



AIA Space Coast

Bylaws

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Space Coast Chapter of The American Institute of Architects
Brevard County, Florida
<http://aiaspacecoast.com>

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ARTICLE 1. ORGANIZATION

1.1 GENERAL PROVISIONS

1.1.1 Name

The name of this organization is Space Coast Chapter of American Institute of Architects, Inc., hereafter referred to as this Chapter. The Chapter may conduct business under the registered fictitious name of AIA Space Coast.

1.1.1.1 Related Institute Organizations

In these bylaws the governing board of this Chapter is referred to as the Board of Directors, the Florida Association of the American Institute of Architects as the State Organization, the Florida/Caribbean 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 AIA Board.

1.1.2 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. 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 ensure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

1.1.3 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 Brevard County, within the State of Florida.

1.1.4 Organization

This Chapter is a Not For Profit Corporation incorporated in the State of Florida on December 5, 1994.

1.1.5 Authority

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

1.1.6 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.

1.2 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.2.1 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.

1.2.2 Agreements of Affiliation

Every affiliation must be authorized by not less than two-thirds vote of the Board of Directors and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.2.2.1 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.

1.2.2.2 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.

1.2.2.3 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.

1.2.3 Privileges of Affiliated Organizations

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

1.3 ENDORSEMENTS

Neither this Chapter, the Board of Directors, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

ARTICLE 2. MEMBERSHIP

2.1 GENERAL PROVISIONS

2.1.1 Categories of Membership

The members of this Chapter shall consist of:

- a) the Architect and Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in this Chapter as provided in section 2.3, and
- b) the allied and affiliate members the Chapter may admit as provided in Paragraphs 2.4.5 through 2.4.7.

2.1.2 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 2.3 of these bylaws. The term "allied" shall refer to allied members, and the term "affiliate" shall refer to student and honorary affiliates. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

2.1.3 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 reside and have their principal place of business outside the territory of the chapter and not in the territory of another chapter. Non-resident status shall be accorded for members who apply for such status because of their intended absence from the United States for at least 18 consecutive months. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in 6.6.

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

2.1.6 Annual Dues and Assessments

Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in 6.6.

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, directly or through the State Organization, 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.

2.1.8 Good Standing Defined

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

2.1.9 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.

2.2 ASSIGNED MEMBERS

2.2.1 General

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

2.2.2 Action on Applications

Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Secretary shall promptly complete the application and forward it to the Institute, directly or through the State Organization. Where the applicant is ineligible under AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

2.2.3 Admission Fees Prohibited

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

2.2.4 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.

2.2.5 Emeritus Members

A member who is granted member 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 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 in this Chapter any Architect 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 section 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 the Institute. The Board of Directors may terminate unassigned membership for indebtedness to the Chapter as provided in section 7.4.2.

2.4 ALLIED AND AFFILIATE MEMBERS

2.4.1 Admission

Every application for admission to allied or affiliate membership in this Chapter shall be promptly acted upon by the Board of Directors.

2.4.2 Admission Fees

Every applicant for an allied or affiliate membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined by the Board of Directors as provided in section 7.1.2 of these bylaws.

2.4.3 Termination

Allied or Affiliate memberships is terminated by the death or resignation of the member and by admission eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an allied or affiliate member for indebtedness as provided in section 7.4.2 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.4.4 Rights and Privileges of Allied and Affiliate Members

Allied members shall have the rights and privileges specified in the Institute Bylaws. Affiliates in good standing:

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors or Executive Committee or that is not involved with formal or informal charges of unprofessional conduct.

- 2) May attend and speak but may not make motions nor 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 use the initials AIA nor the phrase the American Institute of Architects alone or the Institute or use the Chapter's name, initials or insignia. Violation of this provision being deemed to be prima facie evidence of unprofessional conduct.

2.4.5 Allied Members

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

2.4.6 Student Affiliates—Qualifications

Student affiliates shall be undergraduate or post-graduate students of architectural schools, or secondary school students, who attend school, work, or reside within the territory of this Chapter.

2.4.7 Honorary Affiliates

2.4.7.1 *Qualifications*

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

2.4.7.2 *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.

2.4.7.3 *Rights and Privileges*

In addition to the rights and privileges set forth in paragraph 2.4.4 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of the AIA

Space Coast Chapter", and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3. CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

3.1 THE INSTITUTE

3.1.1 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:

3.1.1.1 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.

3.1.2 Nominations and Election of Institute Directors

The assigned members of this Chapter shall nominate and elect the Institute Director(s) for this Chapter's region in the manner provided in the bylaws of the Regional Organization.

3.2 REGIONAL ORGANIZATION

3.2.1 Chapter Representation in Regional Organization

This Chapter shall participate in the Regional Organization in the manner provided in the bylaws of the Regional 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.

3.2.2 Delegates to Annual Meeting of the Region

The assigned members in good standing of this Chapter shall be represented at meetings of the Regional Organization by delegates selected by the Board of Directors from among the assigned members of this Chapter in the number prescribed in the bylaws of the Regional Organization.

3.3 STATE ORGANIZATION

3.3.1 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 by the Board of Directors from among the assigned members of this Chapter in the number prescribed in the bylaws of the State Organization.

3.3.2 Representation on State Organization Board

This Chapter shall have representation in the State Organization as provided in the bylaws of the State Organization.

3.3.3 State Director

The assigned members of this Chapter in good standing shall elect one State Director in accordance with the bylaws of the State Organization to represent the members of this Chapter in the State Organization Board of Directors for a term of two years. The State Director shall be an architect member. At least one Alternate State Director shall be elected, who shall serve in the absence of the elected State Director.

3.3.4 Nominations and Elections

Nominations and election of the State Director shall be made at the same time and in the same manner as for the Officers and Directors of this Chapter, except that the State Director election shall occur on only odd years before September 30 with the two-year term starting at the beginning of the following even year, in accordance with the bylaws of the State Organization.

3.3.5 Duties of the State Director

The State Director of this Chapter shall act for and on the behalf of the Chapter members in all matters that may properly come before the State Organization.

3.3.6 Term of the State Director

The State Director shall serve for the term of two years, or until a successor is elected or appointed. The Board of Directors shall name the successor of a State Director for the unexpired term created by the resignation or incapacity of the State Director.

3.3.7 Expenses of State Director and Other Representatives

Unless otherwise provided in the bylaws of the State Organization, the expenses of the State Director and other duly selected Chapter representatives up to an amount to be determined by the Executive Committee, shall be defrayed in an amount not to exceed the actual hotel and necessary traveling expenses to the State Organization meetings.

3.3.8 Reports

The Secretary shall furnish the State Organization such reports as may be required from time to time, at least annually furnish the Secretary of the State Organization with the names and addresses of all officers, directors, and members of this Chapter as required to keep the State Organization 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 State Organization

Each member of this Chapter shall pay annual dues and assessments levied by the State Organization in the amounts and at the times required by the State Organization for its support, in addition to Chapter dues and assessments.

3.4 SECTIONS

3.4.1 Establishment of Sections

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

3.4.1.1 Procedure

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

3.4.2 Section Membership Voluntary

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

3.4.3 Section Dues and Assessments

Sections may levy dues and assessments on members of the section.

ARTICLE 4. MEETINGS

4.1 REGULAR, ANNUAL, AND SPECIAL MEETINGS

4.1.1 Annual Meeting

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 of Directors 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 annual reports of the Executive Committee and the Treasurer; 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 the President or the Executive Committee and shall be called by the President at the written request of not less than 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.

4.2 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

4.2.1 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 or by email, to each member entitled to vote at the meeting. Notice shall be given not less than 7 calendar 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 7 days before the meeting.

4.2.2 Quorums at Meetings

At any meeting of this Chapter, 10 percent of the total number of the assigned members of this Chapter, or 4 such members, whichever is the greater number, shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

4.2.3 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 and approved at a subsequent meeting of this Chapter and thereafter filed in the Chapter's records.

4.3 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

4.3.1 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.

4.3.2 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.

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 or electronic ballot as provided in Paragraph 4.3.5.

4.3.4 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; or
- 6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

4.3.5 Mail Ballot

Any vote that may be taken at a meeting of this Chapter may be taken by direct mail or electronic 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.

4.4 ELECTION OF OFFICERS AND 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 or submitted in writing to the Executive Committee no less than one day before the annual meeting. However, at a meeting of the Executive Committee held at least one month before the annual meeting, the Executive Committee may select a nominating committee to prepare and present to the members a slate or slates of candidates for office and directorships.

4.4.2 Elections

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

4.4.3 Tellers

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

4.4.4 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 runoff 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, the State Director, the Alternate State Director(s), and the Associate Director. Also the following will be Directors without vote: a Professional Affiliate. The Executive Director, if one is employed, shall serve without a 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 exercise all authority, rights, and powers granted to it by the laws of the State of Florida and by these bylaws.

5.2.1.1 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 therefor, the Board of Directors shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

5.2.2 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.

5.2.3 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 at least two-thirds of the Board of Directors, after due consideration of the nominees and their work, or as may be specified 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.

5.3 TERMS OF OFFICE FOR OFFICERS AND DIRECTORS

5.3.1 Term

The term of office for each officer or director shall be as follows: One year for the President, Vice-President/President Elect, Associate Director, Professional Affiliate Director; Two years for the Secretary and Treasurer (to be elected in alternate years), and State Director and

Alternate State Director (to be elected per Paragraph 3.3.4). Presidents and Immediate Past Presidents shall serve by virtue of their office. All shall serve until a successor has qualified.

5.3.2 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 Executive Committee shall fill the vacancy for the unexpired term of office.

5.3.3 Resignation

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

5.3.4 Removal of Officer or Director

Any or all of the officers and directors may be removed for or without cause by vote of the members, or for cause by vote of the Executive Committee when there is a quorum of not less than a majority at the meeting at which the vote is taken.

5.4 MEETINGS OF THE BOARD OF DIRECTORS

5.4.1 Meeting Required

The Board of Directors must actually meet in person or through electronic conference in a regular or special meeting, or through signed communication exchange, in order to transact business.

5.4.1.1 Regular Meetings of the Board of Directors

The Board of Directors may hold regular meetings without notice at a time and place determined by it.

5.4.1.2 Special Meetings

A special meeting of the Board of Directors shall be held if requested in writing by one-third 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, and only the business stated in the call and notice shall be transacted at the special meetings.

5.4.1.3 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 of the Board of Directors.

5.4.2 Quorum and Vote

Four voting 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 members 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 from day to day or to a later date.

5.4.3 Minutes

The Secretary shall keep written minutes of each meeting of the Board of Directors, recording the matters considered at the meeting and the 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 Secretary and filed with the Chapter's records.

5.5 REPORTS OF THE BOARD OF DIRECTORS

5.5.1 Report to Members

The Board of Directors may render a report in writing to 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.

5.5.2 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.

5.6 EXECUTIVE COMMITTEE

5.6.1 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, if one is employed, shall serve without vote.

5.6.2 Powers Delegated to the Executive Committee

The Executive Committee shall have full authority, right, and power to act for the Board of Directors 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.
- 4) Purchase, sell, lease or hypothecate any real property.
- 5) Form an affiliation.
- 6) Fix assessments and annual dues.

However, the Executive Committee shall be allowed to act for the Board of Directors on any of foregoing accepted matters.

5.6.3 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 three-quarters (3/4) of its voting members shall be necessary in order to transact business at a meeting.
- 3) The Executive Committee must actually meet in person, through electronic conference, or through signed communication exchange in order to transact business, or 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 of Directors at its meeting following such action.

ARTICLE 6. OFFICERS

6.1 OFFICERS

The officers of this Chapter shall include a President, a 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 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 and Executive Committee; 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 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

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 this Chapter, the Board of Directors, and the Executive Committee, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors, the Executive Committee, 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 Reports

The Secretary shall furnish the Institute, the Regional Organization, and the State Organization 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.

6.4.3 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 disbursement 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.

6.5.2 Reports

The Treasurer shall make a written report to each annual meeting of this Chapter and a written report of 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 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 record 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 the retiring Treasurer a receipt therefor.

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 any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

6.6 OFFICER PRO TEM

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

ARTICLE 7. DUES, FEES, AND ASSESSMENTS

7.1 ANNUAL DUES

7.1.1 Obligation to Pay Dues

All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year or as otherwise required by the Institute.

7.1.2 Amount of Annual Dues and Admission Fees

The Board of Directors may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees required of allied or affiliate members.

7.1.3 Dues Upon Admission

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

7.1.4 Dues for Nonresident Members

Nonresident members shall pay reduced dues. The amount of the reduction shall be determined by the Board of Directors pursuant to section 7.1.2.

7.1.5 General Waiver 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 a meeting, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class or any part of the admission fee required to be paid by allied or affiliate members.

7.1.6 Hardship Dues Reduction

The Board of Directors may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Board of Directors may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership.

7.1.7 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 7.1.2.

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 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 allied or affiliate members. The amount of the assessment on a member in any fiscal year shall not exceed 25% of the amount of the annual dues required to be paid by such member for that year.

7.2.2 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 before the meeting of this Chapter at which the proposed assessment is to be voted on.

7.3 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

7.3.1 Annual Dues

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

7.3.2 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.

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

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.

7.4.2 Unassigned Members and Allied or Affiliates

If an unassigned member or allied 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 days before the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

ARTICLE 8. FINANCES

8.1 FINANCES

8.1.1 Budgets and Appropriations

Prior to the beginning of every fiscal 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.

8.1.2 Expenditure Limitations

8.1.2.1 General

No member, officer, director, committee, commission, employee or agent of the Chapter shall have any right, authority or power to expend any money of the Chapter,

incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Chapter to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board of Directors or a specific resolution at a meeting of the Chapter.

8.1.2.2 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 majority vote at a duly called meeting of the members provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

8.1.3 Review of Financial Records

At appropriate intervals, the Board of Directors shall prepare, or employ a firm to prepare, a compilation of the financial records of the Chapter as the basis for a financial report to the members.

8.1.4 Financial Oversight and Financial Self-Review

The annual budget shall require board approval as part of their oversight duties. A finance committee shall be tasked with reviewing the monthly or quarterly financial reports to ensure the accuracy and appropriateness of budgeted costs and income projections etc. Annual financial self-reviews shall be conducted by the finance committee consisting of at least two board members who have knowledge of or experience in business or in financial recordkeeping practices. The self-review shall be conducted using a Financial Review Checklist .

8.1.5 Audit Policy

The board shall be responsible for authorizing an audit of the organization's books and records by an independent financial auditor if it is deemed necessary.

It shall be deemed necessary if the financial self-review concludes that proper financial controls and procedures have been compromised or violated.

8.1.6 Financial Reserves and Investment of Financial Assets

The Board shall have oversight of the financial reserves of the organization. The Board shall determine what amount constitutes adequate financial reserves and whether and how much to invest or save in interest bearing accounts. The board shall establish procedures for determining when and how the reserve will be used to cover costs arising from extraordinary events or expenses but not for small budget shortfalls or routine expenses.

8.1.7 Fiscal Year

The fiscal year of this Chapter shall be from January 1 to December 31.

8.2 REAL AND PERSONAL PROPERTY

8.2.1 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.

8.2.2 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.

8.3 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.

8.4 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.

ARTICLE 9. COMMITTEES AND COMMISSIONS

9.1 FORMATION AND COMPOSITION

The Board of Directors may form committees and commissions to carry out the work of the Chapter. Each committee, its chairperson, terms of office, and general charge of duties shall be as determined by the Board of Directors. The membership and specific duties of each committee shall be prescribed by the body that established it, but the Board of Directors and Executive Committee may assign additional duties to any committee at any time.

9.2 COMMITTEE MEMBERS

The membership and the chair of every committee shall be selected by the Board of Directors, President, Vice President/President-Elect, or by a committee division director appointed by the Board of Directors.

9.3 REPORTS

Every committee shall make a report to the Board of Directors at such times as the Board of Directors directs.

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 AIA Board shall be deemed to be the interpretation of this Chapter.

10.1.2 Chapter Amendments Prohibited

No amendments 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 Board of Directors 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 Chapter may employ an Executive Director and administrative staff if budgeted and authorized by the Board of Directors. As applicable, the administrative and executive offices of the Chapter shall be in the charge of the Executive Director, who shall be employed by and report to the Executive Committee. The Executive Director shall be responsible for the administration of the affairs of the Chapter and such other duties as the Executive Committee may assign. Specifically, the Executive Director shall:

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

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 or at an electronically accessible digital storage location, by any member of this Chapter in good standing.

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 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.

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

If a director or officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, the Board of Directors by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may

indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

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 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 before the date of the meeting.

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.

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 and the bylaws of the State Organization. These bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with the Institute Bylaws.

12.2.2 Delegation of Authority

- 13 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 two-thirds vote of the members of this Chapter eligible to vote thereon.

14 Amendments

- 14.1 AIA Components Model Harassment Policy
14.1.1 The original document is located here:
<https://network.aia.org/components/viewdocument/aia-harassment-policies?CommunityKey=bab55c19-cb25-4f48-8350-f90d28d5cbf0&tab=librarydocuments>

~~14.1.1~~14.1.2  AIA
2018-05-29_Model H:
14.2 AIA Conflict of Interest Policy
~~14.2.1~~ The original document is located here:
<https://network.aia.org/components/viewdocument/conflict-of-interest-policy>

Field Code Changed

~~14.2.1~~  AIA Conflict of Interest Policy.pdf

Field Code Changed

~~14.3~~ AIA Member Financial Data Security Policy as attached in email from Ann Dorough to Immediate Past President Peter Lagomarsino on 1/4/2019 and forwarded to the board members on 1-6 and voted on at the January 9th 2019 meeting by 2/3 members present.

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14.4 AIA Space Coast Whistle Blower Policy as adopted by the board 1/9/2019

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~~14.4.1~~  AIA Whistleblower Policy.pdf

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END OF BYLAWS

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