

BYLAWS OF AIA CENTRAL VALLEY
A CHAPTER OF THE AMERICAN INSTITUTE OF ARCHITECTS

Approved by AIACV members at Annual Meeting October 16, 2008

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PREFACE

These Bylaws describe the general procedures under which AIA Central Valley operates and which may periodically be revised by either the Members or by the Board of Directors as stated in these Bylaws. When reviewing these Bylaws, readers should also refer to the Chapter Charter, the Chapter's Articles of Incorporation, the policies adopted by this Chapter and by its Board and to the Bylaws of the American Institute of Architects.

ARTICLE 1: ORGANIZATION

1.0. GENERAL PROVISIONS

- 1.0.1. Name of Chapter. The name of this organization, as described by the Chapter's Articles of Incorporation, is AIA Central Valley, a Chapter of The American Institute of Architects.
- 1.0.2. Definitions In these Bylaws, the following references apply:
 - 1.0.2.1. Architect Member. The words Architect Member refer to licensed architect members of the Institute who are also Members of this Chapter.
 - 1.0.2.2. Board. The Board of Directors of this chapter is referred to as Board.
 - 1.0.2.3. Chapter. The above named chapter is referred to as Chapter.
 - 1.0.2.4. Directors. The directors of this chapter's Board of Directors are referred to as Directors.
 - 1.0.2.5. Directors to the State Organization. The Chapter's representatives to the Board of Directors of the State Organization are referred to as Directors to the State Organization.
 - 1.0.2.6. Institute. The American Institute of Architects is referred to as Institute.
 - 1.0.2.7. Institute Board. The Board of Directors of the Institute is referred to as Institute Board.
 - 1.0.2.8. Member. The words Member, Members or Membership refer to all persons in this Chapter.
 - 1.0.2.9. Officers. The officers of this chapter's Board of Directors are referred to as Officers.
 - 1.0.2.10. State Organization. The American Institute of Architects California Council is referred to as State Organization.
- 1.0.3. Purpose. The purpose of this Chapter shall be to promote and enhance architecture and the profession of architecture within the territory of AIA Central Valley and to promote and forward the objectives of The American Institute of Architects.
- 1.0.4. Territory. The jurisdiction of this Chapter shall be the territory prescribed by the Institute or as adopted by the Board.
- 1.0.5. Composition. This Chapter is a nonprofit, membership corporation incorporated under the laws of the State of California on October 28, 1955. It is composed of individuals only, and its Members shall be Architect Members and Associate members of the Institute assigned to it by the Secretary of the Institute, and Unassigned Members, Honorary Members, Allied Members, and Student Members this Chapter may admit. All Architect, Associate, Honorary, Student and Allied Members shall remain Members of this Chapter until their membership has been terminated or until they have been assigned to another chapter, and shall pay the annual dues and any assessments and fees fixed by this Chapter. All Unassigned members shall remain Unassigned Members until their membership has been terminated and shall pay the annual dues and any assessments and fees fixed by this Chapter.

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1.1. ALLIANCES, SPONSORSHIPS, ENDORSEMENTS, AND PUBLICATIONS

1.1.1. ALLIANCES

- 1.1.1.1. Purposes of Alliances. This Chapter may form an alliance with any non-profit or public sector organization that is not used or maintained for financial gain or price fixing, if and while the purposes of this Chapter will be promoted by such affiliation.
- 1.1.1.2. Agreements of Alliances. Every alliance must be authorized by the Chapter's Board of Directors and Executive Director.
- 1.1.1.3. Statement of Purpose. Every agreement of alliance shall state the purposes of the alliance, the terms and conditions under which it is entered into, the duration, the objects of the ally and the nature of its organizations, membership, government and operations.
- 1.1.1.4. Limitations. No allied 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 has voted to be so bound or obligated.
- 1.1.1.5. Privileges of Allied Organizations. The representatives of an allied organization may attend any of the regular meetings of this Chapter and may speak at the invitation of the President.

1.1.2. SPONSORSHIPS

- 1.1.2.1. Purpose. The Chapter is authorized to accept, or with other organizations participate in, sponsorship contributions, monetary or service in kind, from or with other organizations or business enterprises for the purpose of providing service to the members or for the hosting of membership events, programs or activities whether for chapter business, education or fellowship.
- 1.1.2.2. Limitations. The Chapter may provide said sponsors the opportunity to present and distribute information to the membership. Such dissemination of information shall not constitute endorsement of the subject information, nor serve as an affiliation between the Chapter and said sponsor.

1.1.3. PUBLICATIONS

- 1.1.3.1. Publications. Subject to prior approval of the Board, this Chapter may prepare, edit, publish, print, sell or otherwise distribute any document, book, data, information or other literature concerning any matter that will tend to promote its objectives.

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ARTICLE 2: CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

2.0. THE INSTITUTE

- 2.0.1. Cooperation and Authority. This Chapter shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the Institute Board. The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, and acting as custodian of funds.
- 2.0.2. Conformity with Institute Policy. No act of this Chapter, its Board, or any Chapter committee, or any Officer or Director shall directly nullify or contravene any act or policy of the Institute.
- 2.0.3. Delegates to Institute Meetings. Members of this Chapter represented at meetings of the Institute shall be by member delegates as prescribed in the Institute Bylaws.
 - 2.0.3.1. Selection of Delegates. The member delegates to the Institute shall be selected by the Board from the Architect Members and Associate members of this Chapter in good standing. Any Section of this Chapter established in accordance with Institute Bylaws shall be entitled to select its own delegates.

2.1. STATE ORGANIZATION

- 2.1.1. Cooperation and Authority. The Board shall cooperate with the State Organization in all matters consistent with the purposes and policies of the Institute and this Chapter, and by agreement with State Organization, may represent and act for it within the territory of this Chapter.
- 2.1.2. Directors. The membership of this Chapter shall be represented on the Board of Directors of the State Organization by Directors to the State Organization as prescribed by the State Organization Bylaws. The directors to the State Organization shall be nominated, elected and serve for terms as described in Article 7 of these Bylaws.

ARTICLE 3: MEMBERSHIP

3.0. GENERAL PROVISIONS

- 3.0.1. Categories of Membership. The membership of this Chapter shall consist of:
 - 3.0.1.1. Assigned Members, Associate members and Unassigned Members. The Architect Members, Associate members and Unassigned Members of this Chapter shall consist of:
 - a. Assigned Members. The Assigned Members shall be those Architect Members and Associate Members of the Institute assigned to this Chapter by the Secretary of the Institute.
 - b. Unassigned Members. Unassigned Members, also referred to as “Chapter Allies” are those Architect Members or Associate Members assigned to another chapter that apply and are admitted to unassigned membership as prescribed in section 3.1.2 of these Bylaws. This Chapter shall enroll within thirty days any Unassigned Member accepted by this Chapter.
 - 3.0.1.2. Student Members. Student members shall be students in a college, university or secondary school within the territory of the Chapter.
 - 3.0.1.3. 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,

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but are not limited to: engineers, planners, landscape architects, product representatives/vendors/manufacturers, attorneys, trade or professional associations, contractors, sculptors, muralists and other artists, professionals in government, education, industry, research and journalism, and other professionals whose work or consulting is related to the practice of architecture and the Chapter believes will provide a meaningful contribution by reason of their employment or occupation.

- 3.0.1.4. Honorary Members. A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter and who has rendered the profession significant and valuable service within the territory of this Chapter may be named an Honorary Member.
- 3.0.2. Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.
- 3.0.3. 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 10 of these Bylaws.
- 3.0.4. 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.
- 3.0.5. Resignations. Any Member may resign from this Chapter by presenting a written resignation to the Secretary, or his/her designee. The resignation of an Assigned Member, if the Secretary or designee 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 AIA Central Valley Chapter. .
- 3.0.6. Good Standing Defined. A Member is not in good standing in this Chapter if and while in default of dues or other obligations to this Chapter, the State Organization, or the Institute.
- 3.0.7. Loss or Suspension of Interests, Rights and Privileges. A Member who resigns, or is suspended or terminated by the Institute or this Chapter loses all rights in this Chapter, the State Organization and the Institute, including any right to use the Chapter's, the State Organization'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.
- 3.1. ASSIGNED MEMBERS AND UNASSIGNED MEMBERS
- 3.1.1. Privileges. The qualifications, rights and privileges of assigned Architect Members, Associate members and Unassigned Members shall be as those granted by law and fixed by the Institute Bylaws except that an Unassigned Member shall not represent its membership in meetings of the Institute or the State Organization and shall not vote at any meeting of this Chapter on matters affecting the Institute or the State Organization.
- 3.1.2. Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Secretary or his or her designee shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application. 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.
- 3.1.3. Admission Fees Prohibited. An Assigned Member shall not pay any admission or initiation fee for membership in this Chapter.
- 3.1.4. Termination. Assigned membership in this Chapter is terminated by the death of the Member, resignation or termination of membership in the Institute, or reassignment of the Member to another State Organization or

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chapter. 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 Members for indebtedness to the Chapter as provided in these Bylaws.

- 3.1.5. Emeritus Members. A Member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus Member of this Chapter. All rights, interest, privileges, titles, liabilities and obligations of such Members, other than the payment of regular and supplemental dues, shall remain unchanged.

3.2. STUDENT MEMBERS

- 3.2.1. Rights and Privileges. A Student Member may serve as a Member of any Chapter committee that is not concerned with disciplinary matters. A Student Member may not serve as an Officer or Director, print or permit to be printed or in any way use the name, title, initials, seal, symbol or insignia of this Chapter or the Institute.
- 3.2.2. Termination. Student Memberships shall be terminated following the termination of the student status of the Member or upon the death of the Student Member, or by resignation or by default in payment of obligations under the conditions prescribed in these Bylaws, or for any other reason the Board deems sufficient, provided it has offered to the person an opportunity to be heard in the matter.

3.3. ALLIED MEMBERS

- 3.3.1. Admission. Every application for admission to Allied membership in this Chapter shall be promptly acted upon by the Board or Executive Director.
- 3.3.2. Rights and Privileges of Allied Members in good standing:
- 3.3.2.1. Shall be eligible to serve as an Officer or Director of this Chapter as specifically outlined in section 5.0.1 of these Bylaws;
 - 3.3.2.2. May serve as a member of any committee of this Chapter that is not concerned with disciplinary matters or the establishment of dues;
 - 3.3.2.3. May attend, speak and make motions, but shall not be eligible to vote at any meeting of this Chapter, unless designated as the Allied Officer or Director on the Chapter Board of Directors;
 - 3.3.2.4. May not print or permit to be printed or in any way use the name, title, initials, seal, symbol or insignia of this Chapter or the Institute.
 - 3.3.2.5. In addition to the rights and privileges set forth above, Allied members of this Chapter may use the title "Allied Member of the American Institute of Architects, Central Valley Chapter" but the title may not be changed by abbreviation or amplification.
- 3.3.3. Termination. Allied membership is terminated by the death or resignation of the Allied Member, by the admission or eligibility to be admitted as an Assigned Member or Unassigned Member, by default in payment of obligations described in these Bylaws, or for any other reason the Board deems sufficient, provided it has offered to the person an opportunity to be heard in the matter.

3.4 HONORARY MEMBERS

- 3.3.4. Admission. Every application for admission to Honorary membership in this Chapter shall be promptly acted upon by the Board.

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- 3.3.5. Nomination and Admission of Honorary Members. A person eligible for Honorary membership may be nominated by any Member. The Board, in executive session, may elect such person as an Honorary Member by the vote of three-fourths of the Board's membership. The voting shall be and remain confidential.
- 3.3.6. Rights and Privileges of Honorary Members. Honorary Members in good standing:
- 3.3.6.1. May serve as a member of any committee of this Chapter that is not concerned with disciplinary matters or the establishment of dues and that does not perform any duty of the Board;
 - 3.3.6.2. May attend any meeting of this Chapter and, speak but may not vote except as a member of a committee;
 - 3.3.6.3. Shall be eligible to serve as an Officer or Director of this Chapter but only as specifically allowed in these Bylaws;
 - 3.3.6.4. May not print or permit to be printed or in any way use the name, title, initials, seal, symbol or insignia of this Chapter or the Institute;
 - 3.3.6.5. In addition to the rights and privileges set forth above, Honorary Members of this Chapter may use the title "Honorary Member of the American Institute of Architects, Central Valley Chapter" but the title may not be changed by abbreviation or amplification;
 - 3.3.6.6. An Honorary Member shall not pay any dues or assessments.
- 3.3.7. Termination. The Board by the concurring roll-call vote of its entire membership may terminate any Honorary Member and strike the name from the records for any reason the Board deems sufficient, provided it has offered the Honorary Member an opportunity to be heard in this matter.

ARTICLE 4: CHAPTER MEETINGS

4.0. REGULAR, ANNUAL AND SPECIAL MEETINGS

- 4.0.1. Annual Election. This Chapter shall hold an Annual Election Meeting during the month of November, at the time and place determined by the Board for the purpose of nominating and electing the Directors to succeed those whose terms are about to expire; for receiving the annual reports of the Board and the Treasurer; and for the transaction of such other business as may be appropriate.
- 4.0.2. Special Meetings. A special meeting of this Chapter may be called by the President or the Board or by written petition signed by no less than 25 percent of the total number of Members of the Chapter eligible to vote. In the latter event the Board shall call the special meeting for the purposes set out in the petition within 30 days after receiving same. No business other than that specified in the notice of the special meeting shall be transacted at said meeting.
- 4.0.3. Notice of Meetings. A notice of each Annual Election Meeting and each Special Meeting, stating the time and place at which it will be held, its purpose shall be sent by mail, facsimile, or electronic mail by the Secretary, or his or her designee, to each Member entitled to vote at the meeting at least ten (10) calendar days prior to the meeting, or as required by these Bylaws, unless a longer notice is required by law. The publication of a notice of an annual or of a special meeting in the Chapter newsletter or other official publication of this Chapter shall satisfy the requirement of notice provided the publication is sent to Members in time for them to receive it at least ten days prior to the meeting.

4.1. QUORUM AND MINUTES FOR CHAPTER MEETINGS

- 4.1.1. Quorum at Meetings. At any meeting of this Chapter, a quorum for the transaction of business shall be one-third (1/3) of the Chapter Members entitled to vote, however, if less than one-third (1/3) of the members attend the meeting, then a majority of those Members attending the meeting shall constitute a quorum for

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purposes of voting as long as the requisite Notice of Meeting was sent to each Member entitled to vote at the meeting. The Chapter Members present may adjourn any Chapter meeting despite the absence of a quorum at the point of adjournment, however, a quorum based on the number of people attending a meeting at the time the quorum was first established at that meeting shall be required to transact business.

4.2. DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

- 4.2.1. Majority Vote. Every decision at a Chapter meeting shall be by a majority vote of those Members in good standing who are present and voting, unless otherwise required by law or these Bylaws.
- 4.2.2. Roll-Call Vote. A roll-call vote shall be taken at the call of the presiding officer or whenever a majority one-third of the voting Members present so request.
- 4.2.3. Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter; however, a written ballot will be accepted from Members incapacitated due to illness, or whose business requires the Member's presence outside a radius of 25 miles from the site of the meeting.
- 4.2.4. Limitations on Voting Eligibility. Only Assigned Members in good standing may vote on the following matters:
 - 4.2.4.1. Matters so designated elsewhere in these Bylaws;
 - 4.2.4.2. Any matters relating to membership;
 - 4.2.4.3. Elections of Institute Directors and delegates to meetings of the Institute and the State Organization;
 - 4.2.4.4. Instructions to delegates;
 - 4.2.4.5. Voting on dues and assessments for Architect Members shall be limited to Architect Members;
 - 4.2.4.6. Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.
- 4.2.5. Mail or Electronic Ballot. Any vote by the membership may be taken by absentee by mail, e-mail, fax or such other electronic means that can be used to create an electronic record. Votes must be received at the chapter office within five working days of any chapter election. Each ballot cast via mail or electronic means shall identify the member casting the vote and the member number. The chapter Executive Director, or designated staff, shall validate the member number against the roster prior to recording the vote. Votes will be tallied and the results will be e-mailed to the *entire* Chapter membership as well as posted on the AIACV website, within two work days after the close of voting. A quorum, as required by the bylaws, shall be determined based on all members who cast valid votes. Any chapter member may request in writing that the roster indicate that their membership number be excluded from those eligible for electronic voting.

ARTICLE 5: THE BOARD OF DIRECTORS

5.0. COMPOSITION OF THE BOARD

- 5.0.1. Voting Members. The voting members of the Board of this Chapter shall be the following ten people: the four Officers of the Chapter (the President of the Chapter, the Vice President of the Chapter, the Secretary of the Chapter, and the Treasurer of the Chapter), the four Directors of the Chapter, and the two Associate Directors of the Chapter.
- 5.0.2. Non-Voting Members. The non-voting ex-officio members of the Board shall be composed of the immediate past President of the Board who has fulfilled his/her term of office and the Executive Director.

5.1. POWERS, DUTIES AND AUTHORITY OF BOARD

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- 5.1.1. Powers. The business of this Chapter shall be managed by the Board, herein referred to as the Board, which shall exercise all authority, rights and powers granted to it by the laws of the State of California, by the Articles of Incorporation of this Chapter and by these Bylaws.
- 5.1.2. General Duties. The Board shall be responsible for the execution of all general policies, directions and instructions adopted at any meeting of this Chapter and shall act for and in behalf of this Chapter in all matters within its jurisdiction. The Board shall also:
- 5.1.2.1. Through the Executive Director shall oversee the affairs, business, management, direction, control and administration of the Chapter;
 - 5.1.2.2. Establish its policies;
 - 5.1.2.3. Govern its membership;
 - 5.1.2.4. Admit its, Allied and Honorary Members;
 - 5.1.2.5. Recommend to the Institute admission of its AIA and Associate members;
 - 5.1.2.6. Act as trustee for and be custodian of its properties and interests, except those placed in the custody or under the administration of the Treasurer by the provisions of these Bylaws;
 - 5.1.2.7. Exercise all authority, rights and powers granted to the Board by the laws of California; and
 - 5.1.2.8. Conduct its business as required by said laws and these Bylaws.
- 5.1.3. Specific Duties. The Board shall perform the following specific duties:
- 5.1.3.1. Policies. The Board, by concurring quorum vote, shall establish and adopt rules and policies to supplement the provisions of these Bylaws. These rules and policies shall be kept current in the AIA Central Valley Board book and shall remain in force and effect until modified by a concurring vote of not less than nine members of the Board.
 - 5.1.3.2. Contractual Agreements. The Board shall approve all major contractual agreements before this Chapter shall enter into them, provided, however, that such approval may be delegated in specific cases to the officers, Executive Director or other staff.
 - 5.1.3.3. Administrative Personnel. Through the Executive Director the Board shall establish and determine the personnel policies and practices of the administrative office of this Chapter, including but not limited to personnel requirements, salaries and benefits, and shall provide equal opportunities to all individuals.
- 5.1.4. Freedom from Commitments. No committee, task force, 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 has been reviewed and approved by the Board.
- 5.1.5. Delegation of Authority. The Board, to the extent allowed in these Bylaws and the Rules and Policies of the Board, may authorize someone other than the Board to perform certain of the duties of the Board. 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 direction of the Board which shall be responsible therefore. Neither the Board 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.
- 5.1.5.1. Executive Committee. The Board shall establish an Executive Committee of the Board, consisting of the President, Vice President, Secretary and Treasurer. The Executive Director shall sit on the Executive Committee as an ex-officio member. The Board shall approve the duties and responsibilities of the Executive Committee which outline routine administrative matters within the

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broad policy outlines established by the Board and the Bylaws. The Executive Committee shall have no policy making ability, shall not take any action that would conflict in whole or in part with any action of the Board or any meeting of this Chapter or any rule of policy of the Institute. Minutes of the Executive Committee meetings shall be distributed to members of the Board. A quorum of the Executive Committee shall consist of a majority of its members.

- 5.1.5.2. Executive Director. The Board shall have the power to appoint an executive officer, who shall be known as the Executive Director, and who shall be employed by and shall report to the Executive Committee. The Executive Director shall:
- a. Be and act as the chief executive officer of this Chapter and as such shall be responsible for the general management of Chapter personnel and affairs, subject to the general direction and control of the Board and to the supervision of the officers of this Chapter;
 - b. Attend meetings of the Board and its Executive Committee as a non-voting Member ex officio;
 - c. Make reports to the Board on the affairs and business of this Chapter when requested by the Board;
And
 - d. Shall act as spokesperson of this Chapter and as its representative at meetings with other associations and committees unless delegated by the Board or these bylaws. The Executive Director shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board.

5.2. MEETINGS OF THE BOARD

- 5.2.1. Meetings Required. The Board must actually meet in a regular or special meeting to transact business except that in cases of emergency or as necessary the President or Executive Director may poll the entire Board by telephone, facsimile, or electronic mail, and act with concurrence of with a quorum of the voting members. Any one or more members of the Board may participate in a meeting of the Board by conference telephone or similar device that allows all persons participating in the meeting to hear one another at the same time. Any action required or permitted to be taken by the Board may be taken without a meeting if all voting members of the Board consent to the action in writing via facsimile or electronic mail.
- 5.2.1.1. Regular Meetings. The Board shall meet a minimum of once a month, except on the recorded vote of nine of its voting members. The Board shall fix the time and place of its meetings. The Board may hold regular meetings without notice at a time and place determined by it.
- 5.2.1.2. Special Meetings. A special meeting of the Board shall be held if so voted by it or if requested in writing by a majority of the members of the Board, or at the call of the President. The Secretary, or his or her designee, shall send notice of each special meeting by mail, facsimile or electronic mail so that such notice is received not less than three days before the date of the meeting. Such notices shall state the time, place and the purpose of the meeting and the business to be transacted, and only the business stated in the notice shall be transacted at the special meeting. Any irregularity in or failure of notice shall invalidate the meeting or any action taken at such meeting unless this restriction is waived by the consent of every member of the Board.
- 5.2.1.3. Executive Sessions. The election of Honorary Members, the discussion of personnel matters, and other topics deemed appropriate shall be discussed in Executive Sessions. An Executive Session of the Board shall be held if so voted by a majority of the Board or at the call of the President. Attendance by those other than Board Members shall be at the discretion of the President or by majority vote of the Board. Actions taken by the Board while in executive session shall be included in the minutes of the meeting.

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5.2.1.4. Virtual meetings. Members of the AIACV Board may participate in a board meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply:

- (A) Each member participating in the meeting can communicate with all the other members concurrently.
- (B) Each member is provided the means of participating in all matters before the Board, including without limitation, the capacity to propose, or to interpose an objection to a specific action to be taken by the corporation.

An action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board, such written consents may be transmitted electronically if the board member has in writing authorized such method.

5.2.2 Quorum. A majority of the voting members of the Board shall constitute a quorum for the transaction of the Board's business. If a quorum is not present those present may adjourn the meeting from day to day or to a later date.

5.2.3 Decision. Every decision of the Board shall be by a concurring majority vote, unless otherwise required by these Bylaws or by law. The vote of a member of the Board shall be entered on the minutes upon request and whenever a roll-call is taken. Except as otherwise provided by law, the vote of a majority of the Board members present at the time of the vote shall be the act of the Board if a quorum is present. All decisions by the Board shall be subject to a vote by the Members of the Chapter based on a petition by any Member signed by at least 15 other Members in good standing. Such vote to change any decision by the Board shall require two-thirds vote of the Members present at a Chapter meeting, provided that notice of the proposed vote 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.

5.2.4 Minutes. The Secretary or its designated representative shall keep written minutes of each meeting of the Board, recording the members in attendance, the matters considered at the meeting and every Board action taken. Minutes shall be distributed to the members of the Board for approval at the next meeting and thereafter filed with the Chapter's records.

5.2.5 Reporting. At the end of each calendar year the Board shall make available to the membership a full account, in writing, of the financial condition of the Chapter.

ARTICLE 6: OFFICERS AND DIRECTORS OF THE CHAPTER

6.0. Officers: The Officers of the Chapter shall be the President of the Chapter, the Vice President of the Chapter the Secretary of the Chapter, and the Treasurer of the Chapter. Each Officer shall be an Architect Member of the Chapter and shall also serve as a Director during the duration of his/her term of office as an Officer.

6.0.1. President

6.0.1.1. The President shall exercise general supervision of the business and affairs of this Chapter, except those placed by these Bylaws or under the administration and supervision of the Secretary and the Treasurer. The President shall perform all the duties incidental to the office, those required by law and these Bylaws, and those properly delegated to the office by the Board.

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- 6.0.1.2. The President shall preside at each meeting of this Chapter and of the Board and of the Executive Committee. The President shall speak on behalf of this Chapter and act as its representative, but shall not commit or obligate this Chapter unless specifically authorized by the Board.
- 6.0.1.3. The President shall, with the concurrence of the Board, sign all contracts and agreements to which this Chapter is a party and have charge of and exercise general supervision over the offices and employees of this Chapter. The President, with the Board's approval, may delegate any of these duties.
- 6.0.1.4. The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board or these bylaws. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board.
- 6.0.1.5. The President shall serve as a Director (delegate) to the State Organization in accordance with Article 7 of these Bylaws.

6.0.2. Vice President

- 6.0.2.1. The Vice President shall possess all the powers and perform all the duties of the President in the event, as determined by the Board, of the President's absence, disability, refusal or failure to act and shall perform such other duties as are properly assigned by the Board or the President.
- 6.0.2.2. The Vice President shall succeed to the office of President upon expiration of the term of the office of the President.
- 6.0.2.3. The Vice President shall serve as a Director (delegate) to the State Organization in accordance with Article 7 of these Bylaws.

6.0.3. Secretary

- 6.0.3.1. The Secretary shall act as Chapter recording and corresponding secretary and as secretary of meetings of this Chapter and the Board and shall attend all their meetings and keep minutes of the proceedings.
- 6.0.3.2. The Secretary shall 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.
- 6.0.3.3. The Secretary shall issue all notices of meetings, keep membership rolls, sign instruments and matters that require Chapter attest or approval, except as otherwise provided in these Bylaws, keep its seal and affix it as required, and perform all duties incidental to this office, those required by these Bylaws and those properly delegated to the office by the Board.
- 6.0.3.4. 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.
- 6.0.3.5. The Secretary shall, 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. The actual performance of these duties may be delegated except for delegating responsibility for the property of this Chapter, affixing of the seal, or any required attestation or certification. The signing of specific documents may be delegated by the Board or the President as allowed in these Bylaws.

6.0.4. Treasurer

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- 6.0.4.1. The Treasurer shall exercise general supervision of the Chapter's budget and shall be in charge of the Chapter's fundraising efforts. The Treasurer shall collect all Member dues and/or assessments, shall have established proper accounting procedures for the handling of this Chapter's funds and keep the records and books of account of this Chapter and shall be responsible for the keeping of funds in such banks, trust companies and/or investments as are approved by the Board, and for the disbursing of funds from the Chapter. The Treasurer shall 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. The Treasurer may, as appropriate, delegate administrative matters to the Executive Director.
- 6.0.4.2. The Treasurer shall make a report at all meetings of the Board and at other times when called upon by the President, on the financial condition of the Chapter, including the budget, and actual 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.
- 6.0.4.3. The Treasurer shall sign all approved contracts and agreements involving financial commitments by the Chapter unless such authority has been specifically delegated to another Board member, Executive Director, or other staff.
- 6.0.4.4. 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, however, the Treasurer may delegate to the Executive Director 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.
- 6.0.5. Officer Pro Tem. In the absence of the President, Vice President, Secretary or Treasurer, the Board shall elect from its membership a chairperson pro tem, a secretary pro tem, or a treasurer pro tem, as the case may be, and 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 until adjournment or accession by the proper office.
- 6.1. Directors. The Directors shall be Architect Members or Associate members of the Chapter. The total number of Directors who are Associate members shall not exceed two.
 - 6.1.1. Two Directors shall be Associate Members of the Chapter and shall be given the title "Associate Director." If an Associate Director should obtain his/her license while serving, said Associate Director may complete the term of office.
 - 6.1.2. Public Directors. One non-voting Ex Officio Board Member may be a Public Director appointed by the Board at their discretion on a yearly basis..
 - 6.1.3. Allied Director. One non-voting Ex Officio Allied Board member may be appointed by the Board at its discretion.
- 6.2. Nomination of Officers and Directors:
 - 6.2.1. Nomination. Nomination of directors may be by the Nominating Committee or by Nomination Petitions as defined in 6.2.3.
 - 6.2.2. Nominating Committee. At least 60 days prior to the Annual Election Meeting, the Board shall submit one nomination for each Officer and a slate of nominees for the remaining Directors positions, all to be voted upon as prescribed in these Bylaws.
 - 6.2.3. Nominating Petitions. Nominating petitions, including self-nominations, must be in writing and must bear the signatures of a current Chapter member who is eligible to vote and must be delivered to the Executive Director at least 20 days prior to the Annual Election Meeting.

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- 6.2.4. Notice to Membership. The membership shall be notified of the slate of nominees chosen by the Board of Directors at least 45 days prior to the Annual Meeting. If additional nominations are made by petition, the names of all the nominees shall be published to the membership at least 15 days prior to the Annual Meeting.
- 6.3. Election of Officers and Directors:
- 6.3.1. Secret Ballots. All Officers and Directors except the President shall be elected by the Members of the Chapter by secret ballot at the Annual Election Meeting or via facsimile or electronic ballot only to be viewed in strict confidentiality by AIA Central Valley personnel in accordance with the procedures prescribed by law and set forth in these Bylaws.
- 6.3.2. Successorship. The President shall assume his/her position by automatic succession from the position of Vice President. In the event that the Vice President is unable or unwilling to assume succession to his/her respective position, such position shall be elected by secret ballot at the Annual Meeting in accordance with the procedures prescribed by law and set forth in these Bylaws.
- 6.3.3. Balloting Procedures.
- 6.3.3.1. The name of each nominee for each office and each directorship shall be placed by the Secretary, or his or her designee, on ballots for the voting thereof by the meeting. Balloting shall be in the charge of two tellers, one of whom shall be the Executive Director and the other appointed by the Secretary who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary.
- 6.3.3.2. In the event there are more nominees for directorship than there are vacancies to be filled, those nominees receiving the greatest number of votes shall be elected.
- 6.3.3.3. In the event of a tie vote, the Chapter will conduct a run-off ballot of the nominees tied for that position. Voting by the members will be conducted under the procedures of Section 6.3
- 6.3.4. Election by Acclamation. When there is only one nominee for any office or directorship, the Secretary may be directed by the President to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the President shall declare the nominee elected by acclamation.
- 6.3.5. Declaration of Election. The Secretary shall announce to the meeting the results of all balloting and shall declare all elections official and final.
- 6.4. TERMS OF OFFICE OF OFFICERS AND DIRECTORS
- 6.4.1. Term. Each Officer's term shall be one year commencing on January 1 and ending on December 31 of that year or until a successor has qualified.
- 6.4.2. Directors. The term of office for the Directors and the Associate Directors, shall be two years and shall be arranged so that normally no more than four terms of office for the Directors shall expire in any one year (except that the Chapter Directors, and Associate Directors shall each serve two- year terms staggered such that no more than half of the Chapter Directors or Associate Directors are elected in the same year).
- 6.4.2.1. The Vice President term of office shall be one year. Upon assuming the office of President the Member shall serve one year in that capacity.
- 6.4.2.2. Ally and Public Directors shall serve one year terms as they are appointed by the current President.
- 6.4.3. Vacancies. A vacancy shall be deemed to occur by the death or resignation of a Board Member, or whenever a Member is absent for more than three consecutive regular Board Meetings without good cause as determined by the Board, or at the end of the current year upon his/her acceptance of a nomination for office or directorship. If a vacancy occurs in the membership of the Board other than on account of the regular expiration of a term of office, the Board, by roll-call vote, shall fill the vacancy for the unexpired term of office, except that the President-elect shall fill any vacancy in the office of President.

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- 6.4.4. Resignation. Any Officer or Director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an Officer or Director.
- 6.4.5. Removal of Officer or Director. Any or all of the Officers and Directors may be removed for or without cause by majority vote of the Members of the Chapter, or for cause by a two-thirds vote of the Board when there is a quorum of not less than a majority at the meeting at which the vote is taken.

ARTICLE 7: DIRECTORS TO THE STATE ORGANIZATION

- 7.0. Nomination and Election of Directors. The current President, immediate Past President and Vice President of the Chapter shall serve as Directors to the State Organization.
- 7.1. Vacancies. Vacancies in the Chapter representation to the Board of Directors of the State Organization shall be filled by the Chapter Board of Directors, sitting as duly elected representatives of the membership at large.
 - 7.1.1. Term of Directors. The current President of the Chapter, immediate Past President and Vice President shall serve as a Director to the State Organization for one year.
 - 7.1.2. Vacancy. Should a vacancy occur during a normal term of office, the Board shall appoint a replacement Director to the State Organization.

ARTICLE 8: COMMITTEES AND COMMISSIONS

- 8.0. Committees. Chapter Committees shall be established to perform services for the Chapter and each such committee may create one or more subcommittees. Chapter committees may be established by the Board of Directors. The charge and duration of each committee shall be as prescribed by the members of the committee, with supervision and approval from the Board of Directions. Committee Chairs shall be selected by the committee.
- 8.1. Mandatory Committees. There shall be three mandatory committees: Finance, Nominating, and Strategic Planning. Each of these committees shall meet regularly to carry out their duties on behalf of the Chapter and make an annual report to the Board.
 - 8.1.1. Finance and Fundraising Committee. The Finance Committee shall consist of the Treasurer and no less than two other Members of the Chapter. The Committee shall perform as an oversight body for the financial matters of the Chapter, the requirements of which are established in Article 9 of these Bylaws.
 - 8.1.2. Nominating Committee. The Nominating Committee shall consist of the Vice President, as Chair, and no less than four other Members, three of whom are not members of the Board, and one of whom shall be an Associate Member. The Committee shall perform all duties required by these Bylaws to annually nominate persons for the Officers and Directors of this Chapter.
 - 8.1.3. Strategic Planning Committee:
 - 8.1.3.1. The Strategic Planning Committee reports to the Board and is responsible to the Board for all aspects of the Chapter's Strategic Planning including the policies adopted by this Chapter. Membership consists of the President, Vice President, Secretary, two members of the Board and the current Past President of the Chapter. No appointed Board member shall serve more than a two-year term, unless that Member is elected to a Chapter office. The Vice President is responsible for maintaining this committee and its report and actions to the Board.

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- 8.1.3.2. The Committee will, on an annual basis, and no later than the third Board meeting of each year, make a formal report to the Board concerning, as a minimum, 1) appropriateness of the current Strategic Plan, and adopted policies currently in place 2) progress made regarding implementation of the plan, and 3) any required revisions to the plan. The report of the Strategic Planning committee shall be published to the membership on an annual basis.
- 8.1.3.3. The Board is responsible for providing and approving a Chapter Strategic Plan and required revisions to the plan on an annual basis.

ARTICLE 9: FINANCES

9.0. FINANCES

- 9.0.1. Fiscal Year. The fiscal year of this Chapter shall be the calendar year.
- 9.0.2. Budgets and Appropriations. At the beginning of every fiscal year, the Board, 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 current year, make annual appropriations in accordance therewith, authorize the expenditures thereof, and authorize the Treasurer, or Executive Director to pay the authorized expenditures when due.
- 9.0.3. Expenditure Limitations.
 - 9.0.3.1. 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 or a specific resolution at a meeting of the Chapter.
 - 9.0.3.2. The Board. The Board shall not adopt a budget, make any appropriations or authorize expenditures in any fiscal year which, in the aggregate, exceed the estimated net 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. The Board may, however, 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. The Board, within the aggregate total fixed for expenditures in the budget, may adjust any or all items of the budgeted expenses and change the appropriations accordingly.
 - 9.0.3.3. General Expenditure Limitations. No Officer, Director, committee, Member of any category, representative, or agent of this Chapter may expend any of his or her money or make any commitment which will involve this Chapter in any expense of financial liability, and the Treasurer shall not pay out any money unless that expense or liability has been authorized in the general budget, or by a duly called meeting of this Chapter and an appropriation has been made therefore by the Board.
 - 9.0.3.4. Treasurer's Limitation. Every disbursement of money of this Chapter, except from petty cash, shall be approved by the Treasurer, or the Executive Director, paid by check of this Chapter, and signed by the Treasurer and/or the Executive Director.. In cases of absence of the Treasurer or the Executive Director, any authorized signatory may co-sign said check but only up the amount authorized by the Rules of the Board.
 - 9.0.3.5. Reserve Fund: The Board shall maintain a Reserve Fund, consisting of cash deposited in a bank or other secured financial company, to pay for unusual or unexpected expenditures. Until such time as

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the Reserve Fund equals at least 25% of the Chapter's current year operating budget, the Board shall contribute to the Reserve Fund an amount of at least 5% of the Chapter's annual operating budget unless two-thirds of the Board votes not to contribute such amount to the Reserve Fund. After the Reserve Fund has reached 25% of the Chapter's current year operating budget, the Board shall maintain the Reserve Fund at an amount equal to at least 25% of the Chapter's current year operating budget unless two-thirds of the Board votes to deplete a portion or all of the Reserve Fund. The use of any money in the Reserve Fund shall be specifically authorized by a two-thirds vote of the Board provided that a schedule of repayment from future income shall be adopted and incorporated as an expense in subsequent budgets

9.0.3.6. Borrowing. The Board, based on a two-thirds vote of the Board, is empowered to borrow funds from the Reserve Fund provided that a schedule of repayment from future income shall be adopted and incorporated as an expense in subsequent budgets. In no event shall the Board borrow funds from sources other than the Reserve Fund without a vote of the Chapter membership.

9.0.3.7. Deposits. The Treasurer, or Chapter staff, shall deposit all monies of this Chapter in the name of this Chapter when, as, and in the original form received, in one or more depositories approved by the Board.

9.0.4. Investment. The Board may invest any funds of this Chapter in high-grade negotiable securities, and may sell, change, or transfer any thereof, or the rights or privileges that may accrue therefrom, and the Treasurer shall keep such securities in the name of this Chapter in a responsible depository approved by the Board.

9.0.5. Reviews and Audits of Financial Records. Each year the financial records of this Chapter shall receive an independent review by an accountant retained by the Board. The extent of said review shall be determined by the Board on an annual basis. An audit shall be performed no less frequently than every third year. Each said audit or review shall be filed with the Board, and a copy thereof shall be filed with the Treasurer. At appropriate intervals, the Board shall have prepared a compilation of the financial records of the Chapter as the basis for a financial report to the Members.

9.1. 9.1 REAL AND PERSONAL PROPERTY

9.1.1. Authority. In order to carry on its affairs and exercise its powers this Chapter may acquire and dispose of real and personal property for its own use.

9.1.2. Real Property. In furtherance, but not in limitation of carrying on its affairs and exercising its powers, this Chapter may take and acquire real property and personal property for its own use by purchase, lease, gift, devise, bequest, or otherwise, and may exercise all of its legal rights relative to such property and the proceeds and income therefrom, but shall not execute any chattel mortgage.

9.1.3. Personal Property. Unless the statutes otherwise require, all title to and interest in the personal property of this Chapter are vested and shall remain in this Chapter until it is dissolved and its affairs terminated. No Member, Officer, Director or staff shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

9.1.4. Intangible Property. The privilege to use the insignia, name and other intangible property of this Chapter is a revocable right granted and conferred by these Bylaws.

9.1.5. Gifts. Only the Board shall have any right or authority to solicit, receive, take or accept any gift, bequest, or devise for on behalf of this Chapter, and it shall not accept any gift, bequest or devise if it will not promote the objectives and purpose of this Chapter, or if it and its administration will place an undue financial or other burden on this Chapter.

9.2. DIVIDENDS PROHIBITED

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Unexpended and unencumbered income in a fund at the close of the fiscal year shall be used only to further objectives of this Chapter and safeguard its future, and shall never be distributed as profits, dividends or otherwise to the Members of this Chapter.

9.3. INSTITUTE PROPERTY INTERESTS

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

9.4. DISSOLUTION

In the event that this Chapter is legally dissolved, there shall be no distribution of assets to the benefit of any Member. In the event of dissolution of this Chapter, all assets remaining, if any, after payment of all liabilities of this Chapter, shall be distributed to nonprofit organizations, proposed by the Board to the Chapter membership and voted upon by a majority of the Members, whose objectives parallel those of this Chapter.

ARTICLE 10: DUES AND ASSESSMENTS

10.0. ANNUAL DUES

10.0.1. Regular Dues.

10.0.1.1. The Board of Directors, at its July meeting of this Chapter, establishes and fixes annual regular dues.

10.0.1.2. Obligation to Pay Regular Dues. Every Architect Member, Associate Member, Student Member and Ally Member shall pay regular dues to this Chapter.

10.0.2. Firm Surcharges.

10.0.2.1. The Board, at its July meeting of this chapter, establishes and annual firm surcharges (chapter supplemental dues)..

10.0.2.2. Obligation to Pay Firm Surcharge. Every Architect Member of this Chapter who has ownership interest in, or is manager in an organization using registered architects to perform service for the public, is jointly and severally liable for payment of firm surcharges. Hereinafter for purposes of paying such surcharges, such organization shall be referred to as a "Firm."

10.0.2.3. Newly-elected Architect Members. A newly-elected Architect Member is not liable for payment of firm surcharges for one year following admission to membership in the Institute.

10.0.2.4. Members who do not have ownership interest but by virtue of their managerial or administrative position in a firm are obligated to pay firm surcharges shall pay firm surcharges or see that they are paid by others on their behalf, on all those rendering architectural services within the branch, division, subsidiary or department of which they are manager or administrator.

10.0.2.5. Basis of payment. Firm surcharges shall be based on the total number of nonmember staff registered architects employed by the firm as of January 2..

10.0.2.6. Confidentiality. Information pertaining to the amount of firm surcharges owed or paid by a Member shall be privileged.

10.0.3. Interpretation of Dues Regulations. The Treasurer is authorized to resolve all questions relative to the interpretation of the dues regulations set forth in these Bylaws.

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10.0.4. Reduction or Waiver of Obligations. The Board, in exceptional circumstances and for adequate cause, on an individual basis may waive or defer payment of all or any part of the dues or assessments required to be paid to this Chapter by any Member for any year.

10.1. ASSESSMENTS

10.1.1. Authority to Levy Assessments. Assessments may be levied or authorized only for special or unusual expenses by two-thirds of the Members eligible to vote and present at an Annual Meeting or other duly called meeting, provided, however, that the meeting by two-thirds vote may delegate such power to the Board for specific purposes, or specified period of time, with such limitations as the meeting may choose to impose.

10.2. PAYMENT AND DEFAULT OF ANNUAL DUES AND ASSESSMENTS

10.2.1. Regular Dues. Regular dues of every Member for the current calendar year are due and payable in full by January 15 of each year. Every Architect Member who has not paid regular dues for the current year on or before February 15 of said year shall be in default, and may be assessed a penalty as determined by the Board.

10.2.2. Firm Surcharges. Every Architect Member who is obligated to pay the firm surcharge shall pay the amount due in full by January 15 of each year. Every Architect Member who has not paid in full the firm surcharge within thirty days of the due date shall be in default, and shall also be subject to a penalty to be determined by the Board.

10.2.3. Assessments. Every Member who has not paid the entire amount of an assessment on or before the date fixed for said payment shall be in default.

10.2.4. Termination. The procedure and schedule for notification and termination of members in default of obligations to this Chapter shall be as established by the Board. Architect Members and Associate members shall be terminated by the Institute at the request of the Board. Student Members and Allied members shall be terminated by Board action.

10.2.5. Liability. Nothing contained in these Bylaws shall be construed to limit the liability imposed by law on a Member. The termination of membership shall not relieve the person whose membership has been terminated from indebtedness to the Chapter.

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ARTICLE 11: GENERAL PROVISIONS

11.0. LOCATION. The administrative and executive offices of this Chapter shall be at 1400 S Street, Suite 1, Sacramento, California 95814 or as otherwise designated by the Board.

11.1. RECORDS OPEN TO MEMBERS

Except as otherwise provided in these Bylaws or the Institute Bylaws, all correspondence and records of this Chapter shall, except confidential matters relating to membership applications and bestowal of Honorary memberships, be open to inspection at the Chapter executive offices during business hours by any Architect Member, Associate Member or Student Member in good standing

11.2. PARLIAMENTARY AUTHORITY

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

11.3. LIABILITY, INDEMNIFICATION AND INSURANCE

11.3.1. To the fullest extent permitted by law, the Institute shall indemnify Directors, Officers, employees, and committee members against reasonable expenses incurred in connection with an action, suit, or proceeding as follows:

- 11.3.1.1. 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, provided such action or the cause of such suit or proceeding was within the authority given by the Board or authorized by a majority of the Board.
- 11.3.1.2. Persons Indemnified. Indemnification shall be available to any person who is or was a party or 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 Institute.
- 11.3.1.3. 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.
- 11.3.1.4. Advancement of Funds. The Institute, in accordance with its Bylaws, may 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 proceeding.
- 11.3.1.5. Authority to Approve Funds. No money shall be paid by the Institute under this section except upon the affirmative vote of a majority of the Board while a quorum of Directors are present who are not parties or threatened to be made parties to the action, suit, or proceeding, or, if all members of the Board are parties or threatened to be made parties to the action, suit or proceeding, by a majority vote of the Board while a quorum of Directors are present.

11.3.2. Insurance. The Board 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.

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ARTICLE 12: AMENDMENTS

12.0 AMENDMENTS TO THESE BYLAWS

12.1.1 Conformity with Institute Bylaws. The Board shall have the power to amend these Bylaws by the affirmative vote of not less than a majority of the Board, without action by a meeting of this Chapter, as may be necessary for conformity with Institute Bylaws and if and when and as directed by the Institute.

12.1.2 Limitation. The Board, by the affirmative vote of not less than two-thirds of the Board, may amend any provisions of these Bylaws to forward the objectives and facilitate the activities of this Chapter or to eliminate from said Bylaws any inconsistency;

12.1.3 Membership Vote. Any amendment to these Bylaws approved by the Board as described above shall be subject to a vote by the Members based on a petition by any Member signed by at least 15 other Members in good standing. Such vote to reject an amendment approved by the Board shall require two-thirds vote of the Members present at a Chapter meeting, provided that notice of the proposed vote 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


12.1.4 Titling and Numbering of Bylaws. From time to time, and without further action by this Chapter, the Board or the Institute, the Secretary shall rearrange, retitle and re-number the various chapters, articles, sections and paragraphs of these Bylaws as necessary for proper reference.

12.1.5 Approval by the Institute

Immediately following the adoption of a resolution amending these Bylaws, the Secretary shall submit a copy of the amendment and the adopting resolution to the Secretary of the Institute for approval. Amendments to these Bylaws shall become effective as soon as approved by the Institute.

CERTIFICATE

The foregoing Bylaws of AIA Central Valley, a Chapter of The American Institute of Architects were adopted by the membership of this Chapter effective the 16 day of October , 2008.



_____, AIA, Secretary
AIA Central Valley, a Chapter of The American Institute of Architects