

The Board of Directors of AIA Detroit have reviewed the existing Bylaws of the Chapter, last revised on November 12, 2013. The Board reviewed the existing bylaws due mainly to the fact that certain changes in the National and Michigan bylaws necessitated a review to create continuity between the various sets of bylaws held by different levels of components. The AIA Detroit Board therefore recommends the following revisions:

[Note that all deleted words are shown by ~~struck-words~~, and added language in *italics*.]

## Revision 1

The AIA National Bylaws have been altered to allow an additional type of component, a Section. Chapters may allow Sections to be formed within their boundaries. The Board recommends revising the bylaws of AIA Detroit to allow Sections by adding the following Section 6 of Article 1:

### **Section 6 – Sections**

- A. Establishment of Sections: The Chapter may establish Sections with the approval of the Institute Secretary.
  - 1. Procedure. Members in a geographic area within the territory of the Chapter may petition the Executive Committee to form a Section.
- B. Section Membership Voluntary: Membership in any Section shall be voluntary and not required as a condition of membership in the Chapter or the Institute.
- C. Section Dues and Assessments. Sections may levy dues and assessments on members of the section.

## Revision 2

The Board of Directors is suggesting two additions to Article 3, Section 1 as rules of good practice. These paragraphs are similar to paragraphs found in the Model Bylaws for Components provided by AIA National:

### **Section 1 – Budgets and Appropriation**

- A. Prior to the beginning of every fiscal year, the Board of Directors shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for at least the immediately succeeding year. The Board of Directors shall thereafter make appropriations in accordance with the approved budget, shall authorize the expenditure of the approved budget, and shall direct and authorize the Treasurer to pay the budgeted expenditures when due.
- B. General: No member, officer, director, committee, commission, employee or agent of the Chapter shall have any right, authority or power to expend any money of the Chapter, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Chapter to an expense or liability unless such expenditure, liability or commitment has been budgeted and

authorized by the Executive Committee or a specific resolution at a meeting of the Chapter.

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

### Revision 3

In order to document a requirement to provide that Components meet basic Component Member Services requirements, the following revisions are recommended to Article 5 Meetings Section 7 = Minutes of Meetings:

- A. The ~~Written~~ Minutes of each meeting of the Chapter and its Committees recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary, or the Committee Chair, in the case of Committees. A copy shall be made a part of the minutes of the next Chapter meeting.

### Revision 4

The Board recommends the additional Paragraph C to Article 6 Elections, Section 4 – Balloting Procedures:

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

### Revision 5

AIA Detroit has hired and retained the services of an Executive Director, who is employed by the Chapter for several years. This revision to Article 10 General Provisions adds Paragraph B and acknowledges the duties of the position of the Executive Director:

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

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