

Blue Ridge AIA BYLAWS

BYLAWS

American Institute of Architects
Blue Ridge

Revised 2004 from Edition of 1984
Approved on 28 April 2004

Presented by

Marcia F. Feuerstein, Ph.D., AIA
Director, AIA Blue Ridge

Blue Ridge AIA BYLAWS

Table of Contents

**ARTICLE 1:
ORGANIZATION** p. 03

**ARTICLE 2:
MEMBERSHIP** p. 05

**ARTICLE 3:
DUES, FEES AND ASSESSMENTS** p. 09

**ARTICLE 4:
CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS** p. 11

**ARTICLE 5:
CHAPTER MEETINGS** p. 13

**ARTICLE 6:
THE BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, DIRECTORS,
AND OFFICERS** p. 15

**ARTICLE 7:
PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS** p. 27

**ARTICLE 8:
GENERAL PROVISIONS** p. 30

**ARTICLE 9:
AMENDMENTS** p. 32

Blue Ridge AIA BYLAWS

**ARTICLE 1
ORGANIZATION**

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is “AIA Blue Ridge” hereafter referred to as this “Chapter.”

1.011 Related Institute Organizations. In these bylaws the AIA Blue Ridge Chapter is referred to as the “Chapter”, the governing board of this Chapter is the “Board of Directors of the AIA Blue Ridge, ” and is referred to as the “Board”, the Executive Committee of this Chapter is referred to as the “Executive Committee,” a subdivision of this Chapter is referred to as a “Section,” the Virginia Society of the American Institute of Architects is referred to as the “Society”, The American Institute of Architects is referred to as the “Institute,” and the Board of Directors of the Institute as the “AIA Board.”

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

1.03 Domain. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute, and is indicated on the map attached to these bylaws. The territory, which is based upon the areas of Planning Districts of the Commonwealth of Virginia, is indicated on the attached map.

1.04 Organization. This Chapter is a non-profit membership corporation incorporated in the State of Virginia on the 27th day of April, 1978 and chartered by the Institute on the 1st day of January 1977.

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

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

1.1 AFFILIATIONS

1.11 Affiliations with Other Organizations. 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.

1.12 Agreements of Affiliation. Every affiliation must be authorized by the roll call of not less than two-thirds vote of the entire membership of the Board and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization; provided that the Board may collaborate with one or more organizations for any purpose to forward or maintain the objects or standing of the Chapter without such written agreement if the collaboration does not extend beyond one year.

1.121 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.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter, nor shall it bind or obligate this Chapter to any policy or activity unless the Board has voted to be so bound or obligated.

1.123 Termination. Any affiliation may be terminated by the concurring roll call of not less than two-thirds majority vote of the Board upon such notice to the affiliated organization as may be required in the agreement of affiliation. The Board must give notice in writing to the affiliated organization of its intention to cancel and give it an opportunity to be heard in the matter, and a like provision pertaining to cancellation by the affiliated organization must be included in the agreement of affiliation.

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

1.2 ENDORSEMENTS

Neither this Chapter, nor the Executive Committee, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any material of construction or any method or manner of handling, using, distributing or dealing in any material or product. However, this provision shall not prohibit awards for merit and achievement.

**ARTICLE 2
MEMBERSHIP**

2.0 GENERAL PROVISIONS - MEMBERSHIP

2.01 Categories of Membership. The membership of this Chapter shall consist of the following categories:

2.011. Architect and Associate members of the Institute who have been assigned to the Chapter as provided in Section 2.1, or who have been admitted to unassigned membership in this Chapter as provided in Section 2.2, and

2.012. Allied and Affiliate members of the Chapter may be admitted as provided in Section 2.3.

2.02 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 "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.

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

2.04 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, except that the Chapter may lower dues and/or assessments for such members as provided in Article 3.

2.05 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 included in the next regular publication of the Chapter's membership.

2.06 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.

2.07 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.

2.08 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.

2.09 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, the Society, and the Institute, including any right to use the Chapter's, Society'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 or the Institute.

2.1 ASSIGNED MEMBERS

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

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

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

2.14 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. Associate membership shall *ipso facto* be terminated on January 1 of the year following receipt by an Associate member of an initial license to practice architecture.

2.15 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.

2.2 UNASSIGNED MEMBERS

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

2.22 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 hold any office or directorship in the Chapter, shall not vote on matters described in these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute.

2.23 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 may terminate unassigned membership for indebtedness to the Chapter as provided in these bylaws.

2.3 ALLIED AND AFFILIATE MEMBERS

2.31 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 as provided in section 3.02 of these bylaws.

2.32 Termination. Allied or 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 may terminate the membership of an allied or affiliate member for indebtedness as provided in section 3 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.33 Eligibility for Allied Membership. Allied members are non-architects, registered to practice their professions where such requirements exist, with established professional reputations. Allied members may include engineers, planners, landscape architects, sculptors, muralists, and other artists, professionals in government, education, industry, research and journalism; and other professionals and fields whose work is allied to the practice of architecture and who the Chapter believes will provide a meaningful contribution by reason of their employment or occupation.

2.34 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 may serve as a member of any committee of this Chapter that does not perform any duty of the Board; may attend and speak but may not make motions or vote at any meeting of this Chapter; shall not be eligible to serve as an officer or director or to chair a committee of this Chapter; may use the title "Allied Member of the Virginia Society, AIA," which title shall not be changed by further abbreviation, amplification or otherwise nor shall the words "Allied Member" be printed in smaller type than the remainder of the title, but they may not use the initials "AIA" nor the phrase "American Institute of Architects" alone or otherwise, nor the seal, symbol or insignia of the Society or the Institute.

2.35 Application. Every application for admission to allied or affiliate membership in this Chapter shall be promptly acted upon by the Board. The Chapter Secretary shall certify such action to the Society Secretary with the exception of Honorary Membership.

2.36 Student Affiliates-Qualifications. Student members shall be undergraduate or graduate students of architecture schools who are members of an AIA Student Chapter within Virginia.

2.361 Rights and Privileges. In addition to those Rights and Privileges described in 2.34 above, student members in good standing may serve as a member of any committee of the Chapter that does not perform any duty of the Board, and they may attend and speak but may not make motions nor vote at any meeting of the Chapter. They shall not be eligible to serve as an officer or director or to chair a committee of the Chapter. They may use the title "student Member of the Blue Ridge Chapter, AIA" which title shall not be changed by further abbreviation, amplification or otherwise, nor shall the words "Student Member" be printed in smaller type than the remainder of the title, as described in 2.34.

2.37 Honorary Members

2.371 Qualifications. A person of esteemed character who is not eligible 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 Member of this Chapter.

2.372 Nomination and Admission. A person eligible for honorary membership may be nominated by any member of the Executive Committee, by the Board of Directors, by the Chapter Honors and Awards Committee, or by the Board of Directors of a Section. 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, at any regular meeting, after nomination of a person for honorary membership, may admit a nominee as an Honorary Member. Not more than three (3) honorary members shall be elected in any one calendar year.

2.373 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.34 above, Honorary Members of this Chapter may use the title "Honorary Member of the Blue Ridge Chapter of the American Institute of Architects", and shall not pay any admission fee or annual dues nor be subject to any assessment. This title shall not be changed by further abbreviation, amplification, or otherwise, nor shall the words "Honorary Member" be printed in smaller type than the remainder of the title, but may not use the initials "AIA" nor the phrase "The American Institute of Architects" alone or otherwise except as prescribed above, nor the seal, symbol or insignia of the Chapter or the Institute.

2.374 Other Categories. The Board may create special categories of honorary membership, which may have different titles from that of Honorary Member. Except for the difference in title, the rights and privileges shall be the same. Persons previously admitted as Members *cum specialis* shall be covered by this provision, and the category is expressly continued.

**ARTICLE 3
DUES, FEES AND ASSESSMENTS**

3.0 ANNUAL DUES

3.01 Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 31 of each year.

3.02 Amount of Annual Dues. The Board by the concurring vote of at least two-thirds of its members present, may fix, before the end of any fiscal year, the annual dues to be paid by each category of member, including allied or affiliate members, for the immediately succeeding fiscal year. Changes to the annual dues shall be announced to the membership at the annual meeting.

3.03 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.

3.0321 Incentive Dues Program The Board may establish incentive dues programs for new members and members advancing to Architect Member status.

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

3.05 General Waiver of Annual Due. 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 Chapter 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.

3.06 Hardship Dues Reduction. The Executive Committee may, in exceptional circumstances, waive all or any part of the annual Chapter dues of any member for any year.

3.07 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 Executive Committee pursuant to section 3.02.

3.1 ASSESSMENTS

3.11 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 allied or affiliate members.

3.12 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

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

3.22 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.

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

3.25 Voluntary Contributions. The Board, at its annual meeting or at any special meeting called therefor, may, by a concurring two-thirds vote of the members present, authorize the raising of, and thereupon raise, for any designated special purpose consistent with the purpose of the Chapter, money by voluntary contribution from its members and prescribe the manner in which such contribution shall be collected. Non payment of contributions shall not abridge, suspend, or terminate the privileges and rights of any member.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Termination for Non-Payment. If a member fails to pay his or her dues by March 31 of the current calendar year, the Chapter may begin suspension or termination of those memberships and the privileges and rights of any member as requested by the Chapter, the Society, and as provided by the Institute Bylaws.

3.312 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.

3.313 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 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

**ARTICLE 4
CHAPTER RELATIONSHIP TO
OTHER INSTITUTE ORGANIZATIONS**

4.0 THE INSTITUTE

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

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

4.02 Nomination and Election of Institute Directors. The assigned members of this Chapter shall nominate and elect the Institute Directors for this Chapter's region in the manner provided in the bylaws of the Society.

4.1 REGIONAL ORGANIZATION

4.11 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 Executive Committee shall represent this Chapter at meetings of the Regional Organization.

4.12 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:

4.121 Delegate Selection Procedure. Chapter delegates to meetings of the Regional Organization shall be selected from among the assigned members of this Chapter by the Executive Committee or members attending the annual meeting of the Chapter.

4.2 STATE ORGANIZATION

4.21 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:

4.211 Selection of Delegates. Chapter delegates to meetings of the state organization shall be selected from among the assigned members of this Chapter by the Executive Committee/members attending the annual meeting of the Chapter.

Blue Ridge AIA BYLAWS

4.22 Representation on State Organization Board. The President or another member appointed by the Executive Committee shall be a representative of the members of this Chapter in the State Organization. At the annual meeting of this Chapter, the members in good standing of this Chapter shall elect one or more additional representatives, as may be required by the State Organization bylaws, to represent the members of this Chapter in the State Organization.

4.23 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.

4.24 Term of Representatives. Each representative shall serve for the term of two years or until a successor is elected or appointed. The Executive Committee shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative except that the Vice President shall serve in the case of resignation or incapacity of the President.

4.3 SECTIONS

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

4.311 Procedure. Members in a geographic area within the territory of the Chapter may petition the Executive Committee to form a Section.

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

4.33 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

5.01 Annual Meeting. This Chapter shall hold an annual meeting at a time determined by the Board for the purpose of nominating and electing the officers, directors, and representatives to the State and Regional Organization to succeed those whose terms are about to expire; for receiving the annual reports of the Executive Committee and the Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. This Chapter shall hold regular meetings in each year including the annual meeting. The times and locations of these meetings are to be set by the Executive Committee.

5.03 Special Meetings.

5.021 Power to Call Special Meetings. A special meeting of this Chapter may be called by the President or by two-thirds of the Executive Committee, or by the Board, or by a written petition to the Board signed by not less than ten percent (10%) of the total number of assigned members of the Chapter. then in good standing, provided that the purpose of such meeting is set forth in the meeting notice.

5.022 Business at Special Meetings. No business other than that specified in the call and notice of the special meeting shall be transacted thereat, 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

5.11 Notice of Chapter Meetings.

5.112 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 mail and e-mail, to each member entitled to vote at the meeting. Notice shall be given not less than ten (10) 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 ten (10) days prior to the meeting.

5.113 Notice of Annual Meetings. A notice of each annual 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 mail and e-mail, to each member entitled to vote at the meeting. Notice shall be given not less than thirty (30) 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 thirty (30) days prior to the meeting.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

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

- a.) Amendments to these Bylaws relating to assigned members;
- b.) Matters so designated elsewhere in these Bylaws;
- c.) Elections of Society officers, Institute directors and delegates to meetings of the Institute and the Regional organization;
- d.) Instructions to delegates;
- e.) Any matters relating to membership;
- f.) Other matters relating to government meetings, affiliations, budget and finances of the Institute, the Society, and the Chapter;
- g.) All other matters so ruled by the Chair, such ruling being reversible only by a two-thirds vote of the assigned members present and voting at the meeting.
- h.) Voting on dues and assessments for Architect members shall be limited to Architect Members.

5.22 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.

5.23 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.

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

5.25 Mail Ballot. To the degree permitted by applicable law, any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot of the members of this Chapter, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Chapter.

5.26 Quorum at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of the Chapter. Unless otherwise required by law, a quorum shall be ten percent (10%) of the total number of the assigned members of the Chapter in good standing on January 1 of the year in which the meeting is held.

5.27 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.

Blue Ridge AIA BYLAWS

ARTICLE 6
THE BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, DIRECTORS, AND OFFICERS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers and Duties of the Board. The governing of the affairs of the Chapter shall be vested in the Board of Directors, which shall have control of the Society's property, fix its policies, authorize expenditures, and take all necessary and proper steps to carry out the purposes of the Chapter and promote its best interest. The Board of Directors shall be composed of the Executive Committee (the elected officers of this Chapter) and the elected directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Virginia, the articles of incorporation and by these bylaws.

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

6.012 Delegation of Authority by the Board. Neither the Executive Committee nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws and is not contrary to law. However, the Board may authorize others than the Board to perform certain duties of the Board under these Bylaws and the Rules of the Board. The Board may at any time take over the performance of any or all of these duties unless explicitly provided otherwise in these Bylaws. Only those to whom authority is delegated by the Board may perform duties of the Board, and each duty so performed shall be done under the general directions and instructions of the Board, which shall be responsible therefor.

6.02 Specific Duties of the Board. The Board, subject in each instance to the conditions fixed in these Bylaws and in the Rules of the Board, shall perform the following specific duties:

- a) It shall establish and adopt rules and regulations from time to time to supplement the provisions of these Bylaws.
- b) It shall approve all major contractual agreements before the Chapter shall enter into them; provided, however, that such approval may be delegated in specific cases to the Executive Committee.
- c) It shall make rules to regulate the use of gifts and the establishment and use of funds and the use of the income therefrom.
- d) It shall approve the appointment of Board committees for each calendar year, both as to structure and personnel.
- e) It shall appoint a successor if a vacancy occurs in the office of Vice President, Treasurer, or Secretary, and may not delegate this authority.

6.03 Board Actions.

6.031 Board Majority Vote. Every decision of the Board shall be by a majority vote unless otherwise required by law, the Rules of the Board, or these Bylaws. Upon request, the vote of a member of the Board shall be entered in the minutes.

6.032 Board Actions Requiring a Two-Thirds Vote. Unless the provisions of the laws of the Commonwealth of Virginia require otherwise, an affirmative vote of not less than two-thirds of the total membership of the Board shall be required for the following:

- a) to adopt, amend, suspend or rescind rules or regulations supplementing these Bylaws;
- b) to form an affiliation;
- c) to fix admission fees and annual dues;
- d) to adopt a general budget;
- e) to create and establish a financial obligation or liability in excess of the appropriation fixed in the general budget;
- f) to purchase, sell, lease or pledge any real property or to recommend purchase, sale, lease or pledge thereof; or
- g) to act on any other matter for which a two-thirds vote is required by these Bylaws.

The Board may, by a two-thirds vote, delegate any of the foregoing decisions to the Executive Committee.

6.033 Board Roll Call Vote. The vote of the Board shall be taken by roll call on demand of any member of the Board or when required by these Bylaws.

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

6.1 THE EXECUTIVE COMMITTEE OF THE BOARD

There shall be an Executive Committee of the Board composed of the elected officers of the Chapter.

6.11 Meetings of the Executive Committee. A meeting of the Executive Committee shall be held as directed by the Board; when called by the chair of the committee; or when requested in writing by three members of the committee.

Blue Ridge AIA BYLAWS

6.111 Quorum at an Executive Committee Meeting. A quorum of voting members of the Executive Committee shall be necessary to transact any business at a meeting of the Executive Committee.

6.112 Meeting Requirements. The Executive Committee may meet in a regular or special meeting without notice at a time and place determined by it in order to transact business. The Executive Committee may hold a regular organization meeting following the adjournment of each annual meeting of the Chapter for the purpose of organizing the orderly transfer of affairs of the retiring Committee. Any one or more members of the Executive Committee may participate in a meeting of the committee by conference telephone or similar equipment that allows persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting.

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

6.114. Waiver of Notice. Either the call and notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Executive Committee. Any irregularity in or failure of notice of a meeting of the Executive Committee shall not invalidate the meeting or any action taken.

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

6.12 Actions by the Executive Committee. Every decision of the Executive Committee shall be made by not less than a majority of the voting members in attendance. A majority of the Executive Committee shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Executive Committee members present at the time of the vote shall be the act of the Executive Committee if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

6.13 Powers and Duties of the Executive Committee. The Executive Committee shall have full authority, right and power to act for the Board between Board meetings on all matters except those outlined in these Bylaws.

6.131 Limitations of Powers of the Executive Committee. The Executive Committee may not adopt a general budget; purchase, sell, lease, or pledge any real property; form an affiliation; make an award of honor; or fix admission fees and annual dues unless the authority to do so has been delegated to it by a two-thirds vote of the Board. It shall not change the Rules of the Board or the Bylaws, or elect a successor to any officer whose office becomes vacant.

6.132 Delegations by the Executive Committee. The Executive Committee may authorize others to perform certain duties of the Executive Committee under these Bylaws and the Rules of the Board. The Executive Committee may at any time take over the performance of any or all of these duties unless explicitly provided otherwise in these Bylaws. Only those to whom authority is delegated by the Executive Committee may perform duties of the Executive Committee, and each duty so performed shall be done under the general direction and instruction of the Executive Committee, which shall be responsible therefor.

6.14 Reports of the Executive Committee

6.141 Report to Members. The Executive Committee 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.

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

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

6.2. DIRECTORS

6.21 Elected Directors. The membership within each chapter shall be represented on the Board by one or more Directors, who must be assigned members of the Institute.

6.22 Nominating Committee. Nominations for each directorship of this Chapter about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Executive Committee held at least one month prior to the annual meeting, the President may select a nominating committee to prepare and present to the members a slate or slates of candidates for directorships. The President, Immediate Past President and the Vice President, shall also serve on the Nominating Committee.

6.23 Nomination of Directors. The Nominating Committee shall review the qualifications of all persons eligible to serve in the directorship to be filled and shall prepare a slate of names and place these names in nomination at the annual meeting. The Nominating Committee shall place the proposed slate of directors before the membership of the Chapter by written notice at least thirty (30) days before the annual meeting. Additional nominations for each director about to become vacant may be made at the annual meeting from the floor.

6.24 Election of Directors. All elected directors of the Chapter shall be elected at the annual meeting, unless a special meeting is called for that purpose.

6.241 Votes Required to Elect Directors. Nominees for directorships must receive a majority of the votes cast in order to be elected to office. If there is only one nominee for any directorship, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the President shall declare the nominee to be elected by acclamation.

6.242 Primary Elections. If more than two candidates are nominated for these offices, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board.

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

6.244 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.

6.245 Announcement of Election. The President shall declare the results of the balloting to the chapter meeting.

6.25 Term of Office and Number of Directors.

6.251 Term of Office of Directors. Each Director shall serve a term of office, which shall be for two (2) years or until a successor has qualified. Except as otherwise provided in these Bylaws, the term of office of each director shall begin January 1 following the date of the election.

6.252 Number of Directors The total number of Directors shall not exceed 12(twelve).The number of Directors shall establish representation throughout the Chapter's region as indicated in article 1.03 and determined through the Chapter Secretary's annual count of assigned membership, with one director for each one-fifteenth (1/15) or fraction thereof of the total assigned membership of the Chapter.

6.253 Yearly Election of Directors. Each year a minimum of three (3) directors shall be elected to the Chapter.

6.254 Vacancies. If a directorship falls vacant for any reason other than the expiration of a term of directorship, the Secretary shall immediately notify the Board that it shall elect a Director to complete the unexpired term.

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

6.256 Resignations. Any director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a

Blue Ridge AIA BYLAWS

different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of a director.

6.3 ELECTED OFFICERS

The elected officers shall be the President, the Vice President/President-Elect, the Secretary, the Treasurer and the Immediate Past President. The elected officers must be Architect members of the Institute. Nothing in this article shall be construed as prohibiting the combination of offices of Secretary and Treasurer for the performance of the duties of both offices.

6.31 Nominating Committee. Nominations for each office of this Chapter about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Executive Committee held at least one month prior to the annual meeting, the President may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices and directorships. The President, Immediate Past President and the Vice President shall also serve on the Nominating Committee.

6.32 Nomination of Officers. The Nominating Committee shall review the qualifications of all persons eligible to serve in the offices to be filled and shall prepare a slate of names and place these names in nomination at the annual meeting. The Nominating Committee shall place the proposed slate of officers before the membership of the Society by written notice at least thirty (30) days before the annual meeting. Additional nominations for each office about to become vacant may be made at the annual meeting from the floor.

6.33 Election of Officers. All elected officers of the Chapter shall be elected at the annual meeting, unless a special meeting is called for that purpose. Neither the Immediate Past President nor the President is elected directly, but assumes office by automatic succession from the office of President and Vice President/President Elect, respectively. The members shall elect the President only when an Acting President is serving under the provisions of these Bylaws, or when the First Vice President is unable or unwilling to assume the office of President or is serving under the provisions of these Bylaws.

6.331 Votes Required to Elect Officers. Nominees for Vice President, Secretary, and Treasurer must receive a majority of the votes cast in order to be elected to office. If there is only one nominee for any office, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the President shall declare the nominee to be elected by acclamation.

6.332 Primary Elections. If more than two candidates are nominated for these offices, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board.

Blue Ridge AIA BYLAWS

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

6.334 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.

6.335 Announcement of Election. The President shall declare the results of the balloting to the chapter meeting.

6.336 Resignation. Any officer 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.

6.34 Removal of Elected Officers.

6.341 Removal of Officers by Members. Any or all of the elected officers may be removed for or without cause at any meeting of the Chapter by majority vote of the members entitled to vote.

6.342 Board Suspension of an Officer's Authority. The authority of an elected officer to act may be suspended by the Board for cause, but such action shall not be taken if more than one Board member votes against it. Voting shall be by secret ballot, and such officer shall not participate in the vote. Any such officer shall have the opportunity to address the Board prior to the vote, but the Board's action shall be final.

6.35 Terms of Office of Elected Officers.

6.351 Elected Officers - General Practices. Elected officers shall take office upon adjournment of the annual meeting of the Board of Directors following their election, except that those who are appointed by the Board to fill a vacancy shall take office immediately.

6. 352 Immediate Past President's Term of Office. The term of office for Immediate Past President shall be two (2) years.

6. 353 President's Term of Office. The term of office for President shall be two (2) years.

6. 354 Vice President/President Elect Term of Office. The term of office for Vice President/President Elect shall be two (2) years. The Vice President/President Elect succeeds automatically to the office of the President.

6. 355 Secretary's Term of Office. The term of office for Secretary is two years, which shall expire in even-numbered years.

Blue Ridge AIA BYLAWS

6.356 Treasurer's Term of Office. The term of office for Treasurer is two years, which shall expire in odd-numbered years.

6.357 Combined Secretary/Treasurer Term of Office. When the offices of Secretary and Treasurer are combined, the elected term of office shall be two (2) years, and the requirements stated in Sections 6.355 and 6.356 shall be adjusted accordingly.

6.36 Roles of Elected Officers.

6.361 Role of the Immediate Past President. The Immediate Past President shall perform duties properly assigned by the Board or the President.

6.362 Role of the President. The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these Bylaws or by the Executive Committee under the administration and supervision of the Secretary and/or the Treasurer. He or she shall:

- a.) preside at meetings of this Chapter and of the Executive Committee;
- b.) appoint, with the concurrence of the Executive Committee, all committees;
- c.) sign all contracts and agreements to which this Chapter is a party;
- d.) have charge of and exercise general supervision over the offices and employees of this Chapter;
- e.) act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Executive Committee; and
- f.) perform all other duties usual and incidental to the office.

6.3621. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Executive Committee.

6.363 Role of the Vice President/President Elect. The Vice President shall assume all the powers and the duties of the President in the absence, or the disability, refusal or failure of the President to act, and shall perform other duties properly assigned by the Board or the President.

Blue Ridge AIA BYLAWS

6.364 Role of the Secretary. The Secretary shall act as the secretary of each meeting of the Chapter, of the Board, and of the Executive Committee. The Secretary shall perform the duties required to be performed by law and these Bylaws, and other duties properly assigned by the Board or the President. He or she shall:

- a.) act as the recording and corresponding secretary of the Chapter and the Executive Committee;
- b.) attend all their meetings and keep minutes of the proceedings;
- c.) 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;
- d.) issue all notices of this Chapter;
- e.) keep its membership roll;
- f.) sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws;
- g.) keep its seal, and affix it on such instruments as require it;
- h.) prepare the reports of the Executive Committee and this Chapter including reports to the Institute and the State Organization 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;
- i.) in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter; and
- j.) perform all other duties usual and incidental to the office.

6.3641 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Chapter, or the 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.

Blue Ridge AIA BYLAWS

6.365 Role of the Treasurer. The Treasurer shall exercise general oversight of the Chapter's financial affairs and shall perform all the duties incident to the office of Treasurer and other duties properly assigned by the Board or the President such as to 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.

6.3651 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 Executive Committee. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

6.3652. 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. 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.

6.3653 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.

6.3654 Fidelity Bond. If voted by the Directors, the Treasurer and any assistant treasurer shall furnish and maintain a fidelity bond in favor of the Chapter in a sum, which shall be fixed from time to time by the Executive Committee. Such bond shall be issued by a surety company satisfactory to the Executive Committee, and shall insure the full reimbursement to the Chapter by the Office of the Treasurer, for any and all loss the Chapter may sustain of monies, funds, securities, negotiable instruments, or other personal property belonging to the Chapter that may have come into the hands or possession of the Treasurer, including that for which the Treasurer is responsible.

6.37 Delegation of Duties of Officers. The Secretary and the Treasurer may delegate to the Executive Vice President, who may further delegate to other officers or staff the actual performance of such of the Secretary's or Treasurer's duties as the Executive Vice President agrees to perform; provided, however, that the Secretary and Treasurer shall not delegate the signing of any minutes or official reports required by these Bylaws, the Rules of the Board, or applicable law.

6.38 Succession and Election of Officers.

6.381 Succession to the Office of Immediate Past President. The President shall succeed to the office of Immediate Past President upon completing the President's term. Should the office of President become vacant, the incumbent Immediate Past President shall retain that office until such time as the next duly elected President shall have completed the full term of that office.

6.382 Succession to the Office of President. The Vice President shall succeed to the office of President upon the expiration of the President's term, or if the office of the President becomes vacant, in which case the Vice President/President Elect shall become President and shall complete the unexpired term and continue to serve as President the following year. If both the offices of the President and of Vice President/President Elect become vacant, the Board shall appoint, from the officers serving or elected to serve at the time the vacancy occurs, an Acting President to serve until the next annual meeting of the Society, at which time the delegates shall directly elect the President.

6.383 Succession and Election to the Office of Vice President.

6.3831 Succession to Office of Vice President There is no succession to the Office of Vice President.

6.3832 Election to Office of Vice President. Election to the Office of Vice President shall be open to eligible past and present Directors of the Board of Directors. If neither past nor present directors are available, then election to this Office shall be open to qualified members of the general membership.

6.384 Succession to Other Offices. Under procedures set forth in the Rules of the Board, the Board may appoint a successor to complete an unexpired term in the office of Vice President, Secretary, or Treasurer in the event one or more of those offices become vacant. A Vice President appointed under this provision shall not be eligible to become First Vice President under the provisions of Section 6.172 of these Bylaws. In the event that a Vice President, Secretary, or Treasurer temporarily refuses, fails, or is unable to act, then the Board or the Executive Committee may appoint a director or officer of the Society to temporarily perform the duties of the office.

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

6.4 COMMITTEES AND COMMISSIONS

6.41 Formation and Composition. The Executive Committee may form committees and commissions to carry out the work of the Chapter. The charge and duration of each committee or commission shall be determined by the Executive Committee. The members of committees and commissions shall be appointed by the President with the concurrence of the Executive Committee.

Blue Ridge AIA BYLAWS

6.42 Standing Committees. Standing committees shall be established as provided by these Bylaws and each committee shall have not less than four (4) members. Each member shall serve a two (2) year term and terms shall be staggered to allow at least two (2) new members each year. The President shall appoint committee members. A chair of each committee shall be responsible for finance and administration, governmental affairs, public relations, honors and awards and membership.

6.43 Other Committees. Committees may be established by the Executive Committee or by the membership at any meeting of the Chapter to perform services for the Chapter. Each committee shall consist of a chair and such other members as appointed by the President as required to perform the service assigned to it. Committees shall serve at the pleasure of the Executive Committee and the membership.

6.44 Commissions. Commissions may be established by the Executive Committee and the members appointed by the President to perform services on specific projects. Commissions shall report to the Executive Committee and the membership at regular meetings. Following the final Commission report, the Commission shall dissolve unless directed to continue by the Executive Committee or the membership.

6.45 Committee and Commission Reports. Each Committee and Commission shall make an annual written report to the Executive Committee

**ARTICLE 7
PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS**

7.1 GENERAL PROVISIONS – AUTHORITY

In order to carry on its affairs and exercise its powers, the Chapter may acquire real and personal property for its own use.

7.2 GIFTS

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

7.3 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 the Chapter.

7.4 CHAPTERS PROPERTY INTERESTS

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

7.5 FISCAL YEAR AND BOOKS OF ACCOUNT

7.51 Fiscal Year. The fiscal year of the Chapter shall be the calendar year.

7.52 Inspection of Records by Members. Any member in good standing shall be entitled to inspect the records of the Chapter in accord with provisions of the Virginia Non-stock Corporation Act for an orderly process of notification and access to documents.

7.6 EXPENDITURES AND LIABILITIES

7.61 Annual Budget. The Board, prior to the beginning of every fiscal year at its last meeting each year, shall adopt an annual budget for the succeeding year by a concurring vote of not less than two-thirds of its members present. The budget shall show in detail the anticipated income and expenditures of the Society for the fiscal year. The Board may amend the annual budget at any Board meeting by a concurring vote of not less than two-thirds of its members present.

Blue Ridge AIA BYLAWS

7.62 Audits, Reports and Review of Financial Records. At appropriate intervals, the Executive Committee shall employ a firm to prepare a compilation of the financial records of the Chapter as the basis for a financial report to the members. This audit may occur at the end of each fiscal year. Upon completion of this audit, the Treasurer shall prepare a financial report, showing in detail the income and expenditures for that fiscal year. This report, or summary thereof, shall be distributed to the membership in an official publication of the Chapter no later than thirty (30) days after completion of the audit.

7.63 Expenditure Limitations.

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

7.632 The Executive Committee. The Executive Committee shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so by two-thirds majority vote at a duly called meeting of the members (provided, however, that the Executive Committee may enter 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).

7.7 FUNDS AND SECURITIES

7.71. Deposits. All moneys received by the Chapter shall be promptly deposited in their original form, in a depository approved by the Executive Committee.

7.72. Disbursements. Every disbursement of money, except for petty cash, shall be by the check of the Chapter, signed by the Treasurer, or other bonded member of the Executive Committee designated by the Executive Committee.

7.73. Petty Cash. The Treasurer shall establish petty cash accounts as authorized by the Executive Committee. These funds shall be disbursed for the usual petty cash purposes by the person named in the Executive Committee's authorization of the account. Statements of expenditures shall be duly recorded and the expenditures approved by the Treasurer before the account is replenished.

7.74. Reserve Funds. Reserve funds in excessive or required operating funds shall be deposited by the Treasurer in an interest bearing depository approved by the Executive Committee

Blue Ridge AIA BYLAWS

7.75. Bonding. A fidelity bond, as described in article 6.3654, in favor of the chapter shall be required by the Executive Committee only if approved by vote of the Executive Committee, the cost of which shall be paid by the Chapter, such bond, or bonds, to be written to cover the Treasurer, and any other person shall be written to a minimum of twenty five percent (25%) of any annual budget of the Chapter.

7.76. Borrowing and Lending Money. The Chapter may borrow or lend money only for the purpose, and not exceeding the amount, authorized by a concurring vote of two-thirds of members present and eligible to vote at a meeting of the Chapter.

**ARTICLE 8
GENERAL PROVISIONS**

8.0 EXECUTIVE OFFICE

The administrative and executive offices of the Chapter shall be deemed to be located in the office of the current President or as may be designated by the Executive Committee

8.1 RECORDS OPEN TO MEMBERS

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

8.2 PARLIAMENTARY AUTHORITY

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

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

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

8.32 Indemnification. If a director or officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, the Executive Committee by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may authorize the indemnification of 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 as follows:

8.321 Suits, Actions and Proceedings Indemnified. Indemnification under this section shall be available with respect to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative.

Blue Ridge AIA BYLAWS

8.322 Persons Indemnified. Indemnification shall be available to any person who is or was a party threatened to be made a party to any such action, suit, or proceeding by reason of the fact that he or she is or was a director, officer, employee, or committee member of the Chapter.

8.323 Amount Indemnified. Indemnification shall extend to all sums paid by the person in the way of judgments, fines, amounts paid in settlement, and reasonable expenses (including counsel fees) actually and necessarily incurred in connection with the action, suit, or proceeding.

8.324 Advancement of Funds. The Chapter shall advance to such person all sums found by the Board to be necessary and appropriate to enable the person to conduct his or her defense or appeal in the action, suit, or proceedings.

8.325 Authority to Approve Funds. No money shall be paid by the Chapter under this section except upon the affirmative vote of a majority of the Board while a quorum of directors who are not parties or threatened to be made parties to the action, suit, or proceeding, is present.

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

8.4 COUNSEL.

The Executive Committee shall obtain the opinion of counsel on all these procedures concerning all agreements, and concerning any amendments to these Bylaws, before any such actions take effect.

8.5 PUBLICATIONS

8.51 Publications. The Executive Committee may adopt means to prepare, publish, print, sell, or otherwise distribute any document, book, brochure, or any other information or literature concerning any matter that will tend to promote the purposes of the Chapter. The Executive committee shall be responsible for the control and supervision of the text, advertising matter and all matters of finance in connection with such publications.

8.52 Official Notice. The printing and distribution of an official notice or report in any official publication of the chapter shall satisfy the requirements of these Bylaws regarding publication and distribution of such notices or reports, provided that the notice is sent to all persons specified by these Bylaws and the notice is sent on a date which meets the time requirements specified in these Bylaws.

ARTICLE 9
AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

9.01 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.

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

9.1 AMENDMENTS BY THE EXECUTIVE COMMITTEE

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

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

9.13 Limitations on the Board's Power to Amend Bylaws. The Board may not amend the Bylaws to:

- a) increase the power of the Board;
- b) change the name or objects of the Chapter, its membership or the qualifications therefor, its government, meetings, conditions of affiliations or the terms of office or manner of election of its officers and directors;
- c) lessen or diminish the rights and interests of any member;
- d) increase the fees, dues, and other financial liability of any member, unless the Board is herein elsewhere authorized to do so;
- e) lessen or weaken the safeguarding of the investments, securities, money, special funds, and other property of the Chapter or the limitations placed on its expenditures nor extend the authority to make such expenditures or to incur indebtedness; or
- f) change the provisions regarding gifts, advertising, the inspection of records, or the requiring of advice of counsel.

Blue Ridge AIA BYLAWS

9.2 LEGAL REVIEW OF BYLAWS AMENDMENTS.

Before any amendment to any provision of these Bylaws made by the Board shall become effective, counsel to the Chapter shall approve it as being within the power of the Board to make, in correct legal form, and legally proper.

9.3 PUBLICATION OF PROPOSED BYLAWS AMENDMENTS.

The proposed amendments shall be published in a periodical publication of the Chapter and sent to each member not less than sixty days before action by the Board.

9.4 INTERPRETATION OF BYLAWS.

These Bylaws shall be interpreted according to the laws of the Commonwealth of Virginia.