

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 ensure 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 and its territories. Nothing herein shall be regarded as precluding the Institute from establishing or maintaining an international presence outside the United States and its territories, 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 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, and which bylaws shall be approved by the Board.

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. Unless otherwise provided, the term "Associate member(s)" in these Bylaws shall be understood to include International Associate members.

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 the member's category of membership conferred by law or granted by the provisions of these Bylaws or by the Board, including having their names published in any membership listing of the Institute, and shall receive and have access to other documents, periodicals, and literature from the Institute and from the component(s) to which they belong, under terms which the respective governing boards shall fix. 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.

2.08 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 the member's position before being terminated.

2.084 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.

2.085 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. 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 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:

The initials AIA as a suffix to their names; and

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:

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

To speak and vote in component meetings on business matters and in elections on all issues.

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

To serve as chapter delegates to state and national AIA conventions.

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

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:

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

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

Those who have a professional degree in architecture, or

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:

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:

Associates and International Associates together may not hold more than two seats or one-third of the total seats, whichever number is greater, on component boards. The numerical limits stated in this Subsection (a) shall

apply as to Associate and International Associate members serving as officers of the pertinent component (i.e., such officers shall be included in determining whether the limits stated herein have been reached).

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.

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

Neither Associates nor International Associates shall be eligible to serve as a national officer or on the National Ethics Council.

Notwithstanding any other provisions of these Bylaws, each component shall have the discretion, but not the obligation, to include Associate and International Associate members as officers of that component. Such component officers shall be included in the numerical limitations contained in Subsection (a) above with respect to Associates and International Associates Holding seats on component boards of directors.

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 if:

The member (i) has been in good standing in the Institute for fifteen successive years immediately prior to their application, or (ii) has had a total of at least twenty-five successive or non-successive years of membership in the Institute, and has been a member in good standing for at least three successive years immediately preceding the member's application for Emeritus membership; and

The member 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 if:

The member has been in good standing in the Institute for fifteen successive years immediately prior to the member's application, or has had a total of at least twenty-five successive or non-successive years of membership in the Institute, and has been a member in good standing for at least three successive years immediately preceding the member's application for Emeritus membership; and

The member 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 (i) all or part of the period of membership required for Emeritus status; and/or (ii) the age requirement for Emeritus status.

In addition, the Secretary, in exceptional circumstances and for adequate cause, may, on an individual basis:

Waive the requirement that an applicant for Architect Emeritus Member status must be an Architect member at the time of application, so long as the individual was an Architect member in good standing within one year before submitting the application for Emeritus status; and

Waive the requirement that an applicant for Associate Emeritus Member status must be an Associate member at the time of application, so long as the individual was an Associate member in good standing within one year before submitting the application 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:

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

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 DESIGNATION OF FELLOW

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. Architect members who win the Gold Medal, Whitney M. Young, Jr., or the Edward C. Kemper Award of the Institute, or are duly elected as an officer as provided in Section 6.1 of these Bylaws shall automatically be elevated to Fellowship status, 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 components.

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 not entitled to practice architecture in any state of the United States, is not a resident of the United States, and 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 convention 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 such other constituent bodies or individuals as the Board may find appropriate 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 Board 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:

2.711 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.

2.712 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 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.

2.721 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 3.15.

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 the member is current in 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

4.0 ORGANIZATION OF COMPONENTS

4.01 Definition. Institute-chartered chapters, sections, state organizations, and the International Component are referred to in these Bylaws as “components.” Except as otherwise provided in Section 6.5 of these Bylaws, “state” shall refer to a U.S. state, the District of Columbia, or a U.S. territory.

4.02 Names of Components. Each component shall adopt a name which shall include the phrase The American Institute of Architects or AIA 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, (except as provided in Section 4.2 with respect to sections with voluntary membership), 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. Except as provided in Section 4.2 with respect to sections with voluntary membership), every component shall adopt bylaws consistent with these Bylaws and of their general form and order. Every component that adopts bylaws 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 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.

4.08 Dissolution of Components. 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.

4.09 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.

4.010-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:

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.

Funds collected through the system shall be promptly available to the participant to which the funds are due.

4.011 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 a principal place of business within the geographic territory assigned to the component by the Institute during the period the officer 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 outside the United States.

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:

Shall cooperate with its state organization or the International Component as applicable to further the interests of the members, and by agreement with these organizations, may represent and act for it within the chapter's domain.

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

May levy and collect annual dues from its members, except Members Emeritus and Honorary Affiliates.

May levy and collect admission fees for admission of allied members and student affiliates.

Shall meet the Core Member Services for the Institute.

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 student affiliate members.

4.141 Chapter Allied Members. Individuals not otherwise eligible for membership in the Institute or the chapter may become Chapter 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. Chapter Allied members are a separate group distinct from the Allied Members category.

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 Chapter Allied and Student Affiliate Members. Chapter Allied members may serve on chapter committees in any capacity, may vote on committees, and may use the phrase, "Allied Member of the [Name of Chapter] Chapter of the American Institute of Architects," or "Allied Member of [Name of Chapter]," to describe themselves; Student Affiliate members may serve on committees but may not vote or serve as chair. Neither Chapter Allied nor Student Affiliate members may hold chapter office, or (except as otherwise expressly provided herein) 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, except as otherwise expressly provided in these Bylaws.

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, or the International Component, may form one or more sections 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 or of a state organization 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 Core Member Services for the Institute. Notwithstanding any other provisions of these Bylaws, sections without required membership do not have the authority and duties of chapters stated in section 4.1 of the Bylaws, do not have the obligation to meet the Core Member Services for the Institute, are not required to be incorporated or to maintain tax-exempt status under federal or state law, and are not required to adopt bylaws.

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. INTERNATIONAL COMPONENT

4.41 Charter. The Institute may charter an International Component.

4.411 Domain of the International Component. The International Component shall encompass all geographic areas outside the United States and its territories.

4.42 Authority and Duties of the International Component. The International Component shall represent and act for its assigned membership and its chapters and sections on International Component matters. The International Component may fix and collect annual dues from its chapters, or from the individuals assigned to its chapters and from its allied and affiliate members. No admission fees may be levied.

4.43 Chapters and Sections. The chapters and sections chartered outside the United States and its territories shall be the chapters and sections of the International Component on local matters.

4.44 Membership.

4.441 Assigned Architect and Associate Members. Every Architect and Associate member of the Institute assigned to a chapter outside the United States or its territories and Architect and Associate members otherwise unassigned to a chapter shall automatically be enrolled in the International Component.

4.442 Allied and Affiliate Members. If so provided in its bylaws, the International Component may also include in its membership allied members and student affiliates of its chapters. It may also 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.

4.45 Powers and Limitations.

4.451 Relation to the Institute. The International Component's governing body shall be a nonprofit organization whose name and bylaws shall be subject to the approval of the Secretary. The International Component may represent and act for the membership assigned to it.

4.452 Non-Conformity with Institute Policy. No act of the International Component shall directly or indirectly nullify or contravene any act or policy of the Institute.

4.453 Dues and Assessments. The International Component may fix and collect annual dues or assessments from its components or members as set forth in its 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 a majority of the 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 state, or for international chapters, in the International Component.

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, state delegates, and International Component delegates.

5.211 Delegates-at-Large. The delegates-at-large shall be the members of the Board, the members of the Strategic Council, 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 International Component Delegates. The International Component may be represented at a meeting of the Institute by one International Component delegate, who shall be an Architect Member.

5.214 Member Delegates Components may be represented by member delegates at a meeting of the Institute on the following basis:

Each local chapter shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.

Each state-wide chapter functioning as a state organization shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.

In certain states, there may be both a state organization and local chapters. Where the state organization in such a state has formed one or more sections, the state organization shall be entitled to member delegates based upon the number of members in good standing within the territory of the section(s) who are assigned to the state organization. (Members of sections formed by local chapters in that state shall be apportioned to the local chapters, and shall not be included in determining the number of member delegates to which the state organization is entitled.)

The assigned members of each component specified in this section shall select the component's representatives to serve as member delegates in the manner prescribed in the component'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 component 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 ensure apportionment of the member delegates based upon the number of assigned members in good standing in each component determined in accordance with Section 5.214. The number of member delegates entitled to be accredited to represent the component 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 component shall certify the selection and identity of the member delegates from the component 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 component 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 member delegate votes to which the component is entitled.

5.25 Representation by Proxy.

5.251 Proxy for Absent Delegation.

5.2511 Components in the U.S. or U.S. Territories. If none of the representatives selected by a component to be member delegates can attend the meeting the component president or the president's designate may distribute the component's votes via written proxy to a member delegate or state delegate from another component in the same state, if possible. 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 the delegate's own; provided, however, that: (a) a state delegate may represent by proxy more than one of the components in the delegate's state and (b) the president of a state organization may designate a member delegate from the president's state to represent by proxy more than one component in that state.

5.2512 International Component and International Chapters. If none of the representatives selected by the International Component or an international chapter to be member delegates can attend the meeting, then the component president or the president's designate may distribute the component's votes via written proxy to a member delegate of another international chapter. 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 the delegate's own; provided, however, that: (a) the International Component delegate may represent by proxy more than one of the chapters in the International Component, and (b) the president of the International Component may designate a member delegate from the component to represent by proxy more than one chapter in the International Component.

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

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

5.28 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:

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.

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

5.29 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.

5.30 Recording of Votes.

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

5.302 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 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 Associate Director. The Associate members of the Institute shall be represented on the Board by one Director selected from the Associate member category in the manner prescribed in the Rules of the Board. Each Associate Director shall serve a term of one year in that position. Nothing in this Section 6.01 shall preclude an Associate member from becoming a Director under other provisions of these Bylaws (for example, through selection as an at-large Director under Section 6.04).

6.02 Student Director. The American Institute of Architecture Students shall have a representative on the Board of Directors, selected in a manner prescribed by the American Institute of Architecture Students.

6.03 CACE Director. The immediate past President of the Council of Architectural Component Executives (CACE), shall be a Director. Nothing in this Section 6.03 shall preclude a member of CACE from becoming a Director under other provisions of these Bylaws (for example, through selection as an at-large Director under Section 6.04).

6.04 At-Large Directors. There shall be up to eight (8) At-large directors on the Board of Directors: three (3) elected by the delegates during the annual election, three (3) selected by the Strategic Council, and up to two (2) appointed by the President at the President's discretion. The selection of At-large directors shall be as follows:

6.041 Selection by the Delegates at Convention. The delegates at each annual convention of the Institute shall elect one of three At-large Directors to serve on the Board. Each At-large Director so elected shall serve for a three-year staggered term. No fewer than two-thirds of the At-large Directors selected by the delegates at convention shall be Architect members. The Board of Directors shall adopt appropriate procedures governing the nomination of At-large Directors and their selection by the delegates and shall publish such procedures in the Rules of the Board.

6.0411 Votes Required. Nominees for At-large Director must receive a majority of the votes cast in order to be elected to office. Therefore, if more than two candidates are nominated for this position, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board.

6.042 Selection by the Strategic Council.

6.0421 Election of Directors. Annually, the Strategic Council shall elect one of three At-large Director to serve on the Board for a three-year staggered term

6.0422 Eligibility. The Strategic Council shall have broad discretion in electing At-large Directors, who may include Associate members, members of the Council of Architectural Component Executives, public representatives, or such other individuals as the Strategic Council may deem appropriate. In no event, however, shall fewer than two-thirds of the

At-large Directors elected by the Strategic Council and serving on the Board at any one time be Architect members.

6.0423 Votes Required. Nominees for At-large Director must receive a majority of the votes cast in order to be elected to office. Therefore, if more than two candidates are nominated for this position, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board.

6.043 Selection by the President. Subject to approval by the Board, the President may select as many as two individuals to serve as Directors, with each such Director serving for a term which shall last no longer than the term of the President making the selection(s).

6.044 Minimum Number of Architect Members. No fewer than five At-large Directors at any time shall be Architect members.

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

6.1 ELECTED OFFICERS

The elected officers shall be the President, the President-elect, 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 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 President-elect is unable or unwilling to assume the office of President or is serving under the provisions of Section 6.162.

6.121 Votes Required Electing Officers. Nominees for President-elect, 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.

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. 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 and Treasurer.

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

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

6.133 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.

6.134 Treasurer's Term of Office. The term of office for Treasurer shall be two years, and 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 President-elect. The President-elect 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 Role of the Secretary. The Secretary shall act as the secretary of each meeting of the Institute and of the Board. 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.

6.144 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 President-elect 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 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 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 President-elect. The Secretary shall succeed to the office of President-elect if there is a vacancy in that office. No Secretary, however, shall become President-elect by succeeding to the office of President-elect 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 Secretary or Treasurer in the event one or both of those offices becomes vacant, whether through the succession of the Secretary to the office of President-elect or otherwise. In the event that a Secretary or Treasurer temporarily refuses, fails, or is unable to act, then the Board 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, 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 the person 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 a 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. Architect members shall comprise a majority of the members of 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. 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:

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

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 Vice President.

Subject to the provisions of Section 6.16, it shall appoint a successor if a vacancy occurs in the office of Treasurer or Secretary, and may not delegate this authority. In the event of a conflict between this paragraph and Section 6.16, the provisions of Section 6.16 shall govern.

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:

To adopt, amend, suspend or rescind rules or regulations supplementing these Bylaws;

To suspend or withdraw the charter of a chapter or state organization;

To form an affiliation;

To fix admission fees and annual dues;

To change the provisions of the Code of Ethics and Professional Conduct;

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

Act on any matter for which a two-thirds vote is required by these Bylaws.

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 STRATEGIC COUNCIL

There shall be a Strategic Council, which shall be a committee of the corporation under the laws of New York. The Strategic Council shall determine its own leadership structure.

6.51 Composition of the Strategic Council. The Strategic Council shall be composed of the following:

6.511 Current and Past Officers of the Institute. The membership of the Strategic Council shall include the Institute's President-elect, immediate past President, and Executive Vice President/CEO (as an ex-officio, non-voting member).

6.512 State Representatives. Each state organization shall be represented on the Strategic Council by one or more state representatives. Nothing in these Bylaws shall be construed as prohibiting a state organization from adopting or amending provisions in its bylaws that would require a state representative to reside or maintain a principal place of business in that state. (As used in this Section 6.5, "state organization" shall only refer to AIA components chartered in the fifty U.S. States, the District of Columbia, and Puerto Rico.)

6.513 International Component Representatives. The International Component shall be represented on the Strategic Council by one or more International Component representatives. Nothing in these Bylaws shall be construed as prohibiting the International Component from adopting or amending provisions in its bylaws that would require its representative(s) to reside or maintain a principal place of business in a particular country or geographic region.

6.514 Terms of Office. Terms of office of the state representatives and International Component representatives to the Strategic Council (collectively referred to as "Representatives" for purpose of this Section 6.5) 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 state organization or the International Component by which they are selected) Representatives may serve more than one term, whether consecutive or otherwise. When a Representative has been apportioned and no new Representative has been selected, a Representative from that organization whose term is expiring at the same time the new Representative would be taking office may serve one additional year.

6.515 Number of Representatives. The number of Representatives 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 membership of components:

7.5 % or less:

1 Representative

More than 7.5%, up to and including 10%:

2 Representatives

More than 10%, up to and including 12.5%:

3 Representatives

More than 12.5%, up to and including 15%:

4 Representatives

with one additional Representative for each 2.5% increment of the membership or fraction thereof above 15%.

6.5151 Reapportionment of Representatives. The Board shall adjust the number of Representatives for each state organization or the International Component whenever the application of the formula requires such adjustment.

6.516 At-Large Representatives. At-Large representatives to the Strategic Council shall be selected in a manner proposed by the Strategic Council with approval from the Board.

6.517 Associate Representative. Associate members shall be entitled to a representative on the Strategic Council, selected in a manner prescribed by the Board. This representative shall not be the same person as the Associate Director selected in accordance with Section 6.02. Nothing in this Section 6.514 shall preclude an Associate member from becoming a representative on the Strategic Council under other provisions of these Bylaws (for example, through selection as an at-large representative under Section 6.513).

6.518 Student Representative. The American Institute of Architecture Students shall be entitled to a representative on the Strategic Council, selected in a manner prescribed by the Board. This representative shall not be the same person as the Student Director selected in accordance with Section 6.02. Nothing in this Section 6.515 shall preclude a student from becoming a representative on the Strategic Council under other provisions of these Bylaws (for example, through selection as an at-large representative under Section 6.513).

6.519 CACE Representative. The Council of Architectural Component Executives (CACE) shall be entitled to a representative on the Strategic Council, selected in a manner prescribed by the Board. This representative shall not be the same person as the CACE Director selected in accordance with Section 6.03. Nothing in this Section 6.516 shall preclude a CACE member from becoming a representative on the Strategic Council under other provisions of these Bylaws

(for example, through selection as an at-large representative under Section 6.516).

6.52 Meetings of the Strategic Council.

6.521 Meeting Requirements. The Strategic Council may meet in regular meetings in person as often as twice annually, or more frequently if authorized by the Board, and in special meetings by virtual or other similar means in order to transact business. Any one or more members of the Strategic Council may participate in a meeting of the Strategic Council 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 Strategic Council may take action without meeting if all members of the Strategic Council consent in writing to the adoption of a resolution authorizing the action.

6.522 Quorum at Strategic Council Meetings. A majority of the entire voting membership of the Strategic Council shall constitute a quorum for the transaction of business. In the absence of a quorum, those members present may adjourn the meeting to another time and place.

6.53 Purpose of the Strategic Council. The Strategic Council shall advance the profession of architecture by informing the Board and other Institute bodies of important professional issues and opportunities. It shall have the following authority and responsibilities:

Identify issues and opportunities for Institute consideration;

Disseminate information and insight to constituencies about the Institute's priorities and activities;

Ensure that its composition reflects and represents the geographic and demographic diversity of the profession;

Elect at-large Directors to the Board of Directors, pursuant to Section 6.042:

Commission a rigorous, regular process to survey the profession, identify opportunities and threats, and inform the goals, objectives and strategies of the Institute in order to help guide the Institute's planning process;

Develop and recommend public policy positions on behalf of the Institute for consideration and potential approval by the Board;

Engage in strategic planning for the Institute;

Review the Institute's operating plan and budget, and provide its endorsement and/or recommendations for the Board's consideration;

Engage in leadership development; and

Subject to Board approval, propose such committees, ad hoc workgroups and task forces as it deems appropriate to advance its purpose. This authority shall not

apply to standing Board committees (such as the Finance and Audit Committee and the Compensation Committee), which shall be subject to the sole authority of the Board.

6.54 Strategic Council Actions.

6.541 Strategic Council Majority Vote. Every action of the Strategic Council shall be by a majority vote unless otherwise required by these Bylaws or such rules as the Strategic Council may adopt.

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. After consulting with the Strategic Council, the Board shall annually adopt a general budget, which shall show the anticipated revenue and authorized expenditures for the ensuing fiscal year.

7.52 Financial Reserves. For the purpose of providing long-term financial stability for the Institute, the Board shall adopt a policy requiring the maintenance of minimum financial reserves. The Board may not decrease the minimum financial reserves required by the policy in any year in which budgeted expenses are to exceed budgeted revenues under Section 7.53.

7.53 Expenditure Limitations, the Board.

7.531 If the minimum financial reserves requirements in the policy established under Section 7.52 have been satisfied for a given fiscal year (as calculated from the Institute’s most recent audited financial statements), the Board may expend or authorize expenditures in an amount exceeding the total estimated revenues to be received by the Institute in the fiscal year under the next annual budget to be approved by the Board; provided, however, that such amount in any given year shall not exceed 2.5 percent of that year’s annual budgeted operating revenue. In the event this causes the Institute to fall out of compliance with its reserves policy, the Board shall develop and implement a plan to return the Institute to compliance within two years after the pertinent expenditures are made.

7.532 If the minimum financial reserves requirements in the policy established under Section 7.52 have not been satisfied for a given fiscal year, the Board shall not expend or authorize expenditures in that fiscal year of an amount exceeding the total estimated revenues to be received by the Institute during such year, as shown in the budget for that year, 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.

7.54 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. The Code of Ethics and Professional Conduct (“Code”) contains Canons, Ethical Standards, and Rules of Conduct that apply to the professional activities of all classes of membership. Members are obligated to comply with the Code and its published interpretations. 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.

The National Ethics Council (“NEC”) has the sole authority to interpret the Code of Ethics. Individual AIA members, officers, directors, employees, and components have no authority to make binding interpretations or clarifications of the Code.

The Code may be amended by the delegates at the annual meeting or by a two-thirds (2/3) vote of the Board of Directors.

The Code shall be published and available to all members and applicants for membership in all classes of membership.

8.02 Potential Code Violations. A claim 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 jurisdictional board of licensing or registration may constitute grounds for a Code violation claim.

If the Code violation claim occurred more than one (1) year before the Complaint is filed, the Complaint may be dismissed for that reason unless it is determined that the delay was for good cause.

8.03 Resignation or Termination of Membership with a Pending Claim. If a member resigns or is terminated from membership while an ethics claim is pending against such member, the ethics case will be placed in suspended status. If the individual reapplies or reinstates their membership, the ethics case will return to active status.

8.1 PENALTIES

When the NEC determines a violation of the Code has occurred, it shall impose any of the following penalties:

- Censure
- Suspension of a member’s membership with the Institute for a period.
- Termination of membership.

In addition to the imposition of the penalties above, the NEC may direct that:

- The violation be reported to the Jury of Fellows if the violator is nominated for Fellowship.
- The violation be reported to the pertinent jury or other decision-makers if the violator is under consideration for any other Institute honor or award.
- The violation be reported to the voting delegates or other deciding persons if the violator becomes a candidate for Institute office, the Board of Directors, the Strategic Council, or any other position of responsibility.
- The violator be barred from appointment to committees, task forces, or other positions of responsibility within or on behalf of the Institute.
- The violator be barred from appearing as a speaker at any Institute event.
- The violator shall not be the author or subject of a book, or any other material published by the Institute, either in print, online, or in any other medium.

The Rules shall provide for the right of appeal to the NEC from a decision by the chair, review panel, hearing officer or hearing panel to dismiss a claim, and without limitation, for the right of appeal to the Board of Directors by any member upon whom the NEC has found a Code violation. NEC decisions resulting in terminations of membership shall be automatically reviewed by the Board of Directors for its approval. The standards and procedures for treating such appeals shall be set forth in the Rules of the Board.

8.2 THE NATIONAL ETHICS COUNCIL

8.21 Composition. The NEC shall be composed of not more than twelve (12) Architect members of the Institute appointed by the Board of Directors.

8.22 Term. NEC members shall be appointed to a three (3) year term or fraction thereof, with the intent of staggering terms. No NEC member shall serve more than two (2) terms or six (6) years consecutively.

8.23 Filling Vacancies. In the event of a vacancy, the President may make a temporary appointment to the NEC. Service under a temporary appointment shall not count toward the service of two consecutive three-year terms, provided the duration of the temporary appointment is less than two (2) years. At its next regular meeting, the Board of Directors shall fill any vacancies for unexpired terms.

8.24 Eligibility. Any Architect member in good standing is eligible for appointment to the NEC except members of the Board of Directors, and employees of the Institute

and its component organizations. NEC members shall resign from the NEC upon becoming a member of the Board or an Institute, or component employee.

8.25 Chair. The Board shall appoint an NEC chair from among the NEC members for a term of up to two (2) years. The chair shall administer procedures pursuant to this Chapter for the prompt and orderly enforcement of the Code.

8.26 Responsibilities and Authority. The NEC shall be responsible for the conduct of hearings on charges of violations of the Code. The NEC shall have exclusive authority to determine the disposition of Code violation claims, subject to the appeals process set forth in this Chapter, and to interpret the Code.

8.3 CONFIDENTIALITY AND PRIVILEGE

8.31 Records and Proceedings. Code violation claims and all records and proceedings relating to such claims shall be confidential and shall not be disclosed or discussed except in connection with the proceedings, as determined by the Institute's legal counsel to protect the Institute's legal interests, or as otherwise permitted under these Bylaws or required by law. Hearings concerning charges under the Code shall be closed unless the parties agree to an open hearing.

8.32 Release of Confidentiality. Notwithstanding 8.31 above the President (or Secretary in the President's absence) may authorize the release of information concerning a Code violation claim beyond what is otherwise permitted, if the President determines it would be in the best interests of the profession, the Institute, or a member or a component.

8.4 RECORDS OF CODE VIOLATIONS AND NOTICES

8.41 Records of Code Violations. In all cases where a member has been determined by the NEC to have violated the Code, a record of such finding shall be maintained by the Institute. Such record shall be kept in confidence except under compulsion of law, for appropriate use in any other disciplinary matter concerning the same member, or as determined by the Institute's legal counsel to protect the Institute's legal interests.

8.42 Notice of Ruling. In cases where a member is found to have violated the Code by final action of the NEC or the Board of Directors, notice of such ruling shall be published by the Institute in a manner and place accessible to Institute members, constituents, and components, and notice provided to the individual's state and local component.

8.43 Notice of Exoneration. When the NEC, or if on appeal, the Board of Directors determines a member did not violate the Code, a notice of exoneration from Code violation claims shall be published in a manner and place accessible to Institute members, constituents, and components, upon request.

8.5 CRIMINAL CONDUCT

Upon a determination based on credible evidence that a member has been charged or indicted with a felony or misdemeanor for violence or threats of violence, perjury or falsification, sexual offenses, or any offense involving violations of the civil rights

of any person under the Constitution or laws of the US or any state or territory, the NEC shall automatically suspend such member from membership. Such suspension shall be automatically lifted if the felony or misdemeanor charges are dismissed, or the member is found not guilty of such charges.

The NEC shall automatically convert the suspension to termination of membership, if such member is convicted of, pleads guilty or nolo contendere to or has been given probation before judgment for any felony, misdemeanor, or any offense in any other state, territory, or country which would be a felony or misdemeanor if committed in any US state or territory and involves the conduct referenced in this Section 8.5. The NEC's actions under this Section 5 shall be subject to the appeals process described in Section 8.1, the AIA Rules of the Board, and the NEC's Rules of Procedure.

8.6 INDEMNIFICATION

The provisions of Section 6.3 of these Bylaws regarding indemnification shall apply to NEC members.

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:

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.

The amendment shall require an affirmative vote of not less than two-thirds (2/3) of all votes cast on the proposed amendment 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 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:

Increase the power of the Board;

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;

Lessen or diminish the rights and interests of any member;

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

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;

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, 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.