

**BYLAWS**  
*Orlando Chapter of the American Institute of Architects*  
*Latest Update: September 30, 2011*

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

**1.1 Name**

- 1.1.1 This Chapter. The name of this organization is the Orlando Chapter of the American Institute of Architects. Except for reports to government and other instances requiring official identification, the commonly used name for the chapter shall be AIA/Orlando.
- 1.1.2 Related Institute Organizations. In these Bylaws the above named Chapter is referred to as this Chapter; the governing Board of this Chapter is referred to as the Board of Directors; the Florida Association of the American Institute of Architects (FA/AIA) as the State Organization; the Florida/Caribbean as the Regional Organization; The American Institute of Architects as the Institute; and the Board of Directors of the Institute as the Institute Board.

**1.2 Objects and Powers**

- 1.2.1 The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the territory of this Chapter, (which 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 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 standards of people through their improved environment; and to make the profession of ever-increasing service to society).

**1.2.2 Powers**

- .1 Within the territory assigned to it, this Chapter shall represent and act for the Institute under a charter issued to it by the Institute Board. The Institute and this Chapter may act as agent or otherwise, one for the other, or they may delegate such agency or otherwise to a third party, for the purpose of collecting and forwarding dues, action as custodian of funds, or otherwise; provided that the Institute Board and this Chapter execute a written agreement to that effect.
- .2 No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute.
- .3 This Chapter shall cooperate with the State Organization and the Regional Organization to further the interests of the Institute, and by agreement with these organizations, may represent and act for them within the territory of this Chapter.
- .4 This Chapter may establish professional allied, student allied, non resident and

**BYLAWS**  
*Orlando Chapter of the American Institute of Architects*  
*Latest Update: September 30, 2011*

honorary membership categories, under conditions set forth in these Bylaws.

- .5 This Chapter may levy and collect annual dues from its assigned members, intern members, associate members, and allied members; and may levy and collect admission fees of allied members.
- .6 This Chapter may establish Sections of this Chapter when approved by the Institute Board.

**1.3 Organization**

This Chapter is a nonprofit membership corporation duly incorporated on the 8th day of December, 1983, under and by virtue of the provisions of laws of the State of Florida (and is a successor to the Mid Florida Chapter, the American Institute of Architects, an unincorporated association) duly chartered by the Institute on the 1st day of December, 1955.

**1.4 Territory**

The territory within which this Chapter shall represent and act for the Institute is that described in its charter or otherwise prescribed by the Institute. The territory of this Chapter is Lake, Orange, Osceola, Seminole, Volusia and Flagler Counties.

**ARTICLE 2. MEMBERSHIP.**

**2.1 Members: General Provisions**

- 2.1.1 Categories of Membership. The membership of this Chapter shall consist of:
  - a) Architect, Intern and Associate members of the Institute who have been assigned to the Chapter per paragraph 2.2.
  - b) Professional Allied members may be admitted as provided in paragraph 2.5.
- 2.1.2 Definitions. In these bylaws, Architect, Intern, and Associate members who have been assigned to this Chapter are referred to as "assigned members". The term Assigned member shall refer to members who have been admitted to membership in this Chapter pursuant to paragraph 2.2 of these bylaws.
- 2.1.3 Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.
- 2.1.4 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 for at least 18 consecutive months. 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 7.

**BYLAWS**  
***Orlando Chapter of the American Institute of Architects***  
***Latest Update: September 30, 2011***

- 2.1.5 **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 will be announced to the membership in its official publication.
- 2.1.6 **Annual Dues and Assessments.** Every member of this Chapter shall pay the affixed annual dues and assessments of this Chapter as determined in Article 7.
- 2.1.7 **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.
- 2.1.8 **Good Standing Defined.** A member is not in good standing in this Chapter if and while in default of dues and assessments to either this Chapter, Florida Association/AIA or the Institute, as applicable.
- 2.1.9 **Loss or Suspension of Interest, Rights and Privileges.** An "assigned" member who resigns, or whose membership is canceled by the Institute loses all rights to use the Chapter's or Institute's name, initials, or seal, until such member is reinstated in good standing.
- 2.2 **Assigned Members**
- 2.2.1 **General.** The qualifications, rights and privileges of assigned Architect, Intern and Associate members shall be as provided in the Institute bylaws, (AIA Institute Bylaws Sections 2.0 through 4.36, July 1991 Edition).
- 2.2.2 **Definition - Architect.** Architect members are legal residents of, and 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 of the Institute.
- 2.2.3 **Definition - Intern.** Intern members are individuals without architectural licenses 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.
- 2.2.4 **Definition - Associate.** Associate members are individuals without architectural licenses from a U.S. licensing authority but who are ineligible for Intern membership and meet any of the following criteria:
1. Those who are employed under the supervision of an architect in a professional or technical capacity directed related to the practice of architecture, or,
  2. Those who have degrees from a school of architecture.
  3. Those who are faculty members in university programs in architecture and

**BYLAWS**  
***Orlando Chapter of the American Institute of Architects***  
***Latest Update: September 30, 2011***

who are actively involved in research, administration or the teaching of architecture.

4. Those who have an architectural license or the equivalent from a non-US 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.

2.2.5 **Actions on Applications.** Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Chapter Secretary shall, within 30 calendar days after the date the application was filed, make a recommendation to the Institute Secretary to accept or deny the application.

2.2.6 **Transfers.** The Chapter shall not delay or impede the transfer of any assigned member in good standing who has applied for assignment to another chapter of the Institute.

2.2.7 **Termination.** Members in this Chapter are terminated by death, resignation or termination of membership by the Institute, or transfer to another chapter.

2.2.8 **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.

### **2.3 Unassigned Members**

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

2.3.2 **Rights and Privileges.** An unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not vote on matters described in paragraph 4.3.4 of these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute.

2.3.3 **Termination.** Unassigned membership in this Chapter is terminated by the death of the member and by resignation or termination of membership in accordance with paragraph 2.1.7 of these bylaws. The Board of Directors may terminate unassigned membership in this Chapter for indebtedness to it.

### **2.4 Allied Members**

2.4.1 **Categories of Membership.** The categories of Allied membership shall consist of:  
a) Professional Allied.

**BYLAWS**  
***Orlando Chapter of the American Institute of Architects***  
***Latest Update: September 30, 2011***

- 2.4.2 **Rights and Privileges.** Allied members may serve in any capacity on committees, attend meetings and conventions, and participate in the scheduled activities of this Chapter. They may not vote (except on committees), make motions or be appointed as a delegate or serve in any other policy setting position, nor may they print or permit to be printed in any way the name, initials, emblem, seal, symbol, or insignia of the Institute, Florida Association/AIA or this Chapter.
  - 2.4.3 **Admission.** Every application for admission to Allied membership in this Chapter shall be promptly acted upon by the Board of Directors.
  - 2.4.4 **Transfers.** Any Allied member in good standing who has a change of residence and/or place of business from the territory of this Chapter to the territory of another chapter, may be transferred to the other chapter by the Board of Directors, provided that the applicant applies for the transfer in writing and the Board of Directors and the other chapter mutually agrees to said transfer. Under similar circumstances, Allied members transferred by other chapters may be admitted to this Chapter by the Board of Directors without examination, provided that a written application for membership is filed and appropriate dues collected.
  - 2.4.5 **Admission Fees.** There is no admission fees established for Allied membership other than those outlined in Article 7.
  - 2.4.6 **Termination.** Allied membership is terminated by death, resignation, or termination of membership by the Institute, Florida Association/AA or this Chapter. The Board of Directors may terminate the membership of an Allied member not in good standing or for conduct detrimental to the interests of the Chapter as provided for in Article 10.
- 2.5 **Professional Allied Members**
- 2.5.1 **Definition.** Professional Allied members are individuals who are employed outside of architectural practice, but who are registered to practice their professions where such requirements exist, or are involved in positions allied to the field of architecture. Professional Allied members may consist of landscape architects, engineers, interior designers, contractors, artists, journalists, manufacturing, government, planners, education, and/or other fields allied to architecture. Professional Allied members may also consist of 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.
  - 2.5.2 **Rights & Privileges.** In addition to the rights and privileges set forth in paragraph 2.4.2, they shall not be eligible to serve as an officer. They may serve as Professional Allied Director on this Chapter's Board of Directors, without a vote, except to vote on dues of Professional Allied Members. They may serve and/or chair a committee as approved by the Board of Directors.

**BYLAWS**  
*Orlando Chapter of the American Institute of Architects*  
*Latest Update: September 30, 2011*

**ARTICLE 3. CHAPTER REPRESENTATION IN RELATED INSTITUTE ORGANIZATIONS**

**3.1 The Institute**

**3.1.1 Delegates to Institute Meetings.** The assigned members (represented by the Officers and the Board of Directors) of this Chapter in good standing shall select the number of members' delegates they are entitled to represent the Chapter at meetings of the Institute.

**3.1.2 Representation.** This Chapter and its members shall be represented at meetings of the Institute as provided in the Institute Bylaws.

**3.1.3 Nominations for Institute Directors.** Whenever the office of directorship for the region within which the Chapter is located is about to become vacant, the Board of Directors, or the Chapter in meeting assembled, shall select a nominee or nominees for the office, and transmit the nominations to the Institute Secretary within the period of time fixed by the Institute Secretary. Nominations for directors may also be made by petition containing the signatures of not less than ten members in good standing who are assigned members of Chapters in the region.

**3.1.4 Elections of Institute Directors.** Elections of directors shall be held, in accordance with the Institute Bylaws.

**3.1.5 Reports.** The Secretary shall furnish the Institute with such reports as may be required from time to time; shall, at least annually, furnish the Institute Secretary with the names and addresses of all officers and assigned members of this Chapter required to keep the Institute's records up to date and complete; and shall periodically report all resignations, requests for transfer or defaults of its assigned members.

**3.2 Regional Organization**

**3.2.1 Delegates to Regional Organization Meetings.** The assigned members (represented by the Officers and the Board of Directors) of this Chapter in good standing shall select delegates to represent the Chapter at meetings of the Regional Organization.

**3.2.2 Representation.** This Chapter shall have representation in the Regional Organization as provided in the Bylaws of the Regional Organization. The President or another officer appointed by the Executive Committee shall be a representative of (the members of) this Chapter in the Regional Organization.

**3.2.3 Reports.** The Secretary shall furnish the Regional Organization with such reports as may be required from time to time.

**3.3 Florida Association/AIA (FA/AIA)**

**3.3.1 Delegates to FA/AIA Meetings.** The assigned members of this Chapter in

**BYLAWS**  
***Orlando Chapter of the American Institute of Architects***  
***Latest Update: September 30, 2011***

good standing shall select directors to represent them at meetings of the FA/AIA from among the assigned members of this Chapter in the number prescribed in the Bylaws of the FA/AIA.

- 3.3.2 Representation. This Chapter shall have representation in the FA/AIA as provided in the Bylaws of the Florida Association/AIA.
- 3.3.3 Directors. At the annual meeting of this Chapter, the assigned members of this Chapter in good standing shall elect one or more additional Directors, as may be required by the FA/AIA Bylaws, to represent (the members of) this Chapter in the FA/AIA Board of Directors a term of two years. Directors shall be elected from assigned members only. At least one alternate Director, but not more than two alternate representatives, shall be elected, who shall serve in the absence of the elected Director or Directors.
- 3.3.4 Nominations and Elections. Nominations and elections of Directors shall be made at the same time and in the same manner as for the Officers and Directors of this Chapter.
- 3.3.5 Duties of Directors. Directors of (the members of) this Chapter shall act for an in their behalf in all matters that may properly come before the FA/AIA.
- 3.3.6 Term of Directors. Each Director shall serve for the term of two years, or until a successor is elected or appointed. Terms of office shall be staggered to allow half (or nearly half) to be elected each year. The Executive Committee shall name the successor of a Director for the unexpired term created by the resignation or incapacity of any Director except that the Vice President shall serve in the case of resignation or incapacity of the President.
- 3.3.7 Expenses of Directors. Unless otherwise provided in the Florida Association/AIA Bylaws, the expenses of the Directors, in an amount to be approved by the Board of Directors shall be defrayed in an amount not to exceed the actual hotel and necessary traveling expenses to the Florida Association/AIA meetings.
- 3.3.8 Reports. The Secretary shall furnish the Florida Association/AIA such reports as may be required from time to time; shall, at least annually furnish the Secretary of the Florida Association/AA with the names and addresses of all officers, directors and members of this Chapter required to keep the FA/AIA records up to date and complete; and shall periodically report all resignations, suspensions, expulsions or defaults of its members.
- 3.3.9 Dues to the Florida Association/AIA. Each member of this Chapter shall pay annual dues and assessments levied by the FA/AIA in the amounts and at the times required by it for its support, in addition to Chapter dues and assessments.

**BYLAWS**  
*Orlando Chapter of the American Institute of Architects*  
*Latest Update: September 30, 2011*

**ARTICLE 4. MEETINGS**

**4.1 Meetings**

- 4.1.1 Annual Meetings.** This Chapter shall hold an annual meeting during the month of September unless an alternative date prior to November 30 is selected by 2/3 vote of the Board for the purpose of nominating and electing the officers, directors and representatives to the Florida Association/AIA to succeed those whose terms are about to expire; for receiving the annual reports of the Executive Committee and the Treasurer, approving the dues, and for the transaction of such other business as may be appropriate.
- 4.1.2 Regular Meetings.** This Chapter shall hold regular meetings on a monthly basis or as determined by the Executive Committee of the Chapter.
- 4.1.3 Special Meetings.** A special meeting of this Chapter may be called by a meeting of this Chapter, or by the Executive Committee, or by a written petition to the Executive Committee signed by not less than 35 percent of the total number of assigned members of this Chapter then in good standing, provided that the purpose of such meeting is set forth in the meeting notice. No other business than that specked in the call and notice of the special meeting shall be transacted hereat' and all rules and procedures at the meeting shall be the same as those for an annual meeting.

**4.2 Notice; Quorum; Minutes**

- 4.2.1 Notices and Calls of Meetings.** A notice of each meeting of this Chapter, stating the time and place thereof, shall be served by the Secretary on every member, by mailing it to the address of such member on file with the Secretary. Notice of each meeting of this Chapter shall be served on each member of the Association by letter, electronic notice, or in an official publication of the Association. The notice of each regular meeting, and the call and notice of each special meeting, shall be sent at least 7 calendar days before the fixed date for the meeting, unless a longer notice shall be required by law, and the time of serving shall be deemed to be the date on which the notice or the call was mailed prior to the meeting.
- 4.2.2 Quorums at Meetings.** A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless otherwise required by law, a quorum shall be 10 percent of the total number of the assigned members of this Chapter, or 20 such members, whichever is the greater number.
- 4.2.3 Minutes of Meetings.** Written minutes of every meeting of this Chapter, recording the matters before the meeting and every action taken thereat, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary and approved at a subsequent meeting of this Chapter.

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

**BYLAWS**  
***Orlando Chapter of the American Institute of Architects***  
***Latest Update: September 30, 2011***

- 4.3.1 **Majority Vote.** Every decision at a meeting shall be by a majority vote of those present and eligible to vote, unless otherwise required by these Bylaws.
- 4.3.2 **Roll Call Vote.** A roll call vote shall be taken whenever one-third of the voting members present shall so require.
- 4.3.3 **Proxies.** Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter, except that any vote may be taken by mail ballot as provided in Paragraph 4.5.1.
- 4.3.4 **Limitations on Voting Eligibility.** Only assigned members in good standing may vote on the following matters:
  - .1 Amendments to these Bylaws relating to assigned members;
  - .2 Matters so designated elsewhere in these Bylaws;
  - .3 Elections of Chapter officers and directors; Institute Directors; delegates to meetings of the Institute and the Florida/Caribbean Region and FA/AIA; and Directors to the FA/AIA.
  - .4 Instructions to delegates;
  - .5 Any matters relating to membership, such as passing on admission of applicants;
  - .6 Chapter dues and assessments of assigned members, except that voting on dues and assessments for Institute members shall be limited to Institute members;
  - .7 Other matters relating to the government, meetings, affiliations, budget and finances of the Institute and this Chapter.
  - .8 All other matters so ruled by the Chair, such rulings being reversible only by a two-thirds vote of the assigned members present and voting at the meeting.
- 4.4 **Election of Officers & Directors**
  - 4.4.1 **Nominations.** Nominations for each office and each directorship of this Chapter about to become vacant shall be made at the Annual Meeting from the floor. However, at the meeting of the Executive Committee held at least one month prior to the Annual Meeting, the Executive Committee may select a nominating committee to prepare and present to the members slates of candidates for office and directorships.
  - 4.4.2 **Voting; When Required.** If there is only one nominee for any office or directorship, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office and each directorship shall be placed by the Secretary on ballots for the voting thereof by the meeting. Such voting shall be by secret ballot in accordance with the procedure prescribed therefor by law and the provisions of Paragraph 4.5.
- 4.5 **Balloting Procedures**

**BYLAWS**  
*Orlando Chapter of the American Institute of Architects*  
*Latest Update: September 30, 2011*

- 4.5.1 **Mail Ballot.** Any vote that may be taken at a meeting of this Chapter maybe taken by direct mail ballot of the members of this Chapter, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Chapter.
- 4.5.2 **Results.** The President shall announce to the meeting the results of all balloting, and shall declare all elections.
- 4.5.3 **Election.** The nominee for an office or directorship who receives a majority of the ballots cast for the office or directorship shall be elected thereto.
- 4.5.4 **Tie Votes.** In the event of a tie vote, the list of nominees for each office and each directorship in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the run-off election shall be elected to the office.

**ARTICLE 5. THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE**

- 5.1 **Membership of the Board of Directors.** The Board of Directors shall consist of the following Directors: the President, who shall be chair, the Vice President/president Elect, the Secretary, the Treasurer, the Immediate Past President, each State Director of the Florida Association/AIA and four (4) Directors at Large. Also the following will be Directors without vote: an Associate Director, a Professional Affiliate Director, the President of each section. The Executive Director shall serve without vote.
- 5.2 **Authority of the Board of Directors**
  - 5.2.1 **Powers.** The management, direction, control and administration of the property, affairs and business of this Chapter shall be vested in the Board of Directors, which shall exercise all authority, rights and powers granted to it by the laws of the State of Florida and by these Bylaws.
  - 5.2.2 **Custodianship.** The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these Bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these Bylaws to forward the objects of this Chapter.
  - 5.2.3 **Awards.** As funds or other means become available, this Chapter may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Chapter. Each award shall be bestowed for and on behalf of this Chapter by the concurring vote of all but one of the Executive Committee, after due consideration of the nominees and their work, or as may be specked for a particular award. The token of each award shall be in the form of a medal, an embossed certificate, a scholarship or otherwise as the Board of Directors shall determine.

**BYLAWS**  
*Orlando Chapter of the American Institute of Architects*  
*Latest Update: September 30, 2011*

5.2.4 **Delegation of Authority.** The Board of Directors may delegate (to the Executive Committee) any of the authority, rights or power conferred by law of the Bylaws, unless such delegation is specifically prohibited by these Bylaws and is not contrary to law.

**5.3 Terms of Office of Officers and Directors**

5.3.1 **Term.** The term of office for each officer or director shall be as follows: President (1 year); Associate Director (1 year); Affiliate Director (1 year); Vice President/President Elect (1 year per office = 2 years cumulative); Secretary (2 years); Treasurer (2 years) to be elected in alternate years; FA/AIA State Directors (2 years) to be elected per Article 3.3.6; Chapter Directors at Large (2 years) to be elected two per year. Section Presidents and Immediate Past Presidents shall serve by virtue of their office.

5.3.2 **Vacancies.** If a vacancy occurs in the membership of the Board other than on account of the regular expiration of office, the Executive Committee shall recommend a replacement to serve the remainder of the unexpired term of office. This recommendation is to be approved by the Board of Directors.

**5.4 Meetings of the Board of Directors**

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

5.4.2 **Regular Meeting of the Board of Directors.** The Board of Directors shall hold a regular meeting monthly or at the time and place last determined by it.

5.4.3 **Special Meetings.** A special meeting of the Board of Directors shall be held if requested in writing by a majority of the members of the Board of Directors, or at the call of the President. Shall give notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted thereat, and only the business stated in the call and notice shall be transacted at the special meetings.

5.4.4 **Officer Pro Tem.** In the absence of the President and Vice President, the Secretary or the Treasurer, the Board of Directors shall elect from its membership a chairman pro tem a secretary pro tem or a treasurer pro tem as the case may be. Each such officer shall serve until the regularly elected official is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

**5.5 Notices and Calls of Meetings**

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

**BYLAWS**  
***Orlando Chapter of the American Institute of Architects***  
***Latest Update: September 30, 2011***

**5.5.2 Waiver of Notice.** Either the call and notice or any limitations as to the business to be transacted, or both may be waived by the written consent of every member or the Board of Directors.

**5.5.3 Irregularity in or Failure of Notice.** Any irregularity in or failure of notice of a regular meeting of the Board of Directors shall not invalidate the meeting or any action taken thereat.

**5.6 Quorum at Meetings; Decisions; Minutes**

**5.6.1 Quorum.** The majority of the Board of Directors shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

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

**5.6.3 Minutes.** Written minutes of every meeting of the Board of Directors, recording the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary.

**5.7 Reports of the Board of Directors**

**5.7.1 Report to Members.** The Board of Directors may render a report in writing at each annual meeting of this Chapter of the condition, interest, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

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

**5.8 Executive Committee**

**5.8.1 Composition.** There shall be an Executive Committee of the Board composed of the President, the Vice President/President Elect, the Secretary, the Treasurer, and the Immediate Past President who shall serve on the Executive Committee the year following his/her term as President. The Executive Director shall serve without vote.

**5.8.2 Powers Delegated to the Executive Committee.** The Executive Committee shall have full authority, right and power to act for the Board during periods between Board meetings on all matters except that it shall not:

- .1 adopt a general budget;**
- .2 change the policies, rules of the Board or the Bylaws;**
- .3 make an award of honor;**

**BYLAWS**  
*Orlando Chapter of the American Institute of Architects*  
*Latest Update: September 30, 2011*

- .4 purchase, sell, lease or hypothecate any real property;
- .5 form an affiliation;
- .6 fix assessment and annual dues, however, it shall be allowed to act for the Board on any of the foregoing accepted matters.

**5.8.3 Decisions of the Executive Committee.**

- .1 The President, who shall be the Chair of the Executive Committee shall fix the time and place for the meetings of the Executive Committee.
- .2 A quorum of two-thirds (2/3) of its members shall be necessary in order to transact business at a meeting.
- .3 The Executive Committee must actually meet in order to transact business, otherwise the acts and decisions of the Executive Committee are not binding on the Board of the Chapter.
- .4 The actions of the Executive Committee shall be recorded in minutes and ratified by the Board at its meeting following such action.

**ARTICLE 6. OFFICERS**

**6.1 Officers.** The Officers of this Chapter shall include a President, Vice President/President Elect, a Secretary, and a Treasurer.

**6.2 The President**

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

**6.2.2 Authority.** The President shall act as a 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.

**6.3 The Vice President/President Elect**

**BYLAWS**  
*Orlando Chapter of the American Institute of Architects*  
*Latest Update: September 30, 2011*

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

**6.3.2 Succession.** The Vice President/President Elect shall succeed to the office of President upon expiration of the term of office of the President.

**6.4 The Secretary**

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

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

**6.5 The Treasurer**

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

**6.5.2 Reports.** The Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report, and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

**6.5.3 Delegation of Authority.** The Treasurer shall not authorize any person other than the

**BYLAWS**  
***Orlando Chapter of the American Institute of Architects***  
***Latest Update: September 30, 2011***

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

- 6.5.4 Succession.** When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement and audit, all the records and books of account, and all monies, securities and other valuable items and papers belonging to this Chapter that are in the Treasurer's custody and possession. The incoming Treasurer shall check the same, and if found correct, shall give to the retiring Treasurer a receipt thereof and a complete release of the retiring Treasurer from any future liability.
- 6.5.5 Liability.** The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in capital, surplus, income or reserve of fund or account resulting from any acts performed in good faith in conducting the usual business of the office.
- 6.5.6 Fidelity Bond.** The Treasurer and any assistant treasurer shall furnish and maintain a fidelity bond in favor of this Chapter in a sum which shall be fixed from time to time by the Executive Committee, but which shall not be less than \$25,000. Such bond shall be issued by a surety company, in the event of the death, resignation or removal from office of the Treasurer, of any and all loss this Chapter may sustain of monies, funds, securities, negotiable instruments or other personal property belonging to this Chapter that may have come into the hands or possession of the Treasurer, including that for which the Treasurer is responsible.

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

**7.1 Annual Dues**

- 7.1 .1 Amount of Annual Dues and Admission Fees.** The Board of Directors (by the majority vote of its entire membership) may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year (and the amount of admission fees required of affiliate members). This amount shall be approved by majority vote of the membership attending the Annual Meeting.
- 7.1.2 Period of Annual Dues.** Dues shall be due and payable to this Chapter on the first day of each fiscal year.
- 7.1.3 Individual Exemption from Payment of Dues.** A member of this Chapter who is exempted from the payment of dues to the Institute shall be exempted from payment of

**BYLAWS**  
***Orlando Chapter of the American Institute of Architects***  
***Latest Update: September 30, 2011***

annual dues to this Chapter.

7.1.4 Notwithstanding the foregoing, annual Chapter dues will be due and payable consistent with the Institute Bylaws and Rules of the Board, including any applicable dues payment plans approved by the Institute Board of Directors.

**7.2 Assessments**

7.2.1 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of the assigned Institute members present at a meeting, may levy an assessment on its assigned Institute members; by the concurring vote of not less than two-thirds of the total number of its members may levy an assessment on its affiliate members. The amount of the assessment on each member, respectively, in any fiscal year, shall not exceed 25 percent of the amount of the annual dues.

7.2.2 Notice of Assessment. Notice of the intention to levy an assessment stating the amount of and the reasons and necessity for the assessment, when it shall be payable, and the time within which it must be paid before a member will be in default for non-payment, shall be mailed to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

**7.3 Default of Annual Dues & Assessments**

7.3.1 Due Date for Annual Dues. Every member who has not paid the entire amount of the required annual dues for the then current fiscal year on or before the last day of that fiscal year shall be in default for the unpaid amount.

7.3.2 Due Date for Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.

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

**7.4 Termination or Suspension for Default of Dues or Assessments**

7.4.1 Assigned Members. If an assigned member is in default to this Chapter for nonpayment of dues and assessments at the end of the fiscal year, the Secretary or the Board of Directors shall so advise the Institute Secretary, and request termination of that membership.

7.4.2 Unassigned and Allied Members. If an unassigned member or allied member is in default to this Chapter for nonpayment of dues and assessments at the end of the fiscal year, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least thirty days prior to the effective date of such action, during

**BYLAWS**  
*Orlando Chapter of the American Institute of Architects*  
*Latest Update: September 30, 2011*

which period the member shall remain in good standing and such default may be cured.

**7.5 Finances**

**7.5.1 Budgets and Appropriations.** Prior to the beginning of every fiscal year and/or calendar year, the Board of Directors (by the concurring vote of two-thirds of its total membership) shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year, make annual appropriations and authorize expenditures in accordance with the budget, and authorize the Treasurer to pay the authorized expenditures when due.

**7.5.2 Fiscal Year.** The fiscal year of this Chapter shall be from 1 January to 31 December.

**ARTICLE 8. PROPERTY, RIGHTS & PRIVILEGES**

**8.1 Acquisition of Property**

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

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

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

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

**8.4 Suspension of Interests, Rights and Privileges; Good Standing Defined.** A member is not in good standing in this Chapter while under charges of unprofessional conduct, and is not in good standing and shall be under suspension if and while in default of dues or other obligations to either this Chapter or the Institute. Immediately upon the suspension of a member, the member's rights in this Chapter and the Institute are withdrawn until the member is restored to good standing, except that periodical publications and other regular mailings may be continued if dues are paid.

**ARTICLE 9. COMMITTEES AND COMMISSIONS**

**BYLAWS**  
*Orlando Chapter of the American Institute of Architects*  
*Latest Update: September 30, 2011*

- 9.1 **Composition.** The committees, their membership, terms of office, and duties shall be as determined by the Board of Directors. The membership, terms of office and duties of each committee shall be prescribed by the body that established it, but the Board of Directors may assign additional duties to any committee at any time.
- 9.2 **Committee Members.** The members and the chair of every committee are to be members in good standing as defined in these bylaws.
- 9.3 **Reports.** Every committee chair shall make a report, either verbal or written, at such times as the Board of Directors requests such reports.

**ARTICLE 10. PROFESSIONAL CONDUCT AND DISCIPLINE**

**10.1 Code of Ethics and Professional Conduct**

10.1.1 **Institute Code.** The Code of Ethics and Professional Conduct of the Institute shall apply to the professional activities of the members of this Chapter, and every interpretation made by the Institute Board of Directors shall be deemed to be the interpretation of this Chapter.

10.1.2 **Chapter Amendments Prohibited.** No amendment or interpretation of the Code of Ethics and Professional Conduct shall be made by this Chapter.

**10.2 General Provisions Relating to Hearings and Procedure**

10.2.1 **Confidentiality.** The charges, evidence and action of the Executive Committee in any case of unprofessional conduct shall not be made public. Charges of unprofessional conduct shall be made only in executive session and all proceedings of and before the meeting at which such charges are made shall be and remain confidential.

**ARTICLE 11. GENERAL PROVISIONS**

11.1 **Executive Office.** The executive offices of this Chapter shall be located at the business address of the Chapter's Executive Director.

11.2 **Records open to Members.** The correspondence and the minute books, the Treasurer's books of account, and the Secretary's records of this Chapter, except confidential matters relating to charges of unprofessional conduct, membership applications, and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Executive Committee, by any member.

11.3 **Parliamentary Authority.** The rules contained in Robert's "Rules of Order Newly Revised" shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board of Directors, the Executive Committee, and the Chapter committees in all cases in which the said Rules of Order are applicable and insofar as they are not consistent or in

**BYLAWS**  
*Orlando Chapter of the American Institute of Architects*  
*Latest Update: September 30, 2011*

conflict with law, these Bylaws, or the rules and regulations adopted by this Chapter or by the Board of Directors.

**11.4 Liability, Indemnification and Insurance**

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

**11.4.2 Indemnification.** To the greatest extent authorized or permitted by law, this Chapter shall defend, indemnify, and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director or employee of this Chapter or in any other capacity at the request of this Chapter; provided that such person shall have acted in good faith for a purpose which he or she reasonably believed to be in the best interests of this Chapter; has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advice of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe his or her conduct to be unlawful.

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

**ARTICLE 12. AMENDMENTS**

**12.1 Amendments at Meetings of this Chapter**

**12.1.1 Notice of Proposed Amendments.** These Bylaws may be amended at any meeting of this Chapter, provided that a notice mailed or electronic stating the purpose of each proposed amendment and the reason therefore and a copy of the proposed amendment is sent to every member eligible to vote on the amendment not less than 30 days prior to the date of the meeting at which the proposed amendment is to be considered.

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

**BYLAWS**  
***Orlando Chapter of the American Institute of Architects***  
***Latest Update: September 30, 2011***

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

**12.2 Amendments by the Board of Directors**

12.2.1 **Conformity with Institute Bylaws.** The Board of Directors, without action by a meeting of this Chapter, may amend any of these Bylaws as may be necessary for conformity with Institute Bylaws. These Bylaws, and any amendment to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws.

12.2.2 **Delegation of Authority.** The Board of Directors 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.

End of Bylaws - latest update 9/30/2011  
kdj