the initials AIA, or after the initials FAIA if they have been granted Fellowship. Associate members holding Emeritus status may use the title Member Emeritus written in full after the title Associate AIA..

2.4 FELLOWS

2.41 Qualifications for Fellowship. Architect members who have been in good standing for at least ten years may be nominated for Fellowship. Architect members may be advanced to Fellowship under guidelines set by the Board if they have contributed notably to the advancement of the profession of architecture.

2.42 Authority of the Jury of Fellows. The Jury of Fellows has the authority and power to advance or deny advancement to Fellowship, except that an Architect member who wins the Gold Medal or the Edward C. Kemper Award of the Institute shall automatically be elevated to fellowship, without regard to the above qualifications.

2.43 Rights and Privileges of Fellows. Architect members advanced to Fellowship shall retain full Architect member interests, rights, privileges, obligations and liabilities in the Institute and in its component organizations.

2.431 Fellowship Title. Architect members in good standing who are Fellows may print or otherwise use in their practice and work, the title Fellow, The American Institute of Architects, and the initials FAIA, in addition to all other titles and initials which they are privileged to use as an Architect member.

2.432 Fellowship Pin. Architect members who are Fellows may wear the Fellowship lapel pin.

2.433 Fellowship Medal. Architect members who are Fellows may wear the Fellowship Medal as established by the Board.

2.5 HONORARY FELLOWSHIPS

2.51 Qualifications for Honorary Fellowships. An architect of esteemed character and distinguished achievements who is neither a U.S. citizen nor a resident of the United States and who does not primarily practice architecture within the domain of the Institute may be admitted to Honorary Fellowship.

2.52 Rights and Privileges of Honorary Fellows

2.521 Honorary Fellowship Title. An Honorary Fellow may use the title Honorary Fellow, The American Institute of Architects, or the abbreviation Hon. FAIA. Honorary Fellows may not use the initials AIA or FAIA alone.

2.522 Honorary Fellowship Pin and Symbol. An Honorary Fellow may wear the Fellowship lapel pin, but may not use the Institute symbol.

2.523 Honorary Fellowship Medal. An Honorary Fellow may wear the Honorary Fellowship Medal as established by the Board.

2.524 Honorary Fellowship Privileges. An Honorary Fellow may attend the annual conventions of the Institute and may speak and take part in the discussions there and at the meetings of its component organizations and the College of Fellows on all matters except those relating to the corporate affairs, but may not vote.

2.53 Nomination and Election of Honorary Fellows. Any member of the Institute may nominate qualified individuals for Honorary Fellowship. Individuals shall be elected to Honorary Fellowship in the manner determined by the Board in the Rules of the Board.

2.54 Termination of Honorary Fellows. The Board, by a two-thirds majority vote, may terminate the membership and withdraw the privileges of any Honorary Fellow, for any reason it may deem sufficient.

2.6 HONORARY MEMBERSHIPS

2.61 Qualifications for Honorary Membership. A person of esteemed character who is otherwise ineligible for membership in the Institute but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith, may be admitted to Honorary Membership.

2.62 Rights and Privileges of Honorary Members

2.621 Honorary Membership Title. An Honorary Member may use the title Honorary Member, The American Institute of Architects, or the abbreviation Hon. AIA, but may not use the initials AIA alone.

2.622 Honorary Membership Pin. Honorary Members may wear the gold AIA lapel pin.

2.623 Honorary Membership Privileges. An Honorary Member may attend the annual conventions of the Institute and may speak and take part in the discussions there and at the meetings of its component organizations on all matters except those relating to the corporate affairs, but may not vote.

2.63 Nomination and Election of Honorary Members

2.631 Authority to Nominate Honorary Members. Any member of the Board, a component, or Professional Interest Area may nominate persons for honorary membership.

2.632 Jury's Authority to Elect Honorary Members. The authority and power to elect or deny election to any properly nominated candidate for honorary membership is delegated to the Jury of Honorary Members.

2.633 Appointment of Honorary Members. The Executive Committee may confer Honorary Membership and a medal or other appropriate insignia on the Presidents of national and international professional architectural associations or organizations pursuant to procedures set forth in the Rules of the Board. This appointment authority is separate from the authority of the Jury for Honorary Members and is not limited by any nominee's eligibility for membership in another class of Institute membership.

2.64 Termination of Honorary Memberships. The Board may terminate the membership and withdraw the privileges of any Honorary Member, for any reason it may deem sufficient.

2.7 ALLIED MEMBERS

2.71 Eligibility for Allied Membership. Individuals who are not otherwise eligible for membership in the Institute and who meet either of the following requirements shall be eligible for Allied membership in the Institute:

a) Individual Members: Those with established professional reputations who are registered to practice their professions where such requirements exist, or persons who are employed outside of architectural practice but are involved in positions allied to the field of architecture. Individual Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture.

b) Organizational Representatives: Those who are employed by firms in the construction industry engaged in research, design, development, testing, manufacture, distribution, or training for building and construction products or systems.

2.72 Membership in the American Architectural Foundation. Allied members of the Institute shall also be members of the American Architectural Foundation as provided in its bylaws and rules.

2.73 Rights and Privileges of Allied Members. Allied members may serve in any capacity on Institute committees, attend meetings and conventions, and participate in the scheduled activities and programs of the Institute. They may not vote (except on committees) or be appointed or elected as an officer, director, or delegate or serve in any other policy-setting position. Allied Individual Members may not print or permit to be printed or in any way use the name, initials, emblem, seal, symbol, or insignia of the Institute or any component. Firms

that employ Allied Organizational Representatives in good standing may say that they are an Allied Organization of The American Institute of Architects as long as the use of this phrase may not be construed as Institute endorsement, sponsorship or approval of any construction material, product, or service. Except as stated above, neither Allied Organizations nor their representatives may print or permit to be printed or in any way use the name, initials, emblem, seal, symbol, or insignia of the Institute or any component.

2.731 Dues for Allied Members. The Board of Directors shall annually determine the dues payable by Allied members.

CHAPTER 3

DUES, FEES AND ASSESSMENTS

3.0 RIGHT TO LEVY DUES, FEES AND ASSESSMENTS

3.01 Dues. The delegates at any duly called meeting of the Institute may establish and fix annual dues. A two-thirds majority shall be necessary to remit or reduce dues for any class of member for any year. The Board may adjust dues within the limits set forth below in Section 3.16.

3.02 Assessments. A two-thirds majority of the delegates at a convention shall be necessary for approval to levy assessments or for delegation of this authority to the Board. The delegated authority may be for specific purposes, or for a special period of time, and with such limitations as the delegates may choose to impose. Assessments may be levied or authorized only for special or unusual expenses.

3.03 Fees for Application and Readmission. The Board may set application and readmission fees, and may adjust them to reflect reasonable increases in administrative costs, but not as dues enhancement.

3.1 DUES

3.11 Period and Due Date of Dues. Dues shall cover a calendar year and, except as otherwise provided in these Bylaws, shall be due and payable in full on or before January 15 of each year.

3.12 Hardship Dues Reduction by the Component. The component, in exceptional circumstances and after consultation with the Institute Secretary and other assigned components, may waive all or any part of the dues or fees in equal proportions across all components owed by a member at any level of membership in the AIA.

3.13 Regular Dues.

3.131 Obligation to Pay. Except as otherwise provided in these Bylaws, every member, including Fellows, shall pay regular annual dues to the Institute.

3.132 Dues Amount. The regular dues shall be an amount determined in accordance with these Bylaws.

3.133 Dues Incentive Programs. The Board may provide in the Rules of the Board for dues incentive programs that reduce dues for new members and those advancing to Architect membership.

3.134 Dues Payment Programs. Notwithstanding any other provisions of these Bylaws, the Board may provide in the Rules of the Board for programs under which new or renewing members may pay their regular annual dues to the Institute in one or more installments over a period of time during the year in which the dues are due and payable.

Any such program may provide for service and interest charges, and include such other terms and conditions, as the Board may find appropriate.

3.135 Dues Upon Readmission. The Board may provide in the Rules of the Board for the dues amount, not to exceed regular dues for the current year, to be paid by former members readmitted to membership.

3.136 Fees and Dues for Members Emeritus. Members Emeritus who wish to continue to receive limited distribution of Institute mailings and publications shall pay to the Institute an annual or a single, lifetime amount, determined by the Board, to help defray the cost of such mailings. Members Emeritus who do not wish to receive Institute mailings and publications need not pay this fee nor dues and will automatically be removed from the mailing list.

3.137 Fees and Dues for Honorary Members and Honorary Fellows. An individual admitted to honorary membership or honorary Fellowship shall not pay any admission fee nor annual dues to the Institute.

3.14 Component Dues. Every assigned member shall, as a condition of membership in the Institute, pay the fixed annual dues of the assigned component. A member who transfers from one assigned component to another is not required to pay dues twice in the same year.

3.15 Adjustments in Annual Dues

3.151 Expenditure Budgets. The Board may adjust dues to provide for a dues income equal to the dues actually collected September 1, 1973-August 31, 1974, plus an increase or decrease computed thereon based upon the Consumer Price Index (July 1-June 30 base), not to exceed an aggregate of 10% per year; and an additional increase/decrease based upon actual, plus the projected, increase/decrease in dues receipts resulting from changes in membership.

3.16 Dues Default.

3.161 Regular Dues Default. Every member who has not paid full regular dues owed for the calendar year shall be in default, provided, however, that no member shall be considered as in default so long he or she is current in his or her dues payments made in accordance with any programs approved by the Board in accordance with Section 3.134 of these Bylaws.

3.162 Component Dues Default. An assigned member failing to pay the dues owed to an assigned component shall be in default.

3.17 Default on Other Institute Obligations. Any member who has failed to pay any obligations to the Institute other than dues shall be in default.

CHAPTER 4

COMPONENTS AND REGIONS

4.0 ORGANIZATION AND DISSOLUTION OF COMPONENTS

4.01 Definition. Chapters, State Organizations and Sections chartered by the Institute in the United States or in other countries are referred to in these Bylaws as components. When the word state is used as a noun in these Bylaws, it shall mean any state, commonwealth, the District of Columbia or any territory or possession of the United States or any similar political subdivision of another country.

4.02 Names of Components. Each component shall adopt a name which shall include the phrase The American Institute of Architects either as a prefix or suffix. The name shall be subject to approval of the Institute.

4.03 Purposes of Components. Components shall be nonprofit organizations, the objects and purposes of which shall be substantially the same as those of the Institute.

4.04 Domain. The jurisdiction of each component shall be confined to the territory assigned to it by the Institute. The Institute shall refer state matters to state organizations and local matters to chapters.

4.05 Authority and Duties of Components.

4.051 Representation of Component Members. Within the territory assigned to it, each component shall represent and act for its assigned membership under a charter issued to it by the Institute.

4.052 Non-Conformity With Institute Policy. No act of a component shall directly or indirectly nullify or contravene any act or policy of the Institute.

4.053 Establishing Membership Qualifications. Components shall not establish qualifications for membership that vary from the Institute's.

4.054 Establishing Categories of Membership. No component shall establish or maintain categories of membership other than as set forth in these Bylaws (Chapters 2 and 4).

4.055 Limiting Membership Rights. No component shall limit the rights or privileges of any category of membership as set forth in these Bylaws. Components shall permit assigned members to participate in the affairs of the component to the fullest extent permitted in these Bylaws. Persons in other authorized categories of membership may participate in the affairs of the component except as may be prohibited in these Bylaws.

4.06 Bylaws of Components. Every component shall adopt bylaws consistent with these Bylaws and of their general form and order, and every such bylaw and every amendment thereto must be submitted to the Secretary for approval before the bylaw or amendment becomes effective. Every component shall amend its bylaws to conform to the Bylaws of the Institute as soon as it can properly do so after these Bylaws or any amendments become effective.

4.07 Delinquent Components.

> 4.071 Component Reorganization. Should the executive committee of any component fail to hold an annual election of officers, or otherwise grossly neglect its prescribed functions, the Secretary of the Institute may, after calling the attention of the executive committee to the delinquency, notify each member of the component and invite a reorganization of the component.
>
> 4.072 Dissolution of Component. The Institute may withdraw or suspend any charter it has issued to a component, whereupon the organization shall cease to be a component of the Institute, but such withdrawal shall not be made until and unless the component has been offered an opportunity to be heard in the matter.

4.08 Property Interests of Components. A component shall not have any title to, nor 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, nor interest in, the property of any component unless the Board and the component agree otherwise in writing, and the Institute shall not be liable for any debt or other obligation of any component. The Institute and a component are not agents for each other unless they so agree in writing.

4.09 Centralized Membership Database and Dues Collection. All components shall participate with the Institute in a centralized membership database and dues collection system that shall provide for 1) collection of all component and national dues, and 2) unified membership record keeping. The requirements of the system shall be determined by the Institute, in accordance with procedures stated in the Rules of the Board, and shall include the following:

> a) Each participant shall establish the annual amount of its regular dues, supplemental dues (if charged), and assessments, subject to uniform policies on incentive programs and dues structures.
>
> b) Funds collected through the system shall be promptly available to the participant to which the funds are due.

4.010 Residency Requirements for Component Officers. Nothing in these Bylaws shall be construed as prohibiting a component from adopting or amending provisions in its bylaws that would require a component officer to reside or maintain his/her principal place of business within the geographic territory assigned to the component by the Institute during the period he/she serves as a component officer.

4.1 CHAPTERS

4.11 Number of Chapters. The Institute shall charter one or more chapters in each state in the United States and may charter chapters in other countries.

4.12 Chapter Domain. The Institute shall establish the territory of each chapter so that the interests and objects of the Institute will best be served and the influence of the profession in the local areas of the state will be most effective.

4.13 Authority and Duties of Chapters. Each chapter:

a) shall cooperate with its state and regional organizations to further the interests of the members, and by agreement with these organizations, may represent and act for them within the chapter's domain.

b) may establish allied member, student affiliate, and honorary affiliate membership categories, under conditions set forth in the bylaws of the chapter.

c) may levy and collect annual dues from its members, except Members Emeritus and Honorary Affiliates.

d) may levy and collect admission fees for admission of allied members and student affiliates.

e) shall meet the Performance Criteria for the AIA.

4.14 Chapter Composition. Each chapter shall be composed of the Architect and Associate members of the Institute assigned to it, including those on nonresident status, and may include allied and affiliate members.

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

4.142 Qualifications of Student Affiliates. Student affiliates shall be undergraduate or post-graduate students of architectural schools, or secondary school students, within the territory of the chapter or state organization.

4.143 Privileges of Allied and Affiliate Members. Allied members may serve on chapter committees in any capacity and may vote on committees; Affiliate members may serve on committees but may not vote or serve as chair. Neither Allied nor Affiliate members may hold chapter office, print or permit to be printed or in any way use the name, title, initials, emblem, seal, symbol or insignia of any chapter or of the Institute.

4.15 Action on Admission. Upon notification of an applicant's admission to the Institute, the assigned component(s) shall enroll the member without requiring payment of any further admission fee, and shall publicly announce such membership.

4.16 Nonresident Status. A chapter may provide for nonresident status for members who choose to be assigned to the chapter even though they do not reside or have their principal place of business in the chapter or in the territory of another component. Assigned members with nonresident status have the same rights and privileges as those with resident status, except that the chapter may lower dues and/or assessments for nonresidents.

4.2 SECTIONS

4.21 Formation of Sections. A chapter may form one or more sections within its territory under guidelines set by the Board.

4.22 Authority and Duties of Sections. Membership in a section is voluntary and shall not be assigned by the Institute or the chapter, except that sections of statewide chapters may request, by two-thirds majority vote of the section board, that all assigned members of the chapter whose residence or principal place of business is within the territory of the section be required to join the section and pay dues. Upon approval of the request by two-thirds majority vote of the board of the parent chapter, the Institute will assign membership in the section. Members assigned to sections are subject to termination of membership in the Institute for default in payment of section dues as provided in these Bylaws. Sections with required membership have the authority and duties of chapters stated in section 4.1 of the Bylaws, including the obligation to meet the Performance Criteria for the AIA.

4.3 STATE ORGANIZATIONS.

4.31 Number of State Organizations. The Institute may charter a state organization in each state. If there is only one chapter in a state, it shall also function as the state organization.

4.32 Authority and Duties of State Organizations. Each state organization shall represent and act for its assigned membership and the chapters within the state on state matters. State organizations may fix and collect annual dues from the chapters, or from the individuals assigned to chapters, within the state and from allied and affiliate members of the state organization. No admission fees may be levied.

4.33 Chapters of State Organizations. The chapters of the Institute within the state shall be the chapters of the state organization on local matters.

4.331 Chapters Functioning as State Organizations. When only one chapter is chartered within a state, its functions and duties shall include those of both the chapter and state organization. Chapters functioning as state organizations shall be governed by the provisions for chapters where there is a conflict with the provisions for state organizations.

4.34 Membership of State Organizations.

4.341 Assigned Architect and Associate Members. Every Architect and Associate member of the Institute assigned to a chapter within a state shall automatically be enrolled in that state organization, or be represented therein, as provided in the state organization's bylaws.

4.342 Allied and Affiliate Members. State organizations, if so provided in their bylaws, may also include in their membership allied members and student affiliates of their component chapters. A state organization may admit allied and student affiliate members who are not members of the chapter where they work or reside if the chapter consents or if the chapter has no allied or student affiliate membership category.

4.4 REGIONS

The Board shall divide the domain of the Institute into geographic regions. This Section 4.4 and its subdivisions shall apply to all regions except the International Region, which shall be subject to the provisions of Section 4.5.

4.41 Purposes of Regions. The purpose of regions shall be to provide for the election of Regional Directors to the Board and to facilitate communication between the Board of Directors and components, thereby forwarding the objectives of the Institute, unifying its efforts, and improving administration of its affairs in the various parts of its domain.

4.411 Election of Directors. Each region, or state organization functioning as a region, shall specify in its bylaws the method by which its Regional Director(s) shall be elected and may be removed.

4.42 Number of Regions. The Board shall establish not fewer than thirteen regions.

4.43 Domain. Each region shall comprise the territory of one or more states. The Board shall fix the territory and boundaries of each region, and may change the same from time to time as it deems in the best interests of the Institute, but no state shall be divided for inclusion in more than one region.

4.44 Number of Members Required Within a Region. A minimum of 1.75% of the assigned membership of components within the United States and its commonwealths, territories and possessions (including the District of Columbia, Puerto Rico, Guam and the U.S. Virgin Islands), as determined by the membership count, Section 6.012, shall be required for the formation or continued existence of a region other than the International Region.

4.441 Restructuring a Region. Should a region fail to meet the qualifications of Section 4.44, the Board shall restructure the territory assigned to that region, reassigning the territory to other existing or new regions.

4.45 Regional Governance. In single-state regions, the state organization shall function as the regional governing organization. In multiple-state regions, the components within the region shall adopt regional bylaws which shall set forth how the region shall be organized and

governed. The bylaws shall ensure that all members within the region are fairly represented. All such bylaws, and any amendments thereto, must be consistent with these Bylaws and of their general form and order, and must be submitted to the Secretary for approval before becoming effective. Every region shall amend its bylaws to conform to the Bylaws of the Institute as soon as it can properly do so after these Bylaws or any amendments become effective.

4.46 Powers and Limitations of Regions.

4.461 Relation to the Institute. The governing bodies of regions shall be nonprofit organizations whose names and bylaws shall be subject to the approval of the Secretary. Within the territory assigned to it, a region may represent and act for the membership assigned to the components in the region, but shall not undertake activities that are properly the function of existing components.

4.462 Non-Conformity with Institute Policy. No act of a region shall directly or indirectly nullify or contravene any act or policy of the Institute.

4.463 Dues and Assessments. Regional organizations may fix and collect annual dues or assessments from the components or members within the region as set forth in the region's bylaws. No admission fees may be levied.

4.5 INTERNATIONAL REGION

The Board shall establish an International Region which shall include all geographic areas outside the United States and its commonwealths, territories, and possessions.

4.51 Purpose of International Region. The purpose of the International Region shall be to facilitate communication between the Board of Directors and components and unassigned members outside the United States, thereby forwarding the objectives of the Institute, unifying its efforts, and improving administration of its affairs.

4.52 Domain. The International Region shall encompass all geographic areas outside the United States. For purposes of this Section 4.5, the United States shall include the 50 states, the District of Columbia, and all U.S. commonwealths, territories, and possessions (including Puerto Rico, Guam, and the U.S. Virgin Islands).

4.53 Governance. The Board shall establish a process under which the International Region shall adopt regional bylaws which shall set forth how the region shall be organized and governed. The bylaws shall ensure that all members of components and unassigned members within the region are fairly represented. All such bylaws, and any amendments thereto, must be consistent with these Bylaws and of their general form and order, and must be submitted to the Secretary for approval before becoming effective. The International Region shall amend its bylaws to conform to the Bylaws of the Institute as soon as it can properly do so after these Bylaws or any amendments become effective.

4.54 Powers and Limitations of International Region.

4.541 Relation to the Institute. The governing body shall be a nonprofit organization whose name and bylaws shall be subject to the approval of the Secretary. Within the territory assigned to it, the region may represent and act for the membership assigned to the components in the region as well as unassigned members residing or working within the region, but shall not undertake activities that are properly the function of existing components.

4.542 Non-Conformity with Institute Policy. No act of the region shall directly or indirectly nullify or contravene any act or policy of the Institute.

4.543 Dues and Assessments. The regional organization may fix and collect annual dues or assessments from the components or members within the region as set forth in the region's bylaws. No admission fees may be levied.

CHAPTER 5

MEMBERSHIP MEETINGS

5.0 MEETINGS OF THE INSTITUTE

In these Bylaws, a meeting of the Institute shall refer to a corporate meeting of the membership.

5.01 Annual Meeting of the Institute.

5.011 Annual Convention. There shall be an annual meeting of the Institute, also called the annual convention.

5.012 Time and Place of Annual Meeting. The annual meeting shall be held at a time and place determined by the Board.

5.02 Special Institute Meetings.

5.021 Power to Call Special Meetings. A special meeting of the Institute shall be held if a call for it, stating its purpose, has been voted at a meeting of the Institute or by the concurring vote of ten or more members of the Board or by resolution duly adopted by not less than 25% of the assigned members in each of six chapters, each of which shall be in a different region.

5.022 Business at Special Meetings. No business other than that specified in the call shall be transacted at a special meeting.

5.1 NOTICE OF MEETINGS

At least thirty days before any meeting of the Institute, the Secretary shall have notice of the meeting publicized to every assigned member and to every Institute component organization. The notice shall state the time and place at which the meeting will be held and the business to be transacted. No failure in, or irregularity of, notice of an annual meeting shall invalidate either the meeting or actions taken at the meeting or as a result of the meeting.

5.2 VOTING AT CONVENTION

5.21 Delegates. Duly accredited representatives of the membership at meetings of the Institute shall be classified as delegates-at-large, member delegates, and state delegates.

5.211 Delegates-at-Large. The delegates-at-large shall be the members of the Board and the past presidents of the Institute who are present at the meeting.

5.212 State Delegates. Each state organization chartered by the Institute, including state-wide chapters functioning as state organizations, may be represented at a meeting of the Institute by one state delegate, who shall be an Architect member.

5.213 Member Delegates. The assigned members of each chapter shall select the chapter's representatives to serve as member delegates in the manner prescribed in the chapter's bylaws.

5.22 Number of Member Delegates.

5.221 Date of Member Count for Apportioning Member Delegates. The number of member delegates from each chapter that may be accredited to a meeting of the Institute shall be determined from the Institute records sixty days prior to the date of the meeting.

5.222 Delegate Apportionment. The Secretary shall insure apportionment of the member delegates based upon the number of assigned members in good standing in each chapter. The number of member delegates entitled to be accredited to represent the chapter shall be as follows:

1 to 6 assigned members, 1 delegate;
7 to 21 assigned members, 2 delegates;
22 to 36 assigned members, 3 delegates;
37 to 51 assigned members, 4 delegates;

and so forth, with one additional delegate for each additional fifteen assigned members.

5.23 Authority and Powers of Delegates. All rights, powers, and privileges of an annual convention and of a special meeting granted under the laws of the State of New York shall be vested in, and may be exercised by, the delegates.

5.231 Limitations of Delegates. Delegates-at-large may not give, or act as, a proxy and may not cast more than one vote on any question or division.

5.24 Accreditation of Delegates. The president or the secretary of each chapter shall certify the selection and identity of the member delegates from the chapter and present to each one a credential card furnished by the Institute. At the meeting, the Credentials Committee shall accredit all delegates entitled to represent the Institute membership.

5.241 Representation by Part of Delegation. If not all of the representatives selected by a chapter to be member delegates are accredited to the meeting of the Institute, then those who are accredited shall be entitled to cast, in equal portions, the total number of votes to which the chapter is entitled.

5.25 Representation by Proxy.

5.251 Proxy for Absent Delegation. If none of the representatives selected by a component to be member delegates can attend the meeting, then the chapter president or the president's designate may distribute the chapter's votes via written proxy to a member delegate or state delegate from another chapter in the same state or in the same region, in that order of priority. The delegate selected to represent the component shall cast the component's total number of votes as instructed in the proxy. A delegate may represent only one component in addition to his or her own; provided, however, that: (a) a state delegate may represent by proxy more than one of the chapters in his/her state at the

meeting of the Institute, and (b) the president of a state component may designate a member delegate from his/her state to represent by proxy more than one chapter in that state.

5.252 Apportionment of Chapter Votes During Roll Call. The votes allocated to a chapter shall be cast in equal portions by those delegates of the chapter present during a roll call vote, eliminating fractional votes.

5.26 Quorum at an Institute Meeting. A quorum for a meeting of the Institute shall be one hundred member delegates.

5.27 Voting Methods at Meetings of the Institute. Electronic voting shall be the exclusive method of voting at a meeting of the Institute, subject to the following exceptions:

a. Other methods of voting may be used at a meeting of the Institute if they are approved for the meeting by a majority vote taken in accordance with Section 5.28 of these Bylaws, or if the electronic voting system experiences a substantial failure at that meeting. The other methods of voting that may be used are:

    - voice vote;
    - roll call (conducted manually or by any other method approved by the Board of Directors), or
    - secret ballot, if required by these Bylaws.

b. Resolutions of appreciation shall not require an electronic vote, but may be conducted by voice vote.

5.28 Minimum Number of Votes Required for Action. Unless these Bylaws require otherwise, any action or decision of a meeting of the Institute shall require approval by a majority vote.

5.29 Recording of Votes.

5.291 Voice Votes. On all voice votes each delegate voting shall be presumed to cast one vote.

5.292 Proxy Votes at Convention. On voice votes, proxy votes shall be presumed included in each delegate's single vote. On every roll call vote or secret ballot, delegates holding proxies shall record separate votes for their assigned chapter and the proxy chapter.

5.3 CREDENTIALS COMMITTEE

At a Board meeting held prior to the meeting of the Institute, the Board shall elect three Architect members to act as the Credentials Committee of the meeting. The term of office of every member of the Credentials Committee shall expire when the report of the committee has been accepted by the meeting.

5.4 NON-DELEGATES AT MEETINGS

Members who are not delegates, and Allied and Affiliate members of chapter and state organizations, may attend any meeting of the Institute and may speak at the invitation of the presiding officer.

CHAPTER 6

DIRECTORS AND OFFICERS

6.0 DIRECTORS

6.01 Regional Directors. The membership within each region except the International Region shall be represented on the Board by one or more Regional Directors, who must be Architect members of the Institute. Nothing in these Bylaws, however, shall be construed as prohibiting a region from adopting or amending provisions in its bylaws that would require a Regional Director to reside or maintain his/her principal place of business in the region he/she represents.

6.011 Terms of Office of Regional Directors. Directors shall take office upon the adjournment of the annual meeting of the Board following their election. Their terms of office shall be for three years, and (unless otherwise prohibited or restricted by the bylaws of the region from which they are selected) Directors may serve more than one term. When one additional Director has been apportioned to a region and no new Director has been selected, a Director from that region whose term is expiring at the same time the new Director would be taking office may serve one additional year.

6.012 Number of Regional Directors. The number of Directors for each region except the International Region shall be determined from the Secretary's annual count of assigned Architect and Associate members in good standing according to the following percentages of the assigned membership of components within the United States:

1.75% to 4% = 1 director
more than 4%, up to and including 8% = 2 directors
more than 8%, up to and including 12% = 3 directors
more than 12%, up to and including 16% = 4 directors
more than 16%, up to and including 20% = 5 directors

with one additional director for each 4% increment of the membership or fraction thereof above 20%. Neither members assigned to components outside the United States nor unassigned members shall be included in the annual count. (For purposes of this Section 6.012, the United States shall include the 50 states, the District of Columbia, and all U.S. commonwealths, territories and possessions (including Puerto Rico, Guam and the U.S. Virgin Islands).)

6.013 Reapportionment of Regional Representation. The Board shall adjust the number of Directors from each region whenever the application of the formula requires such adjustment.

6.02 Associate Director. The Associate members of the Institute shall be represented on the Board by two Directors selected from the Associate member category in the manner prescribed in the Rules of the Board. Each Associate Director shall serve a term of two years in that position, and the terms of the Associate Directors shall be staggered.

6.03 Student Director. The American Institute of Architecture Students shall have a representative on the Board of Directors. The Student Director shall be the person who holds

the office of the President of the American Institute of Architecture Students at the adjournment of the annual meeting of the Board and shall serve as Student Director until the adjournment of the next annual meeting of the Board.

6.04 CACE Director. The President and the immediate past President of the Council of Architectural Component Executives shall be Directors.

6.05 Public Directors. There shall be two Public Directors. Each Public Director shall be a non-architect who is not in any membership category (except Honorary Membership) nor employed by the Institute or a component.

6.051 Power to Elect Public Directors. The Board has the power to elect the Public Directors.

6.052 Public Directors' Term of Office. The Public Directors shall each serve a three-year term and shall not be eligible for re-election.

6.053 Nomination of Public Directors. Any member of the Board may make nominations for the office of Public Director. Nominations shall be made at the convention Board meeting each year for one position of Public Director.

6.054 Election of Public Director. The Public Director shall be elected by a majority of the Board at the Board meeting following the convention.

6.06 International Director. Members of the Institute outside the United States shall be represented on the Board by a Director who is assigned to a chapter within the International Region or who is not assigned to any chapter and resides or works outside the United States. This Director shall be selected in a manner prescribed by the International Region's bylaws. (For the purposes of this section, the United States shall include the 50 states, the District of Columbia, and all U.S. commonwealths, territories, and possessions (including Puerto Rico, Guam, and the U.S. Virgin Islands).)

6.07 Removal of Directors. Any Director may be removed for or without cause by affirmative vote of those entitled to elect the Director to office.

6.1 ELECTED OFFICERS

The elected officers shall be the President, the First Vice President/President-elect, four Vice Presidents, the Secretary, and the Treasurer. The elected officers must be Architect members of the Institute.

6.11 Nomination of Officers. Candidates for election as officers may be nominated by petition, by member delegates or qualified state delegates from the floor at the meeting, or by a nominating committee as prescribed in the Rules of the Board.

6.12 Election of Officers. All elected officers of the Institute shall be elected by secret ballot at the annual convention, unless a special meeting is called for that purpose. The President, however, is not elected directly, but assumes office by automatic succession from the office of First Vice President/President-elect. The delegates shall elect the President only when an Acting President is serving under the provisions of Section 6.161 of these Bylaws, or when the

First Vice President is unable or unwilling to assume the office of President or is serving under the provisions of Section 6.162.

6.121 Votes Required to Elect Officers. Nominees for First Vice President, Secretary, and Treasurer must receive a majority of the votes cast in order to be elected to office. Therefore, if more than two candidates are nominated for these offices, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board. Subject to the transition provisions contained in Section 6.1341, the two nominees for Vice President who receive the highest number of votes cast on a single ballot at any given annual convention or special meeting called for the purpose of electing officers shall be elected to that office.

6.122 Announcement of Election. The President shall declare the results of the balloting to the convention or meeting.

6.13 Terms of Office of Elected Officers.

6.131 Elected Officers - General Practices. Elected officers shall take office upon adjournment of the annual meeting of the Board of Directors following their election, except that those who are appointed by the Board to fill a vacancy shall take office immediately. No person may serve more than a total of four consecutive years in any combination of the offices of Secretary, Treasurer, and Vice President.

6.132 President's Term of Office. The term of office for President shall be one year. The President may serve only one term.

6.133 First Vice President's Term of Office. The term of office for First Vice President/ President-elect shall be one year. The First Vice President/President elect may serve only one term in that office, succeeding automatically to the office of President.

6.134 Vice Presidents' Term of Office. The term of office for Vice President is two years. Vice Presidents shall serve staggered terms, with two Vice Presidents elected in even-numbered years, and two Vice Presidents elected in odd-numbered years. A Vice President may serve no more than two terms.

6.1341 Transition Provisions. The provisions of Section 6.134 governing the election of Vice Presidents for two-year terms of office shall take effect initially during the Institute's annual meeting in 2005. During such meeting, the two candidates for Vice President receiving the greatest numbers of votes shall be elected for two-year terms of office, and the two candidates receiving the next greatest numbers of votes shall be elected for one-year terms. Thereafter, all Vice Presidents shall be elected for terms of two years.

6.135 Secretary's Term of Office. The term of office for Secretary shall be two years, and shall expire in even-numbered years. The Secretary may not serve more than two terms.

6.136 Treasurer's Term of Office. The term of office for Treasurer shall be two years, which shall expire in odd-numbered years. The Treasurer may not serve more than two terms.

6.14 Roles of Elected Officers.

6.141 Role of the President. The President shall perform all the duties incident to the office, those required to be performed by law and these Bylaws, and those properly delegated to the office by the Board.

6.142 Role of the First Vice President/President-Elect. The First Vice President shall assume all the powers and the duties of the President in the absence, or the disability, refusal or failure of the President to act, and shall perform other duties properly assigned by the Board or the President.

6.143 The Role of the Vice Presidents. The Vice Presidents shall perform duties properly assigned by the Board or the President.

6.144 Role of the Secretary. The Secretary shall act as the secretary of each meeting of the Institute, of the Board, and of the Executive Committee. The Secretary shall perform the duties required to be performed by law and these Bylaws, and other duties properly assigned by the Board or the President.

6.145 Role of the Treasurer. The Treasurer shall exercise general oversight of the Institute's financial affairs and shall perform all the duties incident to the office of Treasurer and other duties properly assigned by the Board or the President.

6.15 Delegation of Duties of Officers. The Secretary and the Treasurer may delegate to the Executive Vice President who may further delegate to other executive officers the actual performance of such of their duties as the Executive Vice President agrees to perform; provided, however, that the Secretary and Treasurer shall not delegate the signing of any minutes or official reports required by these Bylaws, the Rules of the Board, or applicable law.

6.16 Succession of Officers.

6.161 Succession to the Office of President. The First Vice President shall succeed to the office of President upon the expiration of the President's term, or if the office of President becomes vacant, in which case the First Vice President/President-elect shall become President and shall complete the unexpired term and continue to serve as President the following year. If both the offices of President and of First Vice President/President-elect become vacant, the Board shall appoint, from the officers serving or elected to serve at the time the vacancy occurs, an Acting President to serve until the next annual meeting of the Institute, at which time the delegates shall directly elect the President.

6.162 Succession to the Office of First Vice President. The Vice Presidents, in descending order first by seniority and then by the number of votes received at their election, shall succeed to the office of First Vice President if there is a vacancy in that office. None of the Vice Presidents, however, shall become President-elect by succeeding to the office of First Vice President under this provision.

6.163 Succession to Other Offices. Under procedures set forth in the Rules of the Board, the Board may appoint a successor to complete an unexpired term in the office of Vice

President, Secretary, or Treasurer in the event one or more of those offices becomes vacant. A Vice President appointed under this provision shall not be eligible to become First Vice President under the provisions of section 6.162. In the event that a Vice President, Secretary or Treasurer temporarily refuses, fails, or is unable to act, then the Board or the Executive Committee may appoint a director or officer of the Institute to temporarily perform the duties of the office.

6.17 Removal of Elected Officers.

6.171 Removal of Officers by Delegates. Any or all of the elected officers may be removed for or without cause at any meeting of the Institute by majority vote of the delegates entitled to vote.

6.172 Board Suspension of an Officer's Authority. The authority of an officer to act may be suspended by the Board for cause, but such action shall not be taken if more than one Board member votes against it. Voting shall be by secret ballot and any such officer shall have the opportunity to address the Board prior to the vote, but the Board's action shall be final.

6.2 EXECUTIVE OFFICERS

6.21 Executive Vice President/Chief Executive Officer. The Board shall appoint an Executive Vice President, who shall be the chief executive and administrative officer of the Institute, and an ex-officio member of the Board and the Executive Committee, without vote.

6.22 Duties. The Executive Vice President shall be responsible for the management and administration of the affairs of the Institute and shall perform such other duties as may be properly assigned by the Board.

6.23 Other Executive Officers. The Executive Vice President may appoint executive officers to assist in the management of the Institute's affairs, and shall define their duties.

6.3 INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

To the full extent permitted by law, the Institute shall indemnify directors, officers, employees, and committee members against reasonable expenses incurred in connection with an action, suit, or proceeding, as follows:

6.31 Suits, Actions and Proceedings Indemnified. Indemnification under this section shall be available with respect to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative.

6.32 Persons Indemnified. Indemnification shall be available to any person who is or was a party or threatened to be made a party to any such action, suit, or proceeding by reason of the fact that he or she is or was a director, officer, employee, or committee member of the Institute.

6.33 Amount Indemnified. Indemnification shall extend to all sums paid by the person in the way of judgments, fines, amounts paid in settlement, and reasonable expenses (including counsel fees) actually and necessarily incurred in connection with the action, suit, or proceeding.

6.34 Advancement of Funds. The Institute shall advance to such person all sums found by the Board to be necessary and appropriate to enable the person to conduct his or her defense or appeal in the action, suit, or proceeding.

6.35 Authority to Approve Funds. No money shall be paid by the Institute under this section except upon the affirmative vote of a majority of the Board while a quorum of directors are present who are not parties or threatened to be made parties to the action, suit, or proceeding.

6.4 THE BOARD OF DIRECTORS

6.41 Composition of the Board of Directors. The directors and the elected officers, together with the Executive Vice President/CEO, shall constitute the Board of Directors of the Institute, herein called the Board.

6.42 Meetings of the Board.

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

6.422 Quorum at Board Meetings. A majority of the entire voting membership of the Board shall constitute a quorum for the transaction of business, provided that not less than one-half of the total number of directors elected from regions shall be present. In the absence of a quorum, those directors and officers present may adjourn the meeting to another time and place.

6.423 Annual Meeting of the Board. The annual meeting of the Board shall take place in November or December of each year.

6.43 Powers and Duties of the Board. The general management of the affairs of the Institute shall be vested in the Board of Directors, which shall have control of the Institute's property, fix its policies, authorize expenditures, and take all necessary and proper steps to carry out the purposes of the Institute and promote its best interest.

6.431 Delegations by the Board. The Board may authorize others than the Board to perform certain duties of the Board under these Bylaws and the Rules of the Board. The Board may at any time take over the performance of any or all of these duties unless explicitly provided otherwise in these Bylaws. Only those to whom authority is delegated by the Board may perform duties of the Board, and each duty so performed shall be done under the general directions and instructions of the Board, which shall be responsible therefor.

6.432 Specific Duties of the Board. The Board, subject in each instance to the conditions fixed in these Bylaws and in the Rules of the Board, shall perform the following specific duties:

a) It shall establish and adopt rules and regulations from time to time to supplement the provisions of these Bylaws.

b) It shall approve all major contractual agreements before the Institute shall enter into them; provided, however, that such approval may be delegated in specific cases to the Executive Committee or to the Executive Vice President.

c) It shall appoint a successor if a vacancy occurs in the office of Vice President, Treasurer, or Secretary, and may not delegate this authority.

6.44 Board Actions.

6.441 Board Majority Vote. Every decision of the Board shall be by a majority vote unless otherwise required by law, the Rules of the Board, or these Bylaws. Upon request, the vote of a member of the Board shall be entered in the minutes.

6.442 Board Actions Requiring a Two-Thirds Vote. Unless the provisions of the laws of the state of New York require otherwise, an affirmative vote of not less than two-thirds of the total membership of the Board shall be required:

a) to adopt, amend, suspend or rescind rules or regulations supplementing these Bylaws;

b) to suspend or withdraw the charter of a chapter or state organization;

c) to form an affiliation;

d) to fix admission fees and annual dues;

e) to change the provisions of the Code of Ethics and Professional Conduct;

f) to purchase, sell, lease or pledge any real property or to recommend the purchase, sale, lease or pledge thereof,

g) or act on any matter for which a two-thirds vote is required by these Bylaws.

The Board may, by a two-thirds vote, delegate any of the foregoing decisions to the Executive Committee.

6.443 Board Roll Call Vote. The vote of the Board shall be taken by roll call on demand of any member of the Board or when required by these Bylaws.

6.5 THE EXECUTIVE COMMITTEE OF THE BOARD

There shall be an Executive Committee of the Board composed of the elected officers of the Institute and the Executive Vice President/CEO. In addition, the more senior Associate Director shall be a voting member of the Executive Committee, and shall serve a term of one year in that position. The immediate past President of the Council of Architectural Component Executives shall also be included as a voting member of the Executive Committee. If that individual is unable or unwilling to serve, the Council shall be represented by such other individual as the Council's Executive Committee shall designate.

6.51 Meetings of the Executive Committee. A meeting of the Executive Committee shall be held as directed by the Board, or when called by the chair of the committee; or when requested in writing by three members of the committee.

6.511 Quorum at an Executive Committee Meeting. A quorum of two-thirds of its voting members shall be necessary to transact any business at a meeting of the Executive Committee.

6.512 Meeting Requirements. The Executive Committee may meet in a regular or special meeting in order to transact business. Any one or more members of the Executive Committee may participate in a meeting of the committee by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting.

6.52 Actions by the Executive Committee. Every decision of the Executive Committee shall be made by not less than a majority of the voting members in attendance.

6.53 Powers and Duties of the Executive Committee. The Executive Committee shall have full authority, right and power to act for the Board between Board meetings on all matters except those below in Section 6.531.

6.531 Limitations of Powers of the Executive Committee. The Executive Committee may not purchase, sell, lease, or pledge any real property; form an affiliation; or fix admission fees and annual dues unless the authority to do so has been delegated to it by a two-thirds vote of the Board. It shall not change the Rules of the Board or the Bylaws, or elect a successor to any officer whose office becomes vacant.

6.532 Delegations by the Executive Committee. The Executive Committee may authorize others to perform certain duties of the Executive Committee under these Bylaws and the Rules of the Board. The Executive Committee may at any time take over the performance of any or all of these duties unless explicitly provided otherwise in these Bylaws. Only those to whom authority is delegated by the Executive Committee may perform duties of the Executive Committee, and each duty so performed shall be done under the general directions and instructions of the Executive Committee, which shall be responsible therefor.

CHAPTER 7

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

7.0 GENERAL PROVISIONS - FINANCE

7.01 General Institute Powers Regarding Finance. In furtherance, but not in limitation, of the powers conferred upon it by the articles of incorporation and amendments thereto, the Institute may carry on its business and exercise its corporate powers as a scientific and educational society within the limits of the state of New York and beyond, and may take and acquire real property and personal property to advance its objects by purchase, lease, gifts, devise, bequest or otherwise, and may exercise all of its legal rights relating to such property and the proceeds and income therefrom.

7.1 REAL AND INTANGIBLE PROPERTY

7.11 Title to Property. All title to, and interest in, the real, personal, and intangible property of the Institute imposed, granted, and conferred by the laws of the state of New York and by these Bylaws is vested and shall remain solely in the Institute; no member shall have any right, title, or interest in such property at any time.

7.12 Successor Property Interests. If the Institute terminates its affairs, then all property of the Institute shall be transferred and conveyed by deed of trust to, and accepted by, some successor organization or organizations with purposes and objects similar to those of the Institute and best suited to carry on and maintain those purposes and objects. If there is no such successor organization, then all such property shall be devoted and applied to such professional and educational purposes as the Board shall deem best suited to carry on the purposes of the Institute as designated in a resolution duly adopted by the Board; provided, however, that such disposal must be approved as required by the laws of the state of New York.

7.13 Authority to Sell, Lease, Mortgage, Transfer, or Convey Real Property. The real property of the Institute, and the improvements thereon, may be sold, leased, mortgaged, transferred or conveyed by way of deed of trust or otherwise by the affirmative vote of not less than two-thirds of the total membership of the Board.

> 7.131 Real Property in Washington, D.C. The real property of the Institute in Washington, D.C. shall be under the jurisdiction of the Board; provided that the Board may delegate to the Executive Vice President/CEO the responsibility for the supervision, maintenance and operation of such real property and its improvements.

7.14 Authority to Purchase, Lease or Improve Real Property. Real property shall not be purchased by the Institute, nor shall any improvements be placed thereon, nor shall any agreement be entered into by it as lessee whereby, either severally or collectively, the Institute shall be obligated to pay an aggregate sum in excess of one percent (1%) of its assets until and unless the Board shall have approved the transaction by two-thirds majority vote.

7.2 DIVIDENDS PROHIBITED

Unexpended and unencumbered income in a fund at the close of a fiscal year shall be used only to further the objects of the Institute, safeguard its future, and perfect its members in the art, practice, and science of architecture, and shall never be distributed as dividends to the membership.

7.3 FISCAL YEAR AND BOOKS OF ACCOUNT

7.31 Fiscal Year. The fiscal year of the Institute shall be the calendar year.

7.32 Inspection of Books and Records. Correspondence, books of account, and records of the Institute, except as otherwise provided by law or in these Bylaws, shall be open at the executive offices during the Institute's regular business hours to the inspection of any member in good standing.

7.4 ENDOWMENT FUNDS

7.41 Inviolability of Endowment Capital. The capital of each endowment fund shall be held inviolate for the purposes of the fund so long as The American Institute of Architects shall endure, and shall not be transferred to any other organization or be pledged or distributed in whole or in part until and unless the Institute shall cease to exist, except as permitted by law or unless the donor has otherwise provided in the original gift, devise, or bequest.

7.42 Successor Endowments. If the Institute terminates its affairs and has no successor with similar purposes, aims, and objects and with the ability to maintain the endowment funds, then before the assets of the Institute are transferred and conveyed in accordance with the provisions of Section 7.12, the amounts held in each of the endowment funds shall be transferred to, accepted by, and conveyed by deed of trust or otherwise, to some organization or organizations most suited at that time to maintain those endowment funds and to carry on the purposes according to the conditions of the donors.

7.43 Obsolete Endowment Funds. If the purposes for which an endowment fund was given or established become obsolete, then the Institute may, pursuant to procedures required by law, transfer such capital in whole or in part to any other endowment fund, or may establish therewith one or more new endowment funds, in order that the aims of the Institute shall be most usefully advanced.

7.5 EXPENDITURES AND LIABILITIES

7.51 Annual Budget. The Board shall annually adopt a general budget, which shall show the anticipated revenue and authorized expenditures for the ensuing fiscal year.

7.52 Expenditure Limitations, the Board. The Board shall not expend or authorize expenditures in any fiscal year of an amount exceeding the total estimated income to be received by the Institute during such year, as shown in the budget for that year, except as provided in the Governance Policies, or unless directed and authorized so to do at a duly called meeting of the Institute by the affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting.

7.53 Expenditure Limitations, General. No member, officer, director, committee, jury, department, employee, agent or representative of the Institute shall have any right, authority or power to expend any money of the Institute, to incur any liability for and in its behalf, or to make any commitment that will or may be deemed to bind or involve the Institute in any expense or financial liability, unless such expenditure, liability or commitment has been authorized and budgeted by the Board or by a specific resolution at a duly called meeting of the Institute, except that the Board may provide for the adjustment and reallocation of accounts within the overall approved budget and for increased expenditures balanced by increased revenues.

CHAPTER 8

PROFESSIONAL CONDUCT

8.0 CODE OF ETHICS AND PROFESSIONAL CONDUCT

8.01 Code of Ethics General Practice.

8.011 Canons of Ethics, Ethical Standards and Rules of Conduct. Changes to the Canons of Ethics, Ethical Standards and Rules of Conduct, referred to as the "Code of Ethics and Professional Conduct" or as the "Code of Ethics," shall be adopted by the convention of the Institute or by a two-thirds vote of the entire Board of Directors. The Code of Ethics shall be published and distributed to all members and applicants for membership in all classes of membership.

8.012 Code of Ethics Interpretation. The National Ethics Council has the authority to interpret the Code of Ethics. Individual members, officers, directors, employees and component organizations have no authority to make binding interpretations or clarifications of the Code.

8.013 Code of Ethics Application. The Code of Ethics and Professional Conduct applies to the professional activities of all classes of membership wherever they occur. 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.

8.02 Code of Ethics Violations.

8.021 Code of Ethics Compliance. It is the duty of all 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.

8.022 Code of Ethics Charges of Violations. A charge shall be based upon an allegation of violation of one or more of the Rules of the Code of Ethics in effect at the time of the alleged violation. Disciplinary action by a state board of licensing or registration may constitute grounds for a charge of violation of the Code of Ethics.

8.03 Code of Ethics Formal Charges of Violation.

8.031 Formal Charge. Every charge alleging a violation of the Code of Ethics shall be in the form prescribed by the Rules of the National Ethics Council and signed by the person making the charge.

8.032 Limitation on Actions. If the alleged violation of the Code of Ethics and Professional Conduct occurred more than one year before the Complaint is filed, the Complaint may be dismissed for that reason unless the Chairman, during initial review of the Complaint, finds that the delay was for good cause.

8.1 THE NATIONAL ETHICS COUNCIL

8.11 National Ethics Council Responsibilities. The National Ethics Council shall be responsible for the conduct of hearings on charges of violations of the Code of Ethics. However, the National Ethics Council shall defer action on a charge to allow a component, which wishes, an opportunity to obtain an informal settlement.

8.111 Hearing Panels. The Rules of the National Ethics Council may provide for hearing panels, to be appointed by the Chairperson of the National Ethics Council from the membership of the National Ethics Council, to conduct hearings of charges of violation of the Code of Ethics.

8.12 National Ethics Council Authority. The National Ethics Council shall have exclusive authority to determine the appropriate disposition of charges of violation of the Code of Ethics, subject to the appellate process set forth in these bylaws.

8.121 Penalties. The National Ethics Council may impose any of the following penalties:

(a) admonition
(b) censure
(c) suspension, for a period of time
(d) termination of membership

The Council may also impose reasonable conditions in addition to the penalties listed above, and increase the penalty if the conditions are not met.

8.13 National Ethics Council Practices.

8.131 Composition of and Appointment to the National Ethics Council. The National Ethics Council shall be composed of not more than twelve Architect members of the Institute appointed by the Board of Directors.

8.132 Term. The members of the Council shall be appointed to staggered three-year terms. No member of the Council shall serve more than two three-year terms consecutively.

8.133 Filling Vacancies. In the event of a vacancy, the President may make a temporary appointment to the Council. Service under a temporary appointment shall not count toward the service of two consecutive three-year terms. At its next regular meeting, the Board of Directors shall fill any vacancies for unexpired terms.

8.134 Eligibility. Any AIA Architect member in good standing is eligible for appointment to the National Ethics Council except members of the Board of Directors, and employees of the Institute and its component organizations. Any member of the National Ethics Council, upon becoming a member of the Board or an employee of the AIA or component organization, shall resign from the National Ethics Council.

8.135 Chairperson of the National Ethics Council. A chairperson of the Council shall be designated, from among the members of the Council, by the Board for a term of up to two years, and shall have the following responsibilities:

(a) To review charges initially to decide whether they shall be dismissed without hearing or be heard;

(b) To designate the members of the Council who shall hear the charges;

(c) To administer procedures as developed and approved pursuant to these Bylaws for the prompt and orderly enforcement of the Code of Ethics.

8.14 Rules of the National Ethics Council.

8.141 Establishment. The National Ethics Council shall establish Rules of Procedure. The Rules shall set forth such matters as are necessary for a fair and expeditious disposition of the business of the National Ethics Council. The Rules shall provide for the admission of all relevant and useful evidence and shall not require adherence to the strict rules of evidence.

8.142 Provision for Appeals. In addition to the matters otherwise specified in the Bylaws, the Rules shall provide for the right of appeal to the National Ethics Council from a decision by the chairperson to dismiss a charge, and without limitation, for the right of appeal to the Executive Committee by any member upon whom discipline has been imposed by the National Ethics Council. All terminations of membership shall be reviewed and concurred in by the Board of Directors. The standards and procedures for treating such appeals shall be set forth in the Rules of the Board.

8.2 CONFIDENTIALITY

8.21 Privilege.

8.211 Charge and Proceedings. Every charge of violation of the Code of Ethics and all records and proceedings relating to the charge shall be confidential and shall not be disclosed or discussed except in connection with the proceedings or as otherwise allowed in the Bylaws. Any hearings concerning charges under the Code shall be closed unless the parties agree to an open hearing.

8.212 Release of Confidentiality. In unusual situations, the President of the Institute (or the Secretary in the absence of the President) may determine, after consideration of all of the circumstances, that the best interests of the profession, or of the Institute, or of a member or a component require authorization of release of information concerning a charge of violation of the Code of Ethics beyond that otherwise authorized herein.

8.3 PUBLICATION AND ENFORCEMENT OF NATIONAL ETHICS COUNCIL RULINGS

8.31 Record of Case Brought Before National Ethics Council. In all cases where a penalty has been imposed for violation of the Code of Ethics and Professional Conduct, the Secretary shall place a record of the case in the individual's file. The record shall be kept in confidence except under compulsion of law or for appropriate use in any other disciplinary matter concerning the same member.

8.32 Publication of Penalty. In all cases, except those where the penalty is admonition, when an accused member has been found in violation of the Code of Ethics by final action of the National Ethics Council, the Executive Committee, or the Board, a notice of the disciplinary action shall be published in a periodical publication of the Institute, explaining in enough detail to be meaningful to the membership the nature of the violation and the penalty imposed.

8.33 Notice of Exoneration. When an accused is found not in violation of the Code of Ethics by final action of the National Ethics Council, the Executive Committee, or the Board, a notice of exoneration from charges of unprofessional conduct shall be published in a periodical publication of the Institute, upon request, but not otherwise.

8.4 INDEMNIFICATION

The provisions of Section 6.3 of these Bylaws regarding indemnification shall apply to members of the National Ethics Council and its chairperson.

CHAPTER 9

AMENDMENTS AND INTERPRETATIONS OF BYLAWS

9.0 AMENDMENTS OF BYLAWS

9.01 Bylaws Amendment at a Meeting of the Institute.

9.011 Requirements to Amend Bylaws. These Bylaws may be amended at any meeting of the Institute in the following manner:

(a) The Secretary shall send to each member notice of the proposed amendment and a notice of the meeting at which it is to be voted upon.

(b) If delegates holding at least three-fourths of the votes accredited to be cast at the meeting are present, then the amendment shall require an affirmative vote of not less than two-thirds of all votes actually cast on the proposed amendment at the meeting.

(c) If the delegates attending the meeting hold less than three-fourths of the votes accredited to be cast at the meeting, then the amendment shall require an affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting.

9.012 Notice of Bylaws Amendment. Such notice of proposed amendment shall be deemed to have been sent if it has been published in a periodical publication of the Institute and this publication has been sent to each member not less than thirty days before the day of the meeting at which the proposed amendment is to be voted upon.

9.013 Sponsorship of Amendments. Every proposed amendment must be sponsored by the Board, by the Executive Committee, or by a written petition signed by Architect or Associate members in good standing in the Institute. A petition by members must bear the signatures of not less than 1% of the total number of Architect and Associate members then in good standing in the Institute, and must be received by the Secretary not less than sixty days before the opening day of the meeting at which the proposed amendment is to be voted upon.

9.02 Amendments by the Board of Directors. In addition to the power to amend certain provisions of these Bylaws in the manner and to the extent herein elsewhere given, the Board, by the affirmative vote of not less than two-thirds of its entire membership, may amend any other provision of these Bylaws to forward the objects and facilitate the activities of the Institute or to eliminate from said Bylaws any inconsistency, subject to the limitations set forth below in Section 9.021.

9.021 Limitations on the Board's Power to Amend Bylaws. The Board may not amend the Bylaws to:

a) increase the power of the Board;

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

c) lessen or diminish the rights and interests of any member;

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

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

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

9.022 Legal Review of Bylaws Amendments. Before any amendment to any provision of these Bylaws made by the Board shall become effective, the counsel of the Institute shall approve it as being within the power of the Board to make, in correct legal form, and legally proper.

9.023 Amendments' Effect. Every provision of these Bylaws so amended by the Board shall have the same force and effect as if amended by a meeting of the Institute, and each such amendment shall be incorporated in these Bylaws as a part thereof.

9.024 Publication of Proposed Bylaws Amendments. The proposed amendments shall be published in a periodical publication of the Institute and sent to each member not less than sixty days before action by the Board.

9.03 Titling and Numbering of Bylaws. From time to time and without further action of the Institute, the Secretary shall rearrange, retitle, and renumber the various chapters, articles, sections and paragraphs of the Bylaws as necessary for proper reference.

9.1 INTERPRETATION OF BYLAWS

These Bylaws shall be interpreted according to the laws of the state of New York.

9.2 PARLIAMENTARY AUTHORITY

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