



AIA Dayton

CHAPTER BYLAWS

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ARTICLE 1
ORGANIZATION

1.0 GENERAL PROVISIONS

1.0.1 Name. The name of this organization is Dayton Chapter, 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 Dayton.

1.0.1.1 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the Board of Directors; AIA Ohio, a Society of The American Institute of Architects as the State Organization; the Ohio Valley Region of The American Institute of Architects as the Regional Organization; The American Institute of Architects as the Institute; and the Board of Directors of the Institute as the Institute Board.

1.0.2 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, so long as the exercise of such powers are activities permitted to the corporation qualifying under Section 501(c)6 of the Internal Revenue Code of 1986, and are conducted for the purposes set forth herein and in the Articles of Incorporation. 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.

1.0.3 Domain. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. The territory of this Chapter is described as follows: Champaign, Clark, Darke, Greene, Logan, Miami, Montgomery, Preble, and Shelby Counties located in the state of Ohio.

1.0.4 Organization. This Chapter is a non-profit membership corporation incorporated in the State of Ohio on April 21, 1964 under and by virtue of the provisions of Ohio revised code section 1702.01 and 1702.08, inclusive, and is successor to the Dayton Chapter, The American Institute of Architects, an unincorporated association duly chartered by the Institute on the 23rd day of February, 1900.

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

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

1.1 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 (2/3) vote of the Board of Directors and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.1.2.1 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.

1.1.2.2 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 Board of Directors has voted to be so bound or obligated.

1.1.2.3 Termination. Any affiliation may be terminated by majority vote of the Board of Directors upon such notice to the affiliated organization as may be required in the agreement of affiliation.

1.1.3 Student Chapter. This Chapter may establish and sponsor Student Chapters in schools of Architecture located within the general area of this Chapter, under conditions established by the Institute Board.

1.1.4 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

1.2.1 Endorsements. Neither this Chapter, nor the Board of Directors, any Chapter committee, nor any of its officers, directors, committee members, executive director, 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:

- 1) 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
- 2) the Affiliate members 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 by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws. The term "affiliate" shall refer to student, professional, 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 reside and have their principal place of business outside the territory of the chapter and not in the territory of another chapter. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category.

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 will be announced at the next regular meeting of this Chapter and in the next issue of the Chapter's official publication.

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. An individual under suspension for violation of the Code of Ethics and Professional Conduct is not in good standing.

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,

symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.

2.1 ASSIGNED MEMBERS

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

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

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

2.1.4 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.

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

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

2.1.7 Architect Members – Rights and Privileges.

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

- a) the initials AIA as a suffix to their names and
- b) the titles Member of The American Institute of Architects and Member of AIA Dayton, A Chapter of The American Institute of Architects.

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

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

- a) To serve as voting members on sections, chapter and state boards.
- b) To speak and vote in section, chapter, state, and regional meetings on business matters and in elections on all issues.
- c) To be appointed as members of committees at all levels of the institute.
- d) To serve as chapter delegates to state, regional, and national AIA conventions.
- e) To participate in all institute group insurance, retirement, and other benefit programs.
- f) To serve as a national officer, national director, component officer or chair a national committee.

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

- 1) Those who are eligible by education or experience and are employed, enrolled or participating in circumstances recognized by licensing authorities as constituting credit toward architectural licensure ,or
- 2) Those who are employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture, or
- 3) Those who have a professional degree in architecture, or

- 4) Those who are faculty members in university programs in architecture and who are actively involved in research, administration or the teaching of architecture, or
- 5) Those who have an architectural license or the equivalent from a non-U.S. licensing authority and demonstrate honorable standing in the profession in the locale in which they are licensed. Such persons may be resident within or outside the U.S.

2.1.9 Associate Members – Rights and Privileges.

2.1.9.1 Title. Associates in good standing may indicate that they are Associates of The American Institute of Architects, subject to applicable state laws, and may use the title Associate AIA, but not AIA Associate or the initials AIA alone, as a suffix to their names.

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

2.1.9.3 Privileges. Associates shall have the same rights and privileges as Architect members, except as noted below and in Sections 2.1.9.1 and 2.1.9.2 above:

- a) Associates may not hold more than two seats or one-third (1/3) of the total seats, whichever number is greater, on section, chapter, or state organization boards.
- b) Associates may not vote on dues for Architect members.
- c) Associates may not constitute more than one-third of any component delegation to state, regional, and national AIA conventions.
- d) Associates shall not be eligible to serve as a national officer, regional director, component officer, or on the National Ethics Council.

2.1.9.4 Advancement from Associate to Architect Membership. An Associate who receives an initial license to practice architecture thereby becomes eligible for Architect membership and may not renew membership as an Associate.

2.2 UNASSIGNED MEMBERS

2.2.1 Admission. The Board of Directors, without action by the Institute, shall admit to Unassigned Membership any Assigned Member of another Chapter, provided that the Member applies for such membership in writing directly to the Board of Directors and if accepted, the Board of Directors shall enroll within thirty days, and Member so applying.

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 Board of Directors 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 affiliate membership in this Chapter shall be promptly acted upon by the Board of Directors.

2.3.2 Admission Fees. Every applicant for an Affiliate membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined by the Board of Directors as provided in section 3.0.2 of these bylaws.

2.3.3 Termination. Affiliate membership is terminated by the death or resignation of the member and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an 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 Affiliate Members. Affiliate 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 Board of Directors;
- 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;
- 4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

2.3.5 Professional Affiliates.

2.3.5.1 Qualifications. Individuals not otherwise eligible for membership in the Institute or the chapter may become Professional Affiliate 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. Professional Affiliate members may include engineers, planners, landscape architects, interior designers, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields affiliated with architecture who the chapter believes will provide a meaningful contribution by reason of their employment or occupation

2.3.6 Student Affiliates.

2.3.6.1 Qualifications. Student Affiliates shall be undergraduate 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 affiliated 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 Board of Directors. 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 Board of Directors, 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 may use the title "Honorary Affiliate of AIA Dayton, A Chapter of The American Institute of Architects, and 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

3.0.1 Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues to this Chapter, State and National on or before January 15 of each year.

3.0.2 Amount of Annual Dues. The Board of Directors by the concurring vote of all but one of the Board 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. The Board of Directors shall review and approve the dues structure, by a concurring majority vote, prior to the end of each fiscal year.

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

3.0.4 Dues Incentive Programs. The Board may choose to adopt dues incentive programs at the chapter level that mirror incentive programs adopted by AIA National that reduce dues for recent graduates, new members, and those advancing to Architect membership.

3.0.5 Adjustment of Annual Dues and Admission Fees. This Chapter, by the concurring vote of not less than two-thirds of the total number of assigned members present at the annual meeting, may adjust any increase in dues or admission fees approved by the Board of Directors for the immediately succeeding fiscal year for any membership class.

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

3.0.7 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board of Directors pursuant to section 3.0.2.

3.1 ASSESSMENTS

3.1.1 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of not less than two-thirds of the total number of its assigned members may levy an assessment on its Associate members and/or affiliate members. The amount of the assessment on a member in any fiscal year shall not exceed one hundred (100) percent of the amount of the annual dues required to be paid by such member for that year.

3.1.2 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, 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.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.2.1 Annual Dues. Every member who has not paid the entire amount of required annual dues for the then current fiscal year on or before the ninth (9th) month of the said year shall be in default for the unpaid amount.

3.2.2 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.

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

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.3.1 Assigned Members. At appropriate intervals, the Secretary of this Chapter shall send to the Institute Secretary a list of all assigned members in default to this Chapter with the amount of such default and request termination of those memberships. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

3.3.2 Unassigned Members and Affiliates. If an unassigned member or affiliate member is in default to this Chapter for nonpayment of dues and assessments, 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 (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

4.0.1 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:

4.0.1.1 Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of this Chapter by the Board of Directors, 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.

4.0.2 Nomination and Election of Institute Directors. This Chapter shall nominate and elect the Institute Director(s) for this Chapter's region in the manner provided in the bylaws of the State Organization.

4.1 REGIONAL ORGANIZATION

4.1.1 Chapter Representation in Regional Organization. This Chapter shall participate in the Regional Organization in the manner provided in the bylaws of that organization. The President or another member appointed by the Board of Directors shall represent (the members of) this Chapter at meetings of the Regional Organization board.

4.1.2 Delegates to Regional Convention. The assigned members in good standing of this Chapter shall be represented at meetings of the Regional Organization by delegates selected from among the assigned members of this Chapter in the number prescribed in the bylaws of the Regional Organization as follows:

4.1.2.1 Delegate Selection Procedure. Chapter delegates to meetings of the Regional Organization shall be selected from among the assigned members of this Chapter by the Board of Directors.

4.2 STATE ORGANIZATION

4.2.1 Delegates to State Convention. The assigned members in good standing of this Chapter shall be represented at meetings of the State Organization by delegates selected from among the assigned members of this Chapter in the number prescribed in the Bylaws of the State Organization as follows:

4.2.1.1 Selection of Delegates. Chapter delegates to meetings of the state organization shall be selected from among the assigned members of this Chapter by the Board of Directors.

4.2.2 Representation on State Organization Board. At the annual meeting of this Chapter, the members in good standing of this Chapter shall elect one (1) representative, as required by the State Organization bylaws, to represent the members of this Chapter in the State Organization. The representative shall be elected from the assigned members only. The President shall serve as the alternate representative in the absence of the elected representative, except that the Vice President/President-elect shall serve in the case of resignation or incapacity of the President.

4.2.3 Nominations and Elections. Nominations and elections of Chapter representatives to the State Organization board shall be made at the same time and in the same manner as for the officers and directors of this Chapter.

4.2.4 Term of Representatives. Each representative shall serve for the term of three (3) years, or until a successor is elected or appointed. The Board of Directors shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any.

4.3 SECTIONS

4.3.1 Establishment of Sections. This Chapter may establish Sections with the approval of the Institute Secretary.

4.3.1.1 Procedure. Members in a geographic area within the territory of the Chapter may petition the Board of Directors to form a Section.

4.3.2 Section Membership Voluntary. Membership in any Section shall be voluntary and not required as a condition of membership in the Chapter or the Institute.

4.3.3 Section Dues and Assessments. Sections may levy dues and assessments on members of the section.

ARTICLE 5 CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.0.1 Annual Meeting. This Chapter shall hold an annual meeting during the month of October, for the purpose of nominating and electing the officers, directors, and representatives to the State Organization to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors; and for the transaction of such other business as may be appropriate.

5.0.2 Regular Meetings. This Chapter shall hold a minimum of six (6) regular meetings per calendar year.

5.0.3 Special Meetings. A special meeting of this Chapter may be called by the President or the Board of Directors and shall be called by the President at the written request of not less than twenty-five (25) 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.

5.0.3.1 Meetings of voting members may be called by any of the following:

- (1) The President, or, in case of the President's absence, death, or disability, the Vice-President/President-elect authorized to exercise the authority of the President;
- (2) The directors by action at a meeting, or a majority of the directors acting without a meeting;
- (3) Not less than twenty-five (25) percent of the total number of this Chapter's members in good standing;
- (4) Such other officers or persons as the articles or the regulations authorize to call such meetings.

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, personally, by mail, or electronic transmission to each member entitled to vote at the meeting. Notice shall be given not less than ten (10) days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members in time for them to receive it at least ten (10) days prior to the meeting.

5.1.2 Quorum at Meetings. At any meeting of this Chapter, ten (10) 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. In lieu of written minutes, in meetings where no official matters were considered and no actions taken, the Secretary shall file in the Chapter's records a copy of the meeting announcement describing the date, time and subject of the meeting.

5.1.4 Waiver of Notice. Notice of the time, place, and purposes of any meeting of voting members or directors, as the case may be, whether required by law, the articles, the regulations, or (in the case of directors) the bylaws, may be waived in writing, either before or after the holding of such meeting, by any member, or by any director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any member or any director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the member or director of notice of such meeting.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY 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; delegates to meetings of the Institute and the Regional and State Organization;
- 3) Instructions to delegates;
- 4) Any matters relating to membership;
- 5) Voting on dues and assessments for Architect 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 or electronic 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.

ARTICLE 6
THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.0.1 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall exercise all authority, rights and powers granted to it by the laws of the State of Ohio, the articles of incorporation and by these bylaws. The Board of Directors shall consist of the officers and six directors, and a regional director (if a member of AIA Dayton). The directors shall consist of two (2) elected members, two (2) elected associate members, one (1) immediate past chapter president, and one elected AIA Ohio director.

6.0.1.1 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.

6.0.2 Delegation of Authority. Neither the Board of Directors 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.

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

6.1 ELECTION OF OFFICERS AND DIRECTORS

6.1.1 Nominating Committee Membership. There shall be a Nominating Committee consisting of the Vice President/President-elect (who shall serve as the Chairperson of the Nominating Committee), current Past President, one (1) Board member, one associate member, and one (1) at-large assigned member.

6.1.1.1 With the exception of the current Past President, all Nominating Committee members shall be appointed by the Chairperson of the Nominating Committee.

6.1.1.2 The Executive Director shall also be a member of the Nominating Committee, but shall not be permitted to vote.

6.1.1.3 In the event that the Past President is unavailable to serve on the Nominating Committee, the current President shall serve on the committee.

6.1.2 Nominating Committee Operation. The Chairperson of the Nominating Committee shall assemble the Nominating Committee no less than ninety (90) days prior to the annual meeting of the Chapter. The Nominating Committee shall prepare and present to the members, no less than thirty (30) days prior to the annual meeting, a slate of candidates for all offices and directorships about to become vacant. When preparing such slate, the Nominating Committee shall consider the nominee(s) for directorship(s), if any, submitted by the Miami University Department of Architecture and Interior Design.

6.1.3 Floor Nominations. In addition to the slate prepared by the Nominating Committee, nominations for any office or directorship about to become vacant may be made from the floor at the annual meeting.

6.1.4 Voting. If there is only one nominee for any office or directorship, the Secretary may be directed at the time of the annual 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 at the time of the meeting. Such voting shall be by secret ballot in accordance with the procedure prescribed therefore by law and the provisions of Paragraph 6.1.5.

6.1.5 Balloting Procedures.

6.1.5.1 Tellers. The President may appoint three (3) 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.

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

6.1.5.3 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.

6.1.5.4 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. The nominee receiving a majority in the runoff election, as conducted by the procedures listed in this Paragraph, shall be elected to the office.

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.2.1 Term. Each officer and director shall serve a term of one (1) year or until a successor has qualified, except that the AIA Ohio director shall serve a term of three (3) years and the treasurer and secretary shall serve a term of two (2) years. The term of office for the treasurer shall expire in even-numbered years. The term of office for the secretary shall expire in odd-numbered years. No officer shall serve more than two (2) consecutive terms in the same office.

6.2.2 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.

6.2.3 Removal of Officer or Director. The Board of Directors, by secret ballot, may remove any officer or director of this Chapter for refusal, neglect, or failure to perform the duties of the office or position or for any act contrary to the policies and instructions of the Board of Directors. The Board of Directors shall offer the opportunity to such officer or director to be heard on their own behalf prior to voting. There shall be no more than two dissenting votes of the entire voting membership of the Board of Directors for the removal of such officer or director. The vacancy thus created shall be filled as provided in Chapter 6.2.5.

6.2.4 Automatic Removal of Officer or Director. Failure of any director to attend two (2) consecutive or four (4) total Board of Directors meetings, due to an unexcused absence, during a calendar year shall cause automatic removal from the Board of

Directors. The removed director may not be renamed in an election during that calendar year. The vacancy thus created shall be filled as provided in Chapter 6.2.5.

6.2.5 Vacancies. If a vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term of office, the Board of Directors shall appoint a member to fill the vacancy for the unexpired term of office.

6.3 OFFICERS

6.3.1 Officers. The officers of this Chapter shall be the President, Vice President/ President-elect, Secretary and Treasurer.

6.3.1.1 Executive Committee. In the aggregate, the Officers plus the immediate Past-President shall be referred to as the Executive Committee.

6.3.1.2 Duties of the Executive Committee. The Executive Committee shall provide preliminary review, comment, and opinion on matters submitted to the Board of Directors for its action. The President shall chair the Executive Committee and shall assign tasks and duties to other Executive Committee members as appropriate. All decisions require a majority vote of all Executive Committee members.

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 Board of Directors under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Chapter and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; sign all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the executive director's 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 Board of Directors. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board of Directors.

6.3.2.2 Signature Authority. The President shall be signator on the Chapter checking account with the Vice President/President-elect and Treasurer.

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.

6.3.3.2 Signature Authority. The Vice President/President-elect shall be signator on the Chapter checking account with the President and Treasurer.

6.3.4 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, 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 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.

6.3.4.1 Reports. The Secretary shall furnish the Institute, AIA Ohio Valley Region and AIA Ohio with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers and directors of this Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.3.4.2 Delegation of Authority. The Secretary may delegate to the Executive Director of 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 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.

6.3.5 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 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.

6.3.5.2 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 in these bylaws. Upon approval of the Executive Committee, the Treasurer may delegate to the Executive Director of 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.

6.3.5.4 Signature Authority. The Treasurer shall be signator on the Chapter checking account with the President and Vice President/President-elect.

6.3.5.5 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.

6.3.6 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership 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.

6.4 MEETINGS OF THE BOARD OF DIRECTORS

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

6.4.1.1 Regular Meetings. The Board of Directors may hold regular meetings without notice at a time and place determined by it. The Board of Directors shall hold a minimum of six (6) meetings each year.

6.4.1.2 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third (1/3) of the members of the Board of Directors, 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. 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 Board of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.4.1.4 Unanimous Written Consent in Lieu of Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent to the action in writing. Such action may be taken without a meeting if, prior to the taking of such action, all members of the Board of Directors consent thereto in writing and such written consent(s) are filed with the minutes of the proceedings of the Board of Directors; and such written consent(s) shall have the same

effect as a unanimous vote at a meeting of the Board of Directors at which all members thereof were present and voted.

6.4.1.5 Electronic Balloting. Any vote that may be taken at a meeting of the Board of Directors may be taken by electronic mail. The Board of Directors may transact business via an electronic ballot on matters previously presented and discussed at a prior regular or special meeting of the Board of Directors.

6.4.2 Quorum and Vote. Six (6) members of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Board of Directors present at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting to a later date.

6.4.3 Minutes. The Secretary shall keep written minutes of each meeting of the Board of Directors recording members in attendance, matters considered at the meeting and actions taken. Minutes shall be distributed to the members of the Board of Directors for approval at the next meeting and thereafter signed by the President or other officer who presided at the meeting, and filed with the Chapter's records.

6.5 REPORTS OF THE BOARD OF DIRECTORS

6.5.1 Report to Members. The Board of Directors shall render a full report in writing to each annual meeting of this Chapter 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 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.

6.6 COMMITTEES

6.6.1 Formation and Composition. The Board of Directors may form committees to carry out the work of the Chapter. The charge and duration of each committee shall be determined by the Board of Directors. The Committee Chairperson shall be appointed by the President with the concurrence of the Board of Directors. The committee members shall be selected or appointed by the Committee Chairperson.

6.6.2 Committee Oversight. For each committee, the President shall designate one (1) Board member, who shall maintain familiarity with the activities of the committee and serve as the liaison between the committee and the Board of Directors.

6.6.3 Reports. Each committee shall make an annual report to the Board of Directors at the close of its work, and at such other times as the Board of Directors may require.

ARTICLE 7 FINANCES

7.0 FINANCES

7.0.1 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors (by the concurring vote of two-thirds (2/3) 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.

7.0.2 Expenditure Limitations.

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

7.0.2.2 The Board of Directors. The Board of Directors 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 (2/3) majority vote) at a duly called meeting of the members. However, the Board of Directors may enter into leases and executive director 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.

7.0.3 Review of Financial Records. The Board of Directors shall employ a qualified accounting firm to review the financial records of the Chapter on an annual basis and prepare the Chapter's tax returns. The review shall be the basis for a written financial report signed by a Certified Public Accountant. The Board of Directors shall provide each member, of the Chapter, a copy of the Certified Public Accountant's report on an annual basis within five (5) months of the end of the fiscal year.

7.0.4 Fiscal Year. The fiscal year of this Chapter shall be January 1st to December 31st.

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.

7.1.2 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 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

7.2.1 Dividend Distribution. 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.

7.3 INSTITUTE PROPERTY INTERESTS

7.3.1 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.

ARTICLE 8 GENERAL PROVISIONS

8.0 EXECUTIVE DIRECTOR

8.0.1 Executive Offices. The administrative and executive offices of the Chapter shall be located within the Chapter territory and shall be in the charge of the Executive Director, who shall be independently contracted or employed by and report to the Board of Directors. The Executive Director shall provide such services as provided in either the Consultant Agreement or Executive Director Agreement and these Bylaws.

8.0.2 Performance Evaluation. The Board of Directors shall establish a performance evaluation procedure for reviewing the job performance of the Executive Director and shall conduct a performance review annually prior to renewal of the agreement.

8.1 RECORDS OPEN TO MEMBERS

8.1.1 Availability of Chapter Records. 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 at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any member of this Chapter in good standing.

8.2 PARLIAMENTARY AUTHORITY

8.2.1 Rules of Order. 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, 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 Board of Directors.

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, executive director, and employees of this Chapter shall not be personally liable for its debts, obligations or liabilities.

8.3.2 Indemnification. To the greatest extent authorized or permitted by law, this Chapter shall defend, indemnify and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director, executive 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 they reasonably believed to be in the best interests of this Chapter; has discharged the duties of their 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 their conduct to be unlawful.

8.3.3 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, executive 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.

9.0.3 Counsel. The Board of Directors shall obtain the written opinion of counsel concerning any amendments to these Bylaws, before any such actions take effect.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.1.1 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of this Chapter, shall amend any of these bylaws as may be necessary for conformity with AIA Ohio or Institute Bylaws, or with applicable laws. 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.

9.1.2 Delegation of Authority. The Board of Directors 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 (2/3) vote of the members of this Chapter eligible to vote thereon.

9.1.3 Notice of Amendment. The Secretary shall mail or email a copy of the amendment of the new regulations to each voting member who would have been entitled to vote on the amendment or new regulations and did not participate in the adoption of the amendment or new regulations.