

AIA Huron Valley
Bylaws

October 2013

Notice: The following bylaws of the AIA Huron Valley Chapter are as approved by the Chapter at their Annual Meeting on 10/26/13, and as amended at the 2013 Annual Meeting. All previous editions are void and superseded by this edition.

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ARTICLE 1 ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is the Huron Valley Chapter of the American Institute of Architects, hereafter referred to as this Chapter. Except for reports to government and other instances requiring official identification, the commonly used name for the chapter shall be AIA Huron Valley.

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

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

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

1.04 Organization. This Chapter is a non-profit membership corporation incorporated in the State of Michigan on December 18, 1964, and chartered by the Institute on November 26, 1963.

1.05 Authority. This Chapter shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the AIA Board. The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.

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

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.1.1 Purpose of Affiliations. This Chapter may affiliate with any local organization of the construction industry operating within the territory of this Chapter that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.

1.1.2 Agreements of Affiliation. Every affiliation must be authorized by not less than two-thirds vote of the Executive Committee and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.12.1 Statement of Purpose. Every agreement of affiliation shall state the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate and the nature of its organizations, membership, government and operations.

1.12.2 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter and shall not bind or obligate this Chapter to any policy or activity unless the Executive Committee has voted to be so bound or obligated.

1.12.3 Termination. Any affiliation may be terminated by majority vote of the Executive Committee upon such notice to the affiliated organization as may be required in the agreement of affiliation.

1.1.3 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter, and may speak at the invitation of the presiding officer.

1.2. ENDORSEMENTS

Neither this Chapter, nor the Executive Committee, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing, or dealing in any material or product.

ARTICLE 2 MEMBERSHIP

2.0. GENERAL PROVISIONS

2.0.1 Categories of Membership The membership of this Chapter shall consist of:

a) the Architect and Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in this Chapter, and

b) the Allied and Affiliate members of the Chapter may admit as provided in Paragraphs 2.3.5 through 2.3.7.

2.0.2 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Chapter are referred to as “assigned members.” The term “unassigned member” shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws. The term “allied” shall refer to allied members, and the term “affiliate” shall refer to student and honorary affiliates. The term “member”, if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

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

2.0.4 Non-resident Status. Non-resident status shall be accorded to members who apply for such status because of their intended absence from the United States. Non-resident members shall have the same rights and privileges as other members in the same category, except that the Chapter may lower dues and / or assessments for such members as provided in Article 3.

2.0.5 Enrollment of Members. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Secretary as a member of this Chapter. New memberships shall be publicly announced.

2.0.6 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 3.

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

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

2.0.9 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute loses all rights in this Chapter and the Institute, including any right to use the Chapter's or Institute's name, initials, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.

2.1. ASSIGNED MEMBERS

2.1.1 Qualifications, rights, and privileges. The qualifications, rights, and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws.

2.1.2 Not used.

2.1.3 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Chapter Secretary shall immediately forward the application to the Institute.

2.1.4 Reassignment. The Chapter shall not delay nor impede the transfer of any assigned member in good standing who has applied for assignment to another chapter of the Institute.

2.1.5 Admission Fees Prohibited. An assigned member shall not pay an admission initiation fee for membership in this Chapter.

2.1.6 Termination. Assigned membership in this Chapter is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another chapter.

2.1.7 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. All rights,

interests, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged.

2.2. UNASSIGNED MEMBERS

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

2.2.2 Rights and Privileges. An unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not vote on matters described in section 5.2.4 of these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute.

2.2.3 Termination. Unassigned membership in this Chapter is terminated by the death of the member and by resignation or termination of membership in the Institute. The Executive Committee may terminate unassigned membership for indebtedness to the Chapter as provided in section 3.3.2.

2.3. ALLIED AND AFFILIATE MEMBERS

2.3.1 Admission. Every application for admission to allied or affiliate membership in this Chapter shall be promptly acted upon by the Executive Committee.

2.3.2 Admission Fee. Every applicant for an allied or affiliate membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined by the Executive Committee as provided in section 3.0.2 of these bylaws.

2.3.3 Termination. Allied or affiliate membership is terminated by the death or resignation of an ally or affiliate and by the admission or eligibility to be admitted as an assigned or unassigned member. The Executive Committee may terminate the membership of an allied or affiliate member for indebtedness as provided in section 3.3.2 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.3.4 Rights and Privileges of Allied or Affiliate Members. Allied members shall have the rights and privileges specified in the Institute Bylaws. Affiliates in good standing:

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Executive Committee; except as noted elsewhere.
- 2) May attend and speak but may not make motions or vote at any meeting of this Chapter;
- 3) Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter; except as noted elsewhere.
- 4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

2.3.5. Allied Members-Qualifications. Individuals not otherwise eligible for membership in the Institute or the Chapter may become Allied members if they have established professional

reputations, and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, 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.

2.3.6. Student Affiliates-Qualifications. Student Affiliates shall be undergraduate, graduate, or post-graduate students of architecture schools, or secondary school students, within the territory of this Chapter.

2.3.7. Honorary Affiliates.

2.3.7.1 Qualifications. A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith within the territory of this Chapter, may be admitted as an Honorary Affiliate member of this Chapter.

2.3.7.2 Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Chapter. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Executive Committee, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

2.3.7.3 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.3.4 above, Honorary Affiliate members of this Chapter shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3 DUES, FEES AND ASSESSMENTS

3.0. ANNUAL DUES

3.01 Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year.

3.02 Amount of Annual Dues (and Admission Fees). The Executive Committee by the concurring vote of all but one of its entire membership may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees required of allied or affiliate members.

3.03 Dues Upon Admission. A newly admitted assigned, allied, or affiliate member shall pay full annual dues, except that those admitted during the last six months of the year shall pay one-half the annual dues in the year they are admitted.

3.04 Dues for Nonresident Members. Nonresident members shall pay reduced dues. The amount of the reduction shall be determined by the Executive Committee pursuant to section 3.02.

3.05 Not Used

3.06 Hardship Dues Reduction. The Executive Committee may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Executive Committee may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership. Limits of such reductions will comply with AIA National policy.

3.07 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter.

3.1. DEFAULT OF ANNUAL DUES

3.1.1 Annual Dues. Every member who has not paid the entire amount of required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.

3.1.2 Notice of Default to Member. Every member who is in default to this Chapter shall be given 30 days' notice in writing of impending termination because of said default.

3.2. TERMINATION FOR DEFAULT OF DUES OR ASSESSMENTS

3.2.1. Assigned Members. Termination shall be according to AIA Michigan or Institute bylaws and requirements.

3.2.2. Unassigned Members and Affiliates. If an unassigned member or affiliate member is in default to this Chapter for nonpayment of dues, such membership shall be terminated, provided that in all cases such member shall have been given a written notice of impending termination at least 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

ARTICLE 4
CHAPTER RELATIONSHIP TO
OTHER INSTITUTE ORGANIZATIONS

4.0. THE INSTITUTE

4.01. Delegates to Institute Meetings. This Chapter shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws as follows:

4.01.1 Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of this Chapter by the Executive Committee, except that no more than one third of the Chapter's delegation shall be Associates. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

4.1. STATE ORGANIZATION

4.11. AIA Michigan Meetings. This Chapter shall participate in AIA Michigan in the manner provided in the bylaws of that organization.

4.12. Representation on AIA Michigan Board. At the annual meeting of this Chapter, the members in good standing of this Chapter shall elect AIA Michigan Director(s), as required by the State Organization bylaws, to represent the members of this Chapter in AIA Michigan.

4.13. Nominations and Elections. Nominations and elections of AIA Michigan Directors shall be made at the same time and in the same manner as for the officers and directors of this Chapter. Each AIA Michigan Director shall serve for the term of two years, or until a successor is elected or appointed. The Executive Committee shall name the successor of an AIA Michigan Director for the unexpired term created by the resignation or incapacity of any AIA Michigan Director.

ARTICLE 5 CHAPTER MEETINGS

5.0. REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01. Annual Meeting. This Chapter shall hold an annual meeting between the dates of September 15, and November 15 for the purpose of nominating and electing the officers and directors, to succeed those whose terms are about to expire; and for the transaction of such other business as may be appropriate.

5.02. Regular Meetings. This Chapter shall hold regular meetings as designated by the Executive Committee.

5.03. Special Meetings. A special meeting of this Chapter may be called by the President or the Executive Committee and shall be called by the President at the written request of not less than ten percent of the total number of this Chapter's members in good standing. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.1. NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.1.1 Notice of Chapter Meetings. A notice of each meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary, to each member entitled to vote at the meeting. Notice shall be given not less than ten days before the date fixed for the meeting.

5.1.2 Quorum at Meetings. At any meeting of this Chapter, five percent of the membership entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

5.1.3 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The

minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

5.2. DECISIONS AT MEETINGS, ELIBIGILITY FOR VOTING

5.2.1 Majority Vote. Every decision at a Chapter meeting shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or these bylaws.

5.2.2 Roll Call Vote. A roll call vote shall be taken at the call of the presiding officer or whenever one-third of the voting members present so request.

5.2.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter.

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

- 1) Matters so designated elsewhere in these bylaws;
- 2) Elections of Institute Directors;
- 3) Instructions to delegates;
- 4) Any matters relating to membership;
- 5) Voting on dues for Institute Members shall be limited to Architect Members;
- 6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute;

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

ARTICLE 6 THE EXECUTIVE COMMITTEE

6.0. AUTHORITY OF EXECUTIVE COMMITTEE

6.01. Powers. The business of this Chapter shall be managed by the Executive Committee, which shall be composed of the officers and Directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Michigan, the articles of incorporation and by these bylaws.

6.01.1. Custodianship. The Executive Committee shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in the custody of or under the administration of the one of the Officers or Directors. Within the appropriations made therefore, the Executive Committee shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

6.02. Delegation of Authority. Neither the Executive Committee nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws,

unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.

6.03. Freedom from Commitments. No committee, commission, officer, director, member, employee or agent of this Chapter shall initiate or carry on any activity that may commit the Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Executive Committee.

6.1. ELECTION OF OFFICERS (AND DIRECTORS)

6.1.1. Eligibility. Chapter Officers, Chapter Directors, Associate Member Director and AIA Michigan Directors shall be assigned members in good standing. The Student Chapter Member Director shall be a Student Affiliate Member and a member of the American Institute of Architecture Students (AIAS) at the University of Michigan at the time of election. The UMTCAUP Director shall be a faculty member or doctoral student at the University of Michigan Taubman College of Architecture and Urban Planning. Associate members in good standing may constitute up to one third (33%) of the Executive Committee.

6.1.2. Nominations. Nominations for each office (and for each directorship) of this Chapter about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Executive Committee held at least one month prior to the annual meeting, the Executive Committee shall instruct the Nominations Committee to prepare and present to the members a slate or slates of candidates for offices (and directorships). The Student Chapter Member Director shall be nominated and elected or appointed by the University of Michigan AIAS. The UMTCAUP Director shall be appointed by the Chair of Architecture of the University of Michigan Taubman College of Architecture and Urban Planning.

6.1.3. Elections. The nominee for an office (or directorship) who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office (or directorship), the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office (and each directorship) shall be placed by the Secretary on ballots for voting by secret ballot.

6.1.4. Tellers. The President may appoint three tellers, who shall be members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

6.1.5. Tie Votes. In the event of a tie vote, the list of nominees for each office (and each directorship) in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the runoff election shall be elected to the office.

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

6.2. TERMS OF OFFICE OF OFFICERS (AND DIRECTORS)

6.2.1. Term. Each officer (and director) shall serve a term, as noted below, or until a successor has been elected. President, Vice President, Past President, Student Chapter Member Director, UMTCAUP Director, and Associate Member Director one year. Secretary and Treasurer, two years each in staggered terms. Chapter Directors, two years each in successive staggered terms.

AIA Michigan Directors, two years each in staggered terms. All terms shall begin on January 1, following the election, except for the Student Chapter Member Director whose term shall run from September 1 through August 31.

6.2.1.1. Succession. The person elected to the position of Vice President shall have a total term of three years, including succession as defined below. A new Vice President shall be elected each year.

6.2.1.2. Chapter Directors. Two directors shall be elected for each term to occur during an even-numbered year, and one director shall be elected for each odd-numbered year.

6.2.2. Vacancies. If a vacancy occurs in the membership of the Executive Committee other than on account of the regular expiration of a term of office, the Executive Committee shall fill the vacancy for the unexpired term of office.

6.2.3. Resignation. Any officer (or director) may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer (or director).

6.2.4. Removal of Officer (or Director). Any or all of the officers (and directors) may be removed for or without cause by vote of the members at a Chapter meeting which complies with the notice requirements in 5.1.1, or by a mail vote. A majority of those present (or a majority of those voting, for mail votes), but not less than five percent (5%) of the membership, shall be required to remove an officer or director. Any or all of the officers (and directors) may be removed for cause by vote of the Executive Committee; a majority of the Committee (not just of those present) shall be required to remove an officer or director.

6.3. OFFICERS AND DIRECTORS

6.3.1. Officers and Directors. The officers of this Chapter shall be the President, Vice President / President-elect, Secretary and Treasurer. The Directors shall include three Chapter Directors, the AIA Michigan Directors, the immediate Past President, Associate Member Director, the UMTCAUP Director, and Student Chapter Member Director. The number of AIA Michigan Directors shall be determined by the AIA Michigan Bylaws.

6.3.2. The President. The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Executive Committee under the administration and supervision of the Secretary and / or the Treasurer; preside at meetings of this Chapter and of the Executive Committee; appoint, with the concurrence of the Executive Committee, all committees; sign all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter, and shall perform all other duties usual and incidental to the office.

6.3.2.1. Authority. The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Executive Committee. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Executive Committee. The President shall be authorized to sign any check or any financial instrument only in the event of the absence of the Treasurer or the Treasurer's disability to sign.

6.3.2.2. Succession. The President shall succeed to the office of Past President upon expiration of the term of office of the Past President.

6.3.3. The Vice President / President-elect. The Vice President / President-elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Executive Committee or the President.

6.3.3.1. Succession. The Vice President / President-elect shall succeed to the office of President upon expiration of the term of office of the President.

6.3.4. Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Executive Committee, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Executive Committee and this Chapter; and shall perform all other duties usual and incidental to the office.

6.3.4.1. Reports. The Secretary shall furnish the Institute and AIA Michigan with such reports as may be required from time to time and at least annually shall furnish those organizations with the names and addresses of all officers (and directors) of this Chapter.

6.3.4.2. Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Chapter, or the mailing of any attestation or certification required to be given by the Secretary, or the signing of any document requiring the signature of the Secretary.

6.3.5. The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Chapter; prepare the budgets, collect amounts due this Chapter, and give receipts for and have the custody of its funds and monies and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office; and perform all duties usual and incidental to the office.

6.3.5.1. Reports. The Treasurer shall make a written report at the end of the fiscal year and a written report to each regular meeting of the Executive Committee. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

6.3.5.2. Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the signature of the Treasurer, unless such delegation is expressly permitted by these bylaws. The Treasurer may delegate to an assistant treasurer or other assistant employed by this Chapter the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Treasurer.

6.3.5.3. Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

6.3.6. Officer Pro Tem. If any officer is absent or unable to act, the Executive Committee may elect from its membership a president pro tem, a secretary pro tem or a treasurer pro tem, as necessary, who shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

6.3.7. Chapter Directors. The Chapter Directors shall represent the Membership at large. Each Chapter Director shall act as a liaison between the Executive Committee and the Committees as assigned by the Executive Committee.

6.3.7.1. Chapter Communication Responsibilities. A Chapter Director as assigned by the Executive Committee shall serve as a liaison between the Board and the editor of the Chapter's external communication. The Director may serve as the editor, or enlist a volunteer to serve as editor and report to him/her. The Board as a whole may, at its discretion, set priorities or editorial policy for external communication.

6.3.8. AIA Michigan Directors. The AIA Michigan Directors shall represent the Chapter at meetings of AIA Michigan Board and shall attend such meetings as are called by the AIA Michigan Board.

6.3.9. Past President. The main responsibility of the Past President shall be to advise and counsel the President as requested, drawing upon the Past President's experience and contacts. Otherwise, the Past President shall have responsibilities and authority comparable to a Chapter Director.

6.3.10. Other Directors. The Associate Member Director, the UMTCAUP Director, and the Student Chapter Member Director shall represent their respective membership groups, shall take part and vote during deliberations of the Executive Committee where allowed by paragraph 5.2.4, but shall not be eligible for any other office of the Executive Committee.

6.4. MEETINGS OF THE EXECUTIVE COMMITTEE

6.4.1. Meetings Required. The Executive Committee must actually meet in a regular or special meeting in order to transact business.

6.4.1.1. Regular Meetings. The Executive Committee may hold regular meetings.

6.4.1.2. Special Meetings. A special meeting of the Executive Committee shall be held if requested in writing by one-third of the members of the Executive Committee, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the call and notice shall be transacted at the special meeting.

6.4.1.3. Waiver of Notice. Either the call and notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Executive Committee. Any irregularity in, or failure of,

notice of a meeting of the Executive Committee shall not invalidate the meeting or any action taken.

6.4.2. Quorum and Vote. Six Members of the Executive Committee shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Executive Committee members present at the time of the vote shall be the act of the Executive Committee if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

6.4.3. Minutes. The Secretary shall keep written minutes of each meeting of the Executive Committee, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Executive Committee for approval at the next meeting and thereafter signed by the Secretary and filed with the Chapter's records.

6.5. REPORTS OF THE EXECUTIVE COMMITTEE

6.5.1. Report to Members. The Executive Committee shall render a full report in writing at the end of the fiscal year of the condition, interests, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

6.5.2. Report to Institute. The Executive Committee or the Secretary shall make a written report to the Institute at such times as the Institute requests of the matter and in the form required by it.

6.5.3. Report to AIA Michigan. The Executive Committee or the Secretary shall make a written report to AIA Michigan at such times as AIA Michigan requests of the matters and in the form required by it.

6.6. COMMITTEES AND COMMISSIONS

6.6.1. Formation and Composition. The Executive Committee may form committees and commissions to carry out the work of the Chapter. The charge and duration of each committee or commission shall be determined by the Executive Committee. The members of committees and commissions shall be appointed by the President with the concurrence of the Executive Committee. Standing Committees shall include Membership, Programs, Government Affairs, and Nominations.

6.6.2. The Nominations Committee. The Nominations Committee shall include the immediate Past President, the President, and the Vice President.

ARTICLE 7 FINANCES

7.0. FINANCES

7.0.1. Budgets and Appropriations. Prior to the beginning of every fiscal year, the Executive Committee (by the concurring vote of two-thirds of its total membership) shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year. A copy of the approved budget shall be distributed to the membership of the chapter.

7.0.1.1. Budget Adjustments. The Executive Committee, within the aggregate expenditures provided in the budget, may adjust any items of budgeted expense and change appropriations accordingly, and may transfer income additional to budgeted amounts to accumulated capital reserve.

7.0.2. Expenditure Limitations.

7.0.2.1. General. No member, officer, director, committee, commission, employee or agent of the Chapter shall have any right, authority or power to expend any money of the Chapter, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Chapter to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Executive Committee or a specific resolution at a meeting of the Chapter.

7.0.2.2. The Executive Committee. The Executive Committee shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so by two-thirds majority vote at a duly called meeting of the members provided, however, that the Executive Committee may enter leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

7.0.2.3. Reimbursements. Unless otherwise determined by the Executive Committee, the annual budget shall provide for reasonable reimbursement of the expenses for the President or the designated representative to attend the annual meetings of the Institute, AIA Michigan, and the Institute's "Grassroots" meeting, and for the Vice President to attend the Institute's "Grassroots" meeting. Unless otherwise determined by the Executive Committee, the annual budget shall provide reasonable reimbursement of the expense for the AIA Michigan Director(s) to attend meetings of the AIA Michigan Board of Directors. An Executive Director may also be provided funds to attend one or more of these meetings, at the discretion of the executive committee.

7.0.3. Review of Financial Records. At appropriate intervals, the Executive Committee may employ a firm to prepare a compilation of the financial records of the Chapter as the basis for a financial report to the members.

7.0.4. Fiscal Year. The fiscal year of this Chapter shall be January 1, through December 31. The year 2013 shall be divided into two parts. The first portion shall be October 1, 2012 through September 30, 2013. The second portion shall be October 1, 2013 through December 31, 2013.

7.1. REAL AND PERSONAL PROPERTY

7.1.1. Authority. In order to carry on its affairs and exercise its powers this Chapter may acquire and dispose of real and personal property for its own use. The Chapter as a corporation shall not have capitol stock and no part of the income of the corporation shall inure to the private profit of any individual except in payment of authorized services for the administration and conduct of its affairs.

7.1.2. Gifts. Only the Executive Committee shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter; it shall not accept any gift, bequest or

devise that will not promote the objects and purposes of this Chapter, or that will place an undue financial or other burden on this Chapter.

7.2 DIVIDENDS PROHIBITED

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

7.3. INSTITUTE PROPERTY INTERESTS

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

7.4. DISSOLUTION

In the event of dissolution of the corporation, after payment of all debts of the corporation, the remaining property and assets shall be converted or transferred for such non-profit purposes as the assigned Members of the Chapter may determine, except that no funds or property shall revert to or be distributed to members of the Chapter.

ARTICLE 8 GENERAL PROVISIONS

8.0. EXECUTIVE OFFICE

The administrative and executive offices of the Chapter may be in the charge of the Executive Director, who shall be employed by and report to the Executive Committee. The Executive Director shall be responsible for the administration of the affairs of the Chapter and such other duties as the Executive Committee may assign. Specifically, the Executive Director shall:

1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
2. Employ such staff as the Executive Committee may authorize as may be necessary to perform the duties assigned by the Executive Committee;
3. Attend all meetings of the Executive Committee as a member ex officio without vote;
4. Make reports to the Executive Committee on the affairs and business of the Chapter when requested by the Executive Committee.

8.1. RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters relating to membership applications and

bestowal of honorary memberships, shall be open to inspection by any member of this Chapter in good standing.

8.2. PARLIAMENTARY AUTHORITY

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

8.3. LIABILITY, INDEMNIFICATION AND INSURANCE

8.3.1. Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of this Chapter shall not be personally liable for its debts, obligations or liabilities.

8.3.2. Indemnification. If a director or officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, the Executive Committee by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such director or officer for some or all sums paid by him or her in the way of judgments, fines, settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

8.3.3. Insurance. The Executive Committee may authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of this Chapter as may protect them against any liability asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law.

ARTICLE 9 AMENDMENTS

9.0. AMENDMENTS AT MEETINGS OF THIS CHAPTER

9.0.1 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Chapter by two-thirds vote of the members present, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting.

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

9.1 AMENDMENTS BY THE EXECUTIVE COMMITTEE

9.1.1 Conformity with Institute Bylaws. The Executive Committee, without action by a meeting of this Chapter, shall amend any of these bylaws as may be necessary for conformity with

Institute Bylaws or other Institute requirements, or with applicable federal, state, or local laws or regulations. These bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws or other requirements.

9.1.2 Delegation of Authority. The Executive Committee shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this Chapter eligible to vote thereon.