



**AIA**

Long Beach/South Bay

**BYLAWS**

Approved by the Membership  
12/07/2017

## Contents

<b>ARTICLE 1 - ORGANIZATION</b> .....	6
1.0 GENERAL PROVISIONS .....	6
1.01 Name .....	6
1.01.1 Related Institute Organizations .....	6
1.02 Objects.....	6
1.03 Domain .....	6
1.04 Organization.....	6
1.05 Authority.....	6
1.06 Conformity with Institute Policy .....	6
1.07 Standards of Practice of this Chapter.....	7
1.08 Unprofessional Conduct by AIA Members.....	7
1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS .....	7
1.11 Affiliations.....	7
1.2 ENDORSEMENTS .....	7
1.21 Limitation on Endorsements.....	7
<b>ARTICLE 2 - MEMBERSHIP</b> .....	7
2.0 GENERAL PROVISIONS .....	7
2.01 Categories of Membership .....	7
2.02 Definitions .....	8
2.03 Qualifications .....	8
2.04 Non-Resident Status .....	8
2.05 Enrollment of Members .....	8
2.06 Annual Dues and Assessments .....	8
2.07 Resignations .....	8
2.08 Good Standing Defined.....	8
2.09 Loss or Suspension of Interests, Rights and Privileges.....	8
2.1 ASSIGNED MEMBERS .....	9
2.11 General .....	9
2.12 Action on Applications.....	9
2.13 Reassignment .....	9
2.14 Admission Fees Prohibited .....	9
2.15 Termination .....	9
2.16 Emeritus Members .....	9
2.2 ALLIED AND AFFILIATED MEMBERS .....	9

2.21	Admission .....	9
2.22	Admission Fees .....	9
2.23	Termination .....	9
2.24	Rights and Privileges of Allied and Affiliate Members .....	10
2.25	Allied Members .....	10
2.26	Student Affiliates – Qualifications .....	10
2.27	Honorary Affiliates.....	10
2.27.1	Qualifications.....	10
2.27.2	Nomination and Admission.....	10
2.27.3	Rights and Privileges.....	11
<b>ARTICLE 3 - DUES, FEES AND ASSESSMENTS .....</b>		<b>11</b>
3.0	ANNUAL DUES .....	11
3.01	Obligation to Pay Dues .....	11
3.02	Amount of Annual Dues (and Admission Fees).....	11
3.03	Dues for Non-Resident Members.....	11
3.04	General Waiver of Annual Dues and Admission Fees.....	11
3.05	Exemptions .....	11
3.1	ASSESSMENTS .....	12
3.11	Authority.....	12
3.12	Notice of Assessment .....	12
3.2	DEFAULT OF ANNUAL DUES AND ASSESSMENTS.....	12
3.21	Annual Dues .....	12
3.22	Assessments.....	12
3.23	Notice of Default to Member.....	12
3.3	TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS	12
3.31	Assigned Members .....	12
3.32	Allied or Affiliate Members .....	12
<b>ARTICLE 4 - CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS ....</b>		<b>13</b>
4.0	THE INSTITUTE.....	13
4.01	Delegates to Institute Meetings .....	13
4.01.1	Delegate Selection Procedure.....	13
4.1	REGIONAL ORGANIZATION.....	13
4.11	California Council Representative .....	13
<b>ARTICLE 5 - CHAPTER MEETINGS .....</b>		<b>13</b>
5.0	ANNUAL AND SPECIAL MEETINGS.....	13

5.01	Annual Meeting .....	13
5.02	Special Meetings.....	13
5.1	NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS.....	14
5.11	Notice of Chapter Meetings.....	14
5.12	Quorum at Meetings.....	14
5.13	Minutes of Meetings .....	14
5.2	DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING.....	14
5.21	Majority Vote .....	14
5.22	Roll Call Vote .....	14
5.23	Proxies .....	14
5.24	Limitations on Voting Eligibility .....	14
	<b>ARTICLE 6 - THE CHAPTER BOARD .....</b>	<b>15</b>
6.0	AUTHORITY OF CHAPTER BOARD .....	15
6.01	Powers .....	15
6.01.1	Custodianship .....	15
6.02	Policies .....	15
6.03	Delegation of Authority .....	15
6.04	Freedom from Commitments.....	15
6.1	ELECTION OF OFFICERS AND DIRECTORS .....	16
6.11	Nominations .....	16
6.12	Elections .....	16
6.13	Tellers .....	16
6.14	Tie Votes.....	16
6.15	Results.....	16
6.2	TERMS OF OFFICE OF OFFICERS AND DIRECTORS.....	16
6.21	Term .....	16
6.22	Vacancies .....	16
6.23	Resignation .....	17
6.24	Removal of Officer or Director.....	17
6.3	OFFICERS AND DIRECTORS OF THE CHAPTER.....	17
6.31	Officers .....	17
6.32	The President.....	17
6.32.1	Authority .....	17
6.33	The Vice President/President-Elect.....	17
6.33.1	Succession.....	18

6.34	The Secretary .....	18
6.34.1	Reports .....	18
6.34.2	Delegation of Authority .....	18
6.35	The Treasurer .....	18
6.35.1	Reports .....	18
6.35.2	Delegation of Authority .....	19
6.35.3	Liability .....	19
6.36	Non-Officer Members of the Board .....	19
6.36.1	Directors.....	19
6.36.2	California Council Representative Director .....	<b>Error! Bookmark not defined.</b>
6.36.3	Associate Director .....	19
6.37	Representative Board Members.....	19
6.37.1	Student Director .....	19
6.37.2	Representative of Allied Organizations.....	20
6.38	Officer Pro Tem.....	20
6.4	MEETINGS OF THE CHAPTER BOARD OF DIRECTORS .....	20
6.41	Meetings Required .....	20
6.41.1	Regular Meetings .....	20
6.41.2	Special Meetings .....	20
6.41.3	Waiver of Notice .....	20
6.41.4	Virtual Meetings .....	20
6.42	Quorum and Vote.....	21
6.43	Minutes .....	21
6.5	REPORTS OF THE CHAPTER BOARD OF DIRECTORS.....	21
6.51	Report to Members .....	21
6.52	Report to institute .....	21
6.6	COMMITTEES .....	21
6.61	Executive Committee .....	21
6.62	Chapter Committees .....	22
<b>ARTICLE 7 - FINANCES.....</b>		<b>22</b>
7.0	FINANCES .....	22
7.01	Budgets and Appropriations .....	22
7.02	Expenditure Limitations.....	22
7.02.1	General .....	22
7.02.2	The Chapter Board.....	22

7.02.3	General Expenditure Limitations .....	22
7.02.3.1	Treasurer’s Limitation .....	23
7.02.3.2	Reserve Fund .....	23
7.02.3.3	Deposits .....	23
7.02.3.4	Investment.....	23
7.03	Review of Financial Records.....	23
7.04	Fiscal Year .....	23
7.1	REAL AND PERSONAL PROPERTY.....	24
7.11	Authority.....	24
7.12	Gifts .....	24
7.2	DIVIDENDS PROHIBITED .....	24
7.3	INSTITUTE PROPERTY INTERESTS .....	24
	<b>ARTICLE 8 - GENERAL PROVISIONS .....</b>	<b>24</b>
8.0	EXECUTIVE OFFICE .....	24
8.1	RECORDS OPEN TO MEMBERS .....	25
8.2	PARLIAMENTARY AUTHORITY.....	25
8.3.1	LIABILITY, INDEMNIFICATION AND INSURANCE.....	25
8.31	Liability .....	25
8.32	Indemnification.....	25
8.33	Insurance .....	25
	<b>ARTICLE 9 - AMENDMENTS .....</b>	<b>26</b>
9.0	AMENDMENTS AT MEETINGS OF THIS CHAPTER .....	26
9.01	Notice of Proposed Amendments.....	26
9.02	Bylaws Relating to Assigned Members .....	26
9.1	AMENDMENTS BY THE BOARD OF DIRECTORS.....	26
9.11	Conformity with Institute Bylaws.....	26
9.12	Delegation of Authority .....	26
	CERTIFICATE .....	26
	AIA LONG BEACH SOUTH BAY CHAPTER BOUNDARIES .....	27

## ARTICLE 1 ORGANIZATION

### 1.0 GENERAL PROVISIONS

#### 1.01 Name

The name of this organization is the Long Beach/South Bay Chapter of the American Institute of Architects. Except for reports to government and other instances requiring official identification, the commonly used name for the Chapter shall be AIA Long Beach/South Bay (“AIA LBSB”).

#### 1.01.1 Related Institute Organizations

In these Bylaws the governing board of this Chapter is referred to as the Board of Directors. 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. (The territory of this Chapter is indicated on the map attached to these Bylaws.)

#### 1.04 Organization

This Chapter is a non-profit membership corporation organized in the State of California on August 11, 1966, and chartered by the Institute.

#### 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.

### **1.07 Standards of Practice of this Chapter**

The American Institute of Architects' Code of Ethics and Professional Conduct is the same for this Chapter, and every interpretation made by the AIA National Ethics Council of any part is synonymous as if made by this Chapter. The AIA National Ethics Council shall have the sole authority to issue interpretations of the Code of Ethics, authority to make binding interpretations, clarifications, or additional thereto.

### **1.08 Unprofessional Conduct by AIA Members**

Formal charges of unprofessional conduct made against any member shall be heard and judged only by the Institute.

## **1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS**

### **1.11 Affiliations**

This Chapter shall not form or enter into any affiliation with any individual or with any organization that is not a component or affiliate of the Institute.

## **1.2 ENDORSEMENTS**

### **1.21 Limitation on 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 public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

## **ARTICLE 2 MEMBERSHIP**

## **2.0 GENERAL PROVISIONS**

### **2.01 Categories of Membership**

The membership of this Chapter shall consist of:

1. The Architect and Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in the Chapter; and
2. The allied and affiliate members the Chapter may admit as provided in paragraphs 2.25 through 2.27.



## **2.02 Definitions**

In these Bylaws, Architect and Associate members who have been assigned to the 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. 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 apply for such status because of their intended absence from the United States for at least 18 consecutive months. Non-resident members shall have the same rights and privileges as other members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 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.

## **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 obligation 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 and the Institute, including any right to use the Chapter’s or Institute’s name, initials, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.

## 2.1 ASSIGNED MEMBERS

### 2.11 General

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

### 2.12 Action on Applications

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

### 2.13 Reassignment

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

### 2.14 Admission Fees Prohibited

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

### 2.15 Termination

Assigned membership in this Chapter is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another Chapter.

### 2.16 Emeritus Members

A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. (AIA Bylaws Section 2.31.) 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 ALLIED AND AFFILIATED MEMBERS

### 2.21 Admission

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

### 2.22 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 Executive Committee as provided in Section 3.02 of these Bylaws.

### 2.23 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 Executive Director may terminate the membership of an allied or affiliate

member for indebtedness as provided in section 3.32, or for conduct detrimental to the interests of the Chapter.

## **2.24 Rights and Privileges of Allied and Affiliate Members**

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

1. May serve as a member of any committee of this Chapter that does not perform any duty of the Executive Committee;
2. May attend and speak but may not make motions or vote at any meeting of this Chapter;
3. Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter;
4. May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

## **2.25 Allied Members**

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

## **2.26 Student Affiliates – Qualifications**

Student affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Chapter or if they reside within the territory of this Chapter.

## **2.27 Honorary Affiliates**

### **2.27.1 Qualifications**

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

### **2.27.2 Nomination and Admission**

A person eligible for Honorary Affiliate membership may be nominated by any member of the Board of Directors. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor, and the reasons for the

nomination. The Executive Committee, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

### **2.27.3 Rights and Privileges**

In addition to the rights and privileges set forth in paragraph 2.24, above, Honorary Affiliate members of this Chapter may use the title “Honorary Affiliate of the Long Beach/South Bay Chapter,” and shall not pay any admission fee or annual dues, nor be subject to any assessment.

## **ARTICLE 3**

### **DUES, FEES AND ASSESSMENTS**

#### **3.0 ANNUAL DUES**

##### **3.01 Obligation to Pay Dues**

All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year.

##### **3.02 Amount of Annual Dues (and Admission Fees)**

The Board of Directors (by the concurring vote of two-thirds of its entire membership) may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year (and the amount of admission fees required of allied or affiliate members).

##### **3.03 Dues for Non-Resident Members**

Non-resident members shall pay reduced dues. The amount of the reduction shall be determined by the Board of Directors pursuant to Section 3.02, above.

##### **3.04 General Waiver of Annual Dues and Admission Fees**

This Chapter, by the concurring vote of not less than two-thirds of the total number of Board members present at a meeting, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class or any part of the admission fee required to be paid by allied or affiliate members.

##### **3.05 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 may pay a fee in an amount determined by the Board of Directors, pursuant to Section 3.02, above.

## 3.1 ASSESSMENTS

### 3.11 Authority

This Chapter, by the concurring vote of a majority of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of a majority of its assigned members may levy an assessment on its Associate members and/or allied or affiliate members. (The amount of assessment on a member in any fiscal year shall not exceed 25 percent of the amount of the annual dues required to be paid by such a member for that year.)

### 3.12 Notice of Assessment

Notice of the intention to levy an assessment stating the amount, reasons for the assessment, and when it shall be payable, shall be mailed to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

## 3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

### 3.21 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 default.

## 3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

### 3.31 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.

### 3.32 Allied or Affiliate Members

If an 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 of this Chapter in the number prescribed in the Institute Bylaws as follows:

##### 4.01.1 Delegate Selection Procedure

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

#### 4.1 REGIONAL ORGANIZATION

##### 4.11 California Council Representative

This Chapter shall have representation in the State Organization as provided in the Bylaws of the State Organization. Any member nominated to this Chapter's Board of Directors and approved by a quorum of the assigned members in good standing of this Chapter shall be representatives of this Chapter in the State Organization as Board Members.

## ARTICLE 5

### CHAPTER MEETINGS

#### 5.0 ANNUAL AND SPECIAL MEETINGS

##### 5.01 Annual Meeting

This Chapter shall hold an annual meeting during the last quarter of the fiscal year for the purpose of receiving the annual report, prepared and delivered by the President; and for the transaction of such other business as may be appropriate.

##### 5.02 Special Meetings

A special meeting of this Chapter may be called by the President or the Board of Directors and shall be called at the written request of not less than 25 percent of the total number of this Chapter's members in good standing. No other business than that

specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

## 5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

### 5.11 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, to each member entitled to vote at the meeting. Notice shall be given not less than 10 days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members, either by United States mail, e-mail, or facsimile, in time for them to receive it at least 10 days prior to the meeting.

### 5.12 Quorum at Meetings

At any meeting of this Chapter, 10 percent of the membership entitled to vote shall constitute a quorum for the transaction of any business. The members may adjourn the meeting despite the absence of a quorum.

### 5.13 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.

## 5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

### 5.21 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.

### 5.22 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.

### 5.23 Proxies

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

### 5.24 Limitations on Voting Eligibility

Only assigned members in good standing may vote on the following matters:

1. Matters so designated elsewhere in these bylaws;
2. Elections of Institute Directors; delegates to meetings of the Institute and the Regional and State Organization;

3. Instructions to delegates;
4. Any matters relating to membership;
5. Voting on dues and assessments for Architect members shall be limited to Architect Members;
6. Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

## **ARTICLE 6**

### **THE CHAPTER BOARD**

#### **6.0 AUTHORITY OF CHAPTER BOARD**

##### **6.01 Powers**

The business of this Chapter shall be managed by the Chapter Board of Directors, which shall be composed of the officers and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of California, the articles of incorporation, and by these Bylaws.

##### **6.01.1 Custodianship**

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

##### **6.02 Policies**

The Board of Directors shall adopt Policies to supplement its Bylaws, which shall have the same force and effect as these Bylaws insofar as they are consistent with them. Policies may be adopted, amended or rescinded by a simple majority vote of the full membership of the Board of Directors. Policies are binding upon all Chapter members. The Policies shall be published with the Bylaws and Chapter members shall be notified of changes in the Policies as they are made.

##### **6.03 Delegation of Authority**

Neither the Chapter 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.

##### **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 Chapter Board.

## 6.1 ELECTION OF OFFICERS AND DIRECTORS

### 6.11 Nominations

Nominations for each office and for each directorship of this Chapter about to become vacant shall be made from the floor at the annual election that will be held during the last quarter of the fiscal year. However, at a meeting of the Executive Committee held at least two months prior to the annual election, the Executive Committee shall select a nominating committee to prepare and present to the members a slate or slates of candidates for office and directorships.

### 6.12 Elections

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

### 6.13 Tellers

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

### 6.14 Tie Votes

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

### 6.15 Results

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

## 6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

### 6.21 Term

Each member elected to serve on the Board of Directors shall do so for a term of two years.

### 6.22 Vacancies

If a vacancy occurs in the membership of the Executive Committee or the Board of Directors other than on account of the regular expiration of a term of office, the President

shall nominate a replacement to fill the vacancy for the unexpired term of office, which shall be confirmed by a vote of the majority of the members of the Board.

### **6.23 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 slated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer or director.

### **6.24 Removal of Officer or Director**

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

## **6.3 OFFICERS AND DIRECTORS OF THE CHAPTER**

### **6.31 Officers**

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

### **6.32 The President**

The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Chapter Board under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Chapter and of the Executive Committee; appoint, with the concurrence of the Executive Committee, all committees; sign all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter, and shall perform all other duties usual and incidental to the office.

#### **6.32.1 Authority**

The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Chapter Board. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Chapter Board.

#### **6.32.2 Succession**

The President shall succeed to the Director position of Immediate Past President for an additional term of one year.

### **6.33 The Vice President/President-Elect**

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

### **6.33.1 Succession**

The Vice President/President-elect shall succeed to the office of President upon expiration of the term of office of the President.

## **6.34 The Secretary**

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

### **6.34.1 Reports**

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

### **6.34.2 Delegation of Authority**

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

## **6.35 The Treasurer**

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

### **6.35.1 Reports**

The Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the 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.

### **6.35.2 Delegation of Authority**

The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the signature of the Treasurer, unless such delegation is expressly permitted in these bylaws. 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.

### **6.35.3 Liability**

The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

## **6.36 Non-Officer Members of the Board**

### **6.36.1 Directors**

All Directors shall be Architect Members or Associate Members of the Chapter, and shall be full voting Board members with each serving a two-year term. The number of Directors may be a minimum of four (4) and a maximum of eight (8), as determined by a vote of the Board of Directors, and shall include the Immediate Past President. No more than two filled Director positions or one-third of the total filled Director positions (whichever is greater) may be held by Associate Members in accordance with the Institute's Bylaws.

### **6.36.3 Associate Director**

There may be a maximum of one (1) Associate Director. This full voting member shall be chosen by the Associates organization or appointed by the President in the absence of a designated member, and shall carry out programs specifically designed for Associates and report to the Board on issues of consequence to the upcoming members of our profession. Nothing in this section shall preclude an Associate member from holding another directorship for which he or she may be eligible (for example, under Section 6.36.1)

## **6.37 Representative Board Members**

Representative Board members may be appointed by the Board of Directors.

### **6.37.1 Student Director**

This non-voting member of the Board may be chosen by the Student Organization or appointed by the President in the absence of a designated member, and shall carry out programs designed to acquaint and involve students with the AIA, and report to the Board on issues of consequence to Students or Schools of Architecture.

### **6.37.2 Representative of Allied Organizations**

This non-voting position is not mandatory but may be appointed by the President.

### **6.38 Officer Pro Tem**

If any officer is absent or unable to act, the Chapter Board 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 MEETINGS OF THE CHAPTER BOARD OF DIRECTORS**

### **6.41 Meetings Required**

The Chapter Board must actually meet in a regular or special meeting in order to transact business, except that in cases of emergency or as necessary, the President or Executive Director may poll the entire Board of Directors by telephone or electronic mail, and act with concurrence of 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 electronic mail.

#### **6.41.1 Regular Meetings**

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

#### **6.41.2 Special Meetings**

A special meeting of the Chapter Board shall be held if requested in writing by one-third of the members of the Chapter Board, or at the call of the President. The Secretary, or the Executive Director on behalf of the Secretary, shall issue a written call and notice via mail or electronic email 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.

#### **6.41.3 Waiver of Notice**

Either the call or 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 Chapter Board. Any irregularity in or failure of notice of a meeting of the Chapter Board shall not invalidate the meeting or any action taken.

#### **6.41.4 Virtual Meetings**

Members of the 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:

1. Each member participating in the meeting can communicate with all the other members concurrently;
2. 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 Chapter. 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.

#### **6.42 Quorum and Vote**

A majority of the Chapter Board shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Chapter Board members present at the time of the vote shall be the act of the Chapter Board 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.

#### **6.43 Minutes**

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

### **6.5 REPORTS OF THE CHAPTER BOARD OF DIRECTORS**

#### **6.51 Report to Members**

The President 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.

#### **6.52 Report to institute**

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

### **6.6 COMMITTEES**

#### **6.61 Executive Committee**

This body shall be composed of President, Vice President, Treasurer and the Executive Director/Secretary.

## **6.62 Chapter Committees**

Chapter Committees may 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.

# **ARTICLE 7**

## **FINANCES**

## **7.0 FINANCES**

### **7.01 Budgets and Appropriations**

Prior to the beginning of every fiscal year, the Executive Committee (by the concurring vote of two-thirds of its total membership) shall present to the Board of Directors for adoption an annual budget showing in detail the anticipated income and expenditures of the Chapter for the immediately succeeding year.

### **7.02 Expenditure Limitations**

#### **7.02.1 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 Chapter Board or a specific resolution at a meeting of the Chapter.

#### **7.02.2 The Chapter Board**

The Chapter Board shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so by two-thirds majority vote at a duly called meeting of the members (provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years).

#### **7.02.3 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 therefor by the Board.



#### 7.02.3.1 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 sign said check but only up to the amount authorized by the Board of Directors as set forth in the Policies of the Chapter.

#### 7.02.3.2 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 the Reserve Fund equals at least 50% 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' annual operating budget unless two-thirds of the entire membership of the Board votes not to contribute such amount to the Reserve Fund. After the Reserve Fund has reached 50% of the Chapter's current year operating budget, the Board shall maintain the Reserve Fund at an amount equal to at least 50% of the Chapter's current year operating budget unless two-thirds of the entire membership 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 entire membership of the Board provided that a schedule of repayment from future income shall be adopted and incorporated as an expense in subsequent budgets.

#### 7.02.3.3 Deposits

The Treasurer, or Executive Director, 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.

#### 7.02.3.4 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.

### 7.03 Review of Financial Records

At appropriate intervals, the Chapter Board 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.

### 7.04 Fiscal Year

The fiscal year of this Chapter shall be the calendar year.



## 7.1 REAL AND PERSONAL PROPERTY

### 7.11 Authority

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

### 7.12 Gifts

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

## 7.2 DIVIDENDS PROHIBITED

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

## 7.3 INSTITUTE PROPERTY INTERESTS

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

## ARTICLE 8

### GENERAL PROVISIONS

## 8.0 EXECUTIVE OFFICE

The administrative and executive offices of the Chapter shall be in the charge of the Executive Director, who shall be employed by and report to the Chapter Board. The Executive Director shall be responsible for the administration of the affairs of the Chapter and such other duties as the Chapter Board may assign. Specifically, the Executive Director shall:

1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
2. Employ such staff as the Chapter Board may authorize as may be necessary to perform the duties assigned by the Executive Committee and Chapter Board;
3. Attend all meetings of the Executive Committee and Chapter Board as a member ex officio without vote;

4. Make reports to the Executive Committee and Chapter Board on the affairs and business of the Chapter when requested by the President, Executive Committee or Chapter Board.

## 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 Chapter Board, 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 govern this Chapter, the Executive Committee, the Chapter Board 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 Chapter Board.

### 8.3.1 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 Chapter Board by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

#### 8.33 Insurance

The Chapter 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.

## 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 BOARD OF DIRECTORS

#### 9.11 Conformity with Institute Bylaws

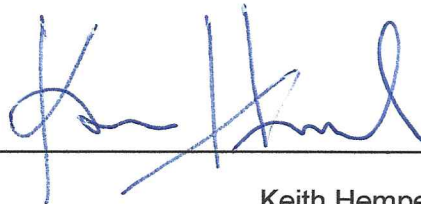
The Chapter Board, without action by a meeting of this Chapter may amend any of these bylaws as may be necessary for conformity with Institute Bylaws. These bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute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

#### 9.12 Delegation of Authority

The Chapter Board 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.

## CERTIFICATE

The foregoing Bylaws of AIA Long Beach/South Bay, a Chapter of The American Institute of Architects, were adopted by the membership of this Chapter effective the 7<sup>th</sup> day of December, 2017.



Keith Hempel, Secretary

AIA Long Beach/South Bay, a Chapter of The American Institute of Architects

# AIA LONG BEACH/SOUTH BAY CHAPTER BOUNDARIES

